

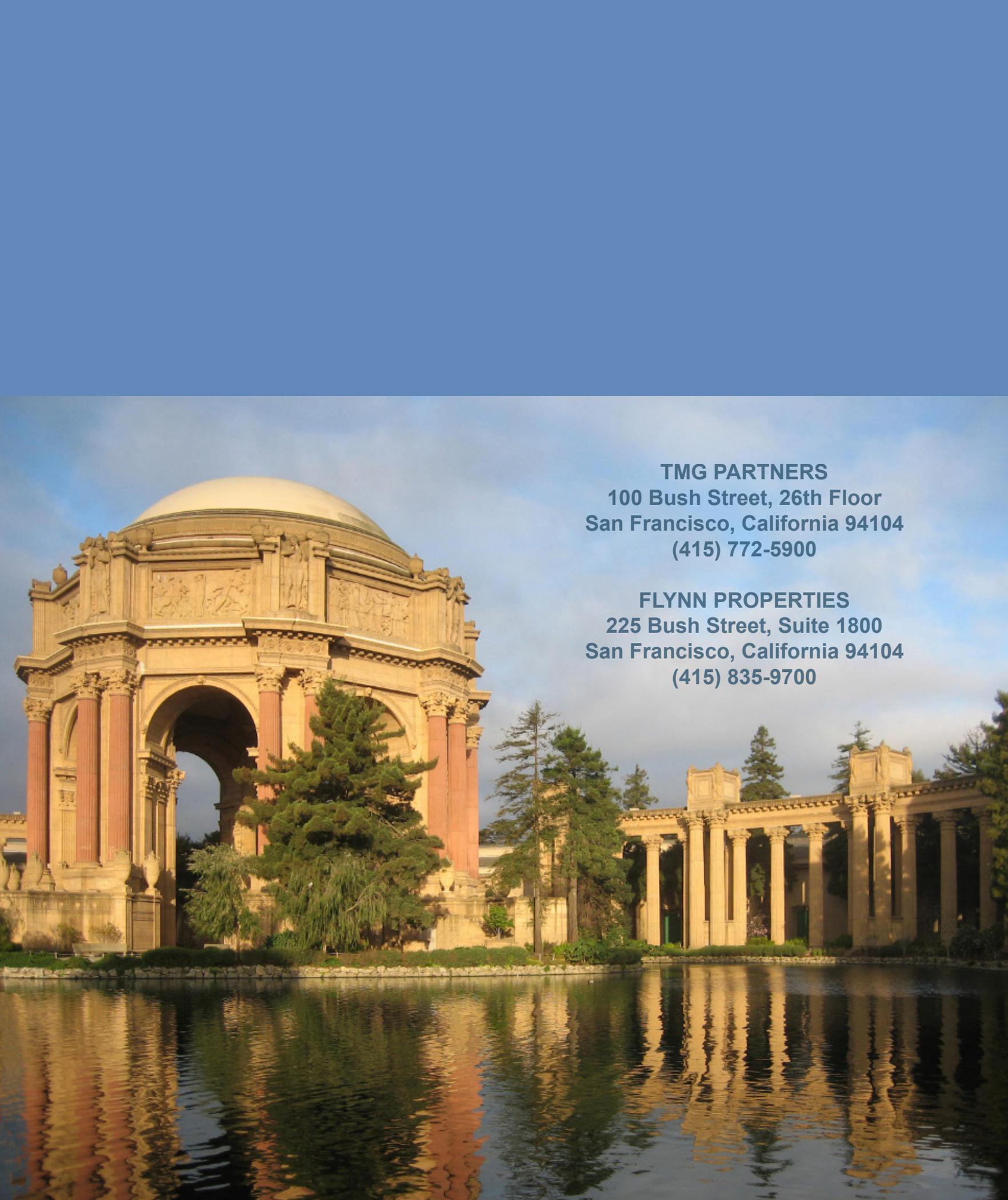
# Palace of Fine Arts Concept Proposal

Submitted by:  
**TMG PARTNERS &  
FLYNN PROPERTIES**

Prepared for:  
**San Francisco Recreation & Parks Department  
501 Stanyan Street  
San Francisco, California 94117**

**May 22, 2015**





**TMG PARTNERS**  
100 Bush Street, 26th Floor  
San Francisco, California 94104  
(415) 772-5900

**FLYNN PROPERTIES**  
225 Bush Street, Suite 1800  
San Francisco, California 94104  
(415) 835-9700

May 22, 2015

Cassandra Costello  
City of San Francisco  
Recreation and Parks Department  
501 Stanyan St, San Francisco, California 94117

Dear Cassandra,

TMG Partners and Flynn Properties are pleased to submit the enclosed response to the Palace of Fine Arts Request for Concept Proposals. TMG/Flynn will be honored to work on this iconic project in a beautiful city park with the San Francisco Department of Recreation and Parks. Our aim is to give people a myriad of opportunities to use this historic facility and cultural landscape in a magnificent way, that is worthy of Bernard Maybeck's original vision.

Our team is comprised of San Francisco-based companies with extensive direct local experience in executing complex historic rehabilitations. Our principals are excited by the incredible opportunity to participate in the revitalization of one of San Francisco's most beloved and iconic places. We are confident that our collective expertise and resources can create a place of lasting historic beauty and significance for the City.

TMG/Flynn proposes a mix of recreational uses, including new lodging, meeting/event facilities, restaurants, historic displays, Exploratorium exhibits, Panama Pacific International Exposition Exhibits and gathering areas, as well as maintaining and improving the existing theater. These recreational uses will invite the public to stay, dine, gather, learn, and relax—recreational purposes that bring people joy, create lasting memories, and will foster a deep connection to the Palace of Fine Arts' magnificent building and grounds. Our working name for the lodging subject to receiving appropriate permission is "The Maybeck" to celebrate the Palace's master architect, Bernard Maybeck and the history of the Palace of Fine Arts. Our team will rehabilitate the Palace of Fine Arts with a deep respect for the heritage of this landmark property. The scope of our rehabilitation includes:

- Rehabilitation of the Main Building's key historic fabric, including its dramatic historic doors and fireplaces, and restoration and re-orientation of the existing theater.
- Seismic upgrade and correction of code and life safety deficiencies, while fully respecting the historic form, structure, and historic elements of significance of the Main Building.
- Newly glazed and sky-lit building entrances and event and dining court centered on the Rotunda. The restored Rotunda entrance will welcome visitors into a magnificent glass-enclosed central court that showcases the building's historic truss ceiling and a restored historic fireplace, with views to the Rotunda.
- An interpretive gallery and interactive exhibits that celebrate the history of the site and natural setting including the 1915 Pan Pacific Exposition, Bernard Maybeck's architectural achievements, and the uses of the building over time. We contacted the California Historical Society to confirm their interest in working with our team to create meaningful, educational exhibits including a permanent Pan Pacific Exposition exhibit, as well as lectures and educational programming. Please see attached Letter of Interest located in the Appendix I.
- We contacted the Exploratorium and confirmed their interest in collaborating with TMG and Flynn Properties to create new interactive exhibits telling the natural and built history of their first home at Palace of Fine Arts . TMG/Flynn have both worked with the Exploratorium in the past. The Exploratorium will develop site-



specific exhibits similar to those developed with TMG for the award-winning Emeryville Public Market Green Living Room project with content that explains the story of this unique place in the City’s history and that compliments the work of the Historical Society. We envision stimulating and fun educational exhibits in public areas. Please see attached Letter of Interest located in the Appendices.

- A full-service restaurant, bar and café offering organic picnic baskets will be included so guests can enjoy refreshments or a meal while viewing the magnificent grounds.
- Wellness and fitness facilities open to visitors and neighbors.
- Guest lodging in a world-class hotel that invites the public to enjoy the Palace of Fine Arts for an overnight visit and to more deeply experience the park and environs.
- A fleet of iconic bicycles available to hotel guests to access and enjoy San Francisco’s waterfront in a fun, healthy, and environmentally-responsible way.
- On site car share programs for visitors to use to explore the surrounding areas.
- Gathering and celebration venues including a ballroom, wedding and special event chapel, numerous light courts, and a fireside lounge centered on one of the building’s historic fireplaces.

**Our vision for The Palace of Fine Arts is to create a vibrant mix of public recreational uses to complement and connect to existing amenities in the neighborhood, enhance visitors’ experience, and provide significant public engagement with the Palace Main Building and grounds over the duration of the lease, all while providing meaningful economic benefit to the City.** Park visitors and neighbors will be able to find places of entertainment, education, leisure, renewal, and enjoyment at our renovated Palace of Fine Arts.

**Our development team is the ideal candidate to rehabilitate, lease and operate the Palace of Fine Arts due to its unique combination of skills and wide Bay Area experience:**

**Unparalleled Experience, Vision, and Execution Skills:** TMG Partners is among the largest and most successful mixed-use developers in the Bay Area. We have substantial experience in re-purposing existing and historic structures, as well as the resources and relationships needed to successfully finance, lease, and operate a Palace of Fine Arts recreational facility in cooperation with San Francisco Recreation and Parks Department. Flynn Properties has deep experience creating successful and unique guest facilities and hotels, as well as other highly successful historic real estate projects and substantial national restaurant business. Both TMG Partners and Flynn Properties have collaborated with local museums and non-profits that contribute to the cultural fabric of the City. Our consultant and contracting team (Hornberger + Worstell, Plant Construction, Page and Turnbull, and RHAA) also bring deep and relevant expertise including experience in the designing, rehabilitation and development of national landmark buildings as well as hotel and recreational facilities.

**Unique and Extensive Track Record of Rehabilitating Historic Structures:** Our team principals all have experience with the design, construction, and finance of historic restorations and adaptive reuse of Bay Area properties that respect history and bring forth new elements in a design that is appropriate to the setting and architectural history of the buildings. TMG Partners has extensive experience in historic tax credit projects, including working with the State Office of Historic Preservation and Department of the Interior. TMG has direct experience in meeting the Secretary of the Interiors Standards for Rehabilitation of Historic Structures. TMG maintains relationships with more than a dozen leading banks, pension funds and other sources of real estate debt and equity. TMG has raised more than



\$4 billion in real estate funding in the last 29 years. Flynn Properties has been involved in more than \$2 Billion of real estate transactions with various institutional equity partners and lenders, and its affiliate, Flynn Restaurant Group, is one of the largest restaurant operators in the US, with \$1.5 Billion in annual revenues and 36,000 employees in 28 states. Together, all principals involved will use their experience and network to finance and successfully complete the project.

**Team Track Record of Joint Developments:** TMG Partners and Flynn Properties have successfully joint ventured projects for many years. TMG Partners has an almost 20 year track record executing complex rehabilitation projects with Plant Construction and Tipping Engineers, including numerous similarly extensive upgrading of historic structures. The team has extensive experience and understanding of the State Historic Building Code and local building and planning code requirements and land use approvals. Our team includes the following firms highlighted in the cover letter and supplemental materials

**Co-Developers:** TMG Partners and Flynn Properties  
**Project Architect:** Hornberger +Worstell  
**General Contractor:** Plant Construction

In addition, we are also planning to work with the following firms with whom we have worked in the past. These qualifications are briefly discussed in this proposal and further detailed in the appendices: **Tipping Structural Engineers, Page and Turnbull (historic preservation architect), RHAA (landscape architect), and Reuben and Junius (land use attorney).** We will also bring both the **California Historical Society and the Exploratorium to the site to design and install custom interactive exhibits featuring the site history and natural setting.**

**Proven Track Record of Working with Public Agencies:** Our team has extensive successful public sector experience with directly applicable project experience in San Francisco, at the Port of San Francisco, and throughout the Bay Area. TMG has significant experience working with the Department of City Planning on numerous complex projects as well as partnering with non-profits and City agencies to further their development goals. We are now working with California Pacific Medical Center as the developer of the California Children's Hospital Campus and the Port of San Francisco on the restoration and reuse of Pier 38. Our team members dedicate their personal time to assist local agencies and non-profits with their real estate needs including developing a library for Marin County at Hamilton Field, developing a rehearsal space for a youth theater company in the East Bay on City park land, developing public facilities and services including starting car share programs and free public shuttles, and serving on local non-profit boards and city commissions. Our commitment to the quality of life in the communities where we live guides our belief in public-private partnerships.

**Ability to Secure Uses and Activities and Manage Recreational Facility:** TMG and Flynn Properties have successfully developed recreational facilities, restaurants, retail, hotel sites, and historic buildings among other large, complex projects in the Bay Area and across the country. Our team proposes a clear and viable concept to restore and manage the Palace of Fine Arts to invite the public into the facility to enjoy recreational activities in a stunning part of the City.



We look forward to working with you on this important project.



Matt Field  
Chief Investment Officer  
**TMG Partners**  
100 Bush Street, 26<sup>th</sup> Floor  
San Francisco, CA 94104  
mfield@tmgpartners.com



Greg Flynn  
Chairman and Chief Executive Officer  
**Flynn Properties**  
225 Bush Street, Suite 1800  
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**ATTACHMENTS:**

1. Team Qualifications and Resumes
2. Concept Proposal Summary
3. Financial Materials
4. Appendices
  - a. TMG Partners Detailed Qualifications
  - b. Hornberger+Worstell Detailed Qualifications
  - c. Plant Construction Detailed Qualifications
  - d. Tipping Associates Detailed Qualifications
  - e. Page and Turnbull Detailed Qualifications
  - f. RHAA Detailed Qualifications
  - g. Proposed Lease Terms
  - h. Additional information regarding hotels as recreational use in park settings
  - i. Letter of Interest California Historical Society
  - j. Letter of Interest Exploratorium
  - k. Miscellaneous Historical Photos



## SECTION 1 – Team Qualifications and Resumes

### 1.1 **TMG Partners. Co-Developer. Overall responsibility for planning, design, entitlements, financing**

TMG Partners, with its joint venture partner Flynn Properties, will manage all aspects of the Palace of Fine Arts project including planning, design, entitlements, financing, construction, leasing and property management. TMG is a full service San Francisco based development company that exclusively focuses on Bay Area projects. The company has a 30-year track record and has completed over \$4 billion in complex commercial, residential, retail and mixed-use transactions, with substantial experience in redeveloping major existing assets, including historic properties.

TMG's team will be led by Matt Field, Managing Director. Adam Chall and Denise Pinkston, Partners, will serve as project managers for the development, focusing on planning, design, and entitlements, and overseeing the consulting team. Construction oversight will be provided by Sean Donnelly, TMG's Director of Construction Management. Ongoing asset and property management will be provided by TMG Partners, directed by Executive Vice President Lynn Tolin.

**Contact: Matt Field, TMG Managing Director** mfield@tmgpartners.com  
**Adam Chall, TMG Partner**, achall@tmgpartners.com  
**Denise Pinkston, TMG Partner**, dpinkston@tmgpartners.com

#### **TMG Partners**

100 Bush Street  
San Francisco, CA 94104  
Michael Covarrubias, Chairman & Chief Executive officer  
(415) 772-5900  
**Organized** 1983  
**Federal Tax ID** 68-0012670

**TMG has extensive experience in complex historic preservation and seismic upgrade projects including the Southern Pacific headquarters building at One Market Street and the Don Lee Cadillac Building at 1000 Van Ness Avenue.** Both projects received numerous awards for their solutions to complex preservation issues and were recognized for their unique and successful economic revitalization strategies.

**TMG has excellent ongoing relationships with a wide range of equity and debt partners,** and we have successfully sourced over \$4 billion in equity and debt financing over the past 15 years. Recent equity partners have included Farallon Capital Management, Alcion Ventures, Rockwood Capital, Fortress Investment Group, Divco, Northwood Investors and the Sobrato Organization.

**TMG has extensive local experience working with public sector partners.** Our projects have included numerous public private partnerships and the construction of public facilities. We have converted two former military facilities: including the 900-acre entitlement and redevelopment of Hamilton Air Field in Novato that features a new County library, an historic museum, several public parks and recreational facilities and a community center in the historic base headquarters; and the 20-acre redevelopment of The Crossing at San Bruno, which included running a public referendum to increase the height limit. Additionally, we worked for more than 20 years in Emeryville to redevelop major portions of the City's commercial and residential center, which included permanent custom exhibits by the San



Francisco Exploratorium that detailed the site’s natural and built history and green building systems.

**TMG has a highly experienced asset and property management division.** We and directly manage over 2.5 million square feet throughout Bay Area, and will operate and manage the Palace of Fine Arts project in-house. Lynn Tolin has personally overseen the management of every asset in the TMG Portfolio.

**TMG’s senior management has worked together for almost 20 years** through multiple real estate cycles and brings unique expertise and perspective to complex development opportunities.

**TMG has been a regional leader in innovating transportation services and environmentally sustainable projects to reduce the carbon footprint of our projects.** TMG has achieved LEED Platinum designations on three recent projects that included major innovations in energy saving technologies including solar powered electric vehicle charging stations; onsite rainwater harvesting and storm water treatment and bioswales; recycling of building materials and property waste including turning cooking oil into fuel for low-income school district buses and reusing demolished building materials to create public art displays and building improvements; reducing and unbundling parking while increasing alternatives to the single occupant vehicle with innovative car share programs and free public shuttle systems; and creating curated interactive public educational displays documenting sustainable practices including the California Catalyst Award-winning “Green Living Room” at the Emeryville Public Market with custom-curated displays by the Exploratorium. TMG has founded and managed two free shuttles funded by private landowners including EmeryGORound and the MVgo shuttle operated by the Mountain View Transportation Management Association which TMG started and managed through shuttle launch in January 2015



**TMG REFERENCES**

We offer our a few private and public sector references for your consideration. Please feel free to contact them.

<p><b>Rockwood Capital, L.L.C.</b> Edmond A. Kavounas <i>Executive Managing Director</i> Two Embarcadero Center, Suite 2360 San Francisco, CA 94111 <b>Phone:</b> (415) 645-4309</p>	<p><b>Wells Fargo Bank</b> Mark Myers <i>Executive Vice President</i> 600 California Street, 19th floor San Francisco, CA 94108 <b>Phone:</b> (415) 396-3728</p>
<p><b>City of Mountain View</b> Randy Tsouda <i>City of Mountain View Planning Director</i> 500 Castro St, Mountain View, CA 94041 <b>Phone:</b>(650) 903-6313</p>	<p><b>City and County of San Francisco</b> Mayor Ed Lee City Hall, Room 200 1 Dr. Carlton B. Goodlett Place San Francisco, CA 94102 <b>Phone:</b> (415) 554-6141</p>



**Sample Projects.** TMG and our executives proposed for the Palace of Fine Arts team have significant experience in projects that involve historic preservation, important Bay Area landmark buildings, mixed uses that include food, shops, offices, lodging, and homes. For additional details see attached TMG Partners brochure.

**First and Mission/Oceanwide Center, SF CA. (Matt Field, Partner in Charge, Sean Donnelly, Design and Construction Management)** TMG Partners acquired this development site at the Transbay Transit Center District and retained world renowned architect Norman Foster to commence design of a two million square foot world-class mixed use project including hotel, office, and residential. TMG sold the property in 2015 and remains the Entitlements Manager for the development. Cost: \$2 Billion.

**Landmark at One Market, SF CA. (Matt Field, Partner in Charge, Denise Pinkston Entitlements)** TMG rehabilitated the former Southern Pacific Railroad headquarters, originally constructed in 1916, with little subsequent renovation. Our state-of-the art renovations included completely modernizing and seismically retrofitting the building, while protecting the historic features and repairing the grand façade, as well as installation of new mechanical, electrical, life safety, elevator and telecommunication systems. TMG obtained 20% Federal Historic rehabilitation tax credits for the project and received EIR and a Certificate of Appropriateness. The development was the winner of the San Francisco Business Times, 1999 Downtown Office Development of the Year. Cost: \$125 Million.

**208 Utah, SF, CA. (Adam Chall, Partner in Charge):** TMG rehabilitated the brick-and-timber building originally constructed in 1911. The property had never undergone significant renovation. The completed project included a new lobby and common areas to restore the historic features of this brick and timber converted warehouse. A lobby historical exhibit was incorporated to pay tribute to the building's past as a Westinghouse Electric manufacturing facility. TMG entitled the second, third and fourth floors as legal office through the San Francisco Planning Department's "Legitimization" Program. Cost \$14 Million.

**1000 Van Ness, SF, CA (Matt Field, Partner in Charge)** TMG converted the long-vacant, historic Dan Lee Cadillac Building into a modern mixed use complex, containing an AMC theater, health club, 20,000 SF of additional retail, 50 loft condominiums, and 450 parking stalls. The completed renovation included developing a multiplex theater and garage on a vacant adjacent parcel, which provided bracing and seismic upgrade to the existing historic structure. TMG obtained 20% Federal Historic rehabilitation tax credits for the project. TMG also created a coalition of support from the City, historic preservation advocates and the neighboring community to assist in obtaining project approvals that included and EIR and a Certificate of Appropriateness to modify the landmark building. The development was the winner of the San Francisco Business Times, 1998 Rehab Deal of the Year. Cost: \$30 Million

**600 Battery, SF, CA: (Matt Field Partner in Charge, Denise Pinkston Entitlements)** TMG repositioned a 1920s-era industrial building located in San Francisco's financial district to office space targeting tenants in creative industries. The completed renovation included a façade restoration, a full seismic upgrade, all-new building systems, reconfiguring corridors and entries to be ADA compliant, a complete hazardous materials remediation, and an addition of 10,000 square feet. Cost \$40 Million.



Landmark at One Market



208 Utah



1000 Van Ness



600 Battery



**680 Folsom Street SF, CA: (Matt Field, Partner in Charge, Sean Donnelly Construction Management)** TMG rehabilitated two 1960's Pacific Bell office buildings, including an innovative seismic/structural system, new curtain wall, and full building systems. Entitlements were negotiated through an Owner Participation Agreement with the San Francisco Redevelopment Agency, and included transfer of development rights among multiple parcels, and addition of 110,000 square feet. LEED Platinum core and shell. Cost: \$265 Million.



680 Folsom

**Hamm's Brewery SF, CA: (Adam Chall, Partner in Charge)** TMG Partners renovated the former Hamm's Brewery Building, which included a series of exhibits explaining the history of the building and its former brewing operation, as well as an interactive display telling the history of the former re-use of old brewing tanks as unwarranted housing. The Hamm's Building renovation featured a new event space and roofdeck atop the structure offering a unique and inspiring new San Francisco event venue. Cost: \$52 Million.



208 Utah

**Hamilton Field, Novato, CA: (Denise Pinkston, Director Entitlements, Public Facility Design and Construction)** TMG converted the former Naval Air Station to civilian uses including 900 units of housing, hotel, grocery store, restaurants, community facilities, and parks. Restored base headquarters as a new community arts facility and the historic fire station which now houses the Novato Historic Museum, renovated historic outdoor amphitheaters now part of a public park, and a new County library located in an historic airplane hangar. Total project valued at over \$100 Million. Memorandum of Understanding signed between developer, State Office of Historic Preservation, Federal Government, and City to direct preservation and renovation of historic buildings.



Hamilton Field

**Emeryville Public Market, Emeryville CA: (Denise Pinkston, Partner in Charge)** TMG rebranded and restored a sense of history and place to the Emeryville Public Market, a \$60 million mixed use office and retail project. The restored brick-and-timber buildings featured improved outdoor gathering areas, exhibits by the San Francisco Exploratorium, and exhibits documenting the area's history and green features of the site. In addition, TMG secured one million square feet of new entitlements for a mix of housing and commercial uses in the nation's first LEED ND Platinum project, which won a State Catalyst Award and featured restoration of historic brick and timber buildings and exhibits by the San Francisco Exploratorium to enhance outdoor gathering areas by documenting the area history and green restorations around the site.



Hamm's Brewery

**TMG Partners Team for Palace of Fine Arts Project**

**Matt Field, Chief Investment Officer, finance and project design for Palace of Fine Arts.**

*Similar developments/role: Partner in charge of design, finance, leasing, construction management, and historic preservation design and approvals for 1000 Van Ness, Landmark at One Market, 680 Folsom.*

Matt Field has more than 28 years of commercial real estate experience, including development, finance, leasing and project management. Mr. Field joined TMG in 1993 and currently manages acquisitions and dispositions, and supports the firm's development activities. He has been responsible for over \$2 billion of acquisitions and dispositions for TMG since 2003. Previously, he was responsible for managing complex entitlement and development projects. Prior to TMG: Mr. Field managed corporate financial analysis and major asset acquisitions and dispositions for Catellus Development Corporation. His prior experience includes work at Sedway Associates and Halcyon Real Estate Advisors.



Emeryville Public Market



**Adam Chall: Partner, Partner in Charge for Palace of Fine Arts**

*Similar developments/role: Directed design, entitlements, finance, leasing, construction management for Hamm’s Building, 208 Utah including designing public galleries to tell the history of these buildings.*

Adam Chall, joined TMG in 2003 and is responsible for various development activities. Mr. Chall has more than 18 years of commercial real estate experience, including development, finance, marketing, sales, leasing, and construction management. He completed TMG’s award-winning Soma Grand mixed-use condominium project, the redevelopment of 208 Utah Street, a “brick and timber” office building and the redevelopment of the former Hamm’s Brewery, a “creative space” office building. Prior to TMG: Mr. Chall was a Project Manager for Wilson/Equity Office, and an Assistant Project Manager for Hines Interests. Mr. Chall holds a BA from the University of Wisconsin-Madison, and an M.B.A. in real estate/finance from Emory University. Adam lives in San Francisco with his wife, Davina, and two children.

**Denise Pinkston, Partner, Design and Entitlements for Palace of Fine Arts**

*Similar developments/role: Partner in Charge Emeryville Public Market, managed entitlements, public facilities design/construction Hamilton, entitlements for Landmark at One Market and 600 Battery.*

Denise Pinkston, Partner, has 30 years of experience in real estate including acquisitions, entitlements, asset and construction management, marketing, leasing, and public affairs including directing entitlement, redevelopment, and sale of first LEED ND Platinum project in the nation. She developed award-winning “Green Living Room” with the Exploratorium. Ms. Pinkston founded the Mountain View Transit Management Association and its MVgo shuttle and chaired the board of the free EmeryGoRound shuttle where she developed their car share program. Ms. Pinkston was named one of the Bay Area’s Most Influential Women in Bay Area Business by the SF Business Times in 2012, 2013 and in 2014 joined their Forever Influential Honor Roll. Ms. Pinkston teaches real estate at the Graduate School of Business at Mills College. Prior to TMG, Ms. Pinkston served as Chief for Current Planning, Enforcement, and Redevelopment in Marin County; a local Planning Commissioner, and an Instructor at SFSU. Ms. Pinkston earned a B.A in history and Masters in City and Regional Planning at UC Berkeley.

**Sean Donnelly, Partner, Director of Construction Management for Palace of Fine Arts**

*Managed renovation and new construction for TMG projects including 680 Folsom.*

Sean Donnelly, Director, Construction Management, joined TMG in 2004 and is responsible for design and construction management. Mr. Donnelly has more than 20 years of experience in construction management of commercial, retail, environmental, and public works infrastructure projects. Prior to TMG: Mr. Donnelly was a Principal at a private construction management firm, managing projects for both private and public sector clients. He served as a Civil Engineer Corps Officer in the U.S. Navy with assignments overseas and within the US where his duties included the management of design and construction of military facilities. He holds a B.S. in Ocean Engineering from the US Naval Academy and is LEED certified professional.

The poster features the title "Discover PUBLIC MARKET EMERYVILLE, CA" in a stylized font, with a circular logo for "EMERYVILLE PUBLIC MARKET CALIFORNIA". Below the title is the text "Exploratorium & Green Renovations Educate & Inspire". A red banner states: "In a unique partnership with the SF Exploratorium, Public Market is proud to welcome the general public to environmental education displays that celebrate our bayfront location and recent green renovations." Below this is the heading "EXPLORATORIUM EXHIBIT GUIDE".

- Bay Windows**  
Bay Windows encourages visitors to explore the natural history of baysands, mud, and rocky sediments. The glowing color and quickly settling sediments swirl about the disks and reveal the unique beauty and characteristics of this site and what you’d find throughout the rest of the San Francisco Bay.
- Anamorphic Bench**  
This long, curved bench transforms itself into a seemingly ordinary shape in the nearby cylindrical mirror; visitors won’t see themselves in quite the same way!
- Lite**  
Sets of wing-like airfoils are at play in the unique “wind canyon” at the Public Market. Floating up and down cables, the wings indicate both wind speed and direction as they animate the sky.
- Sign Posts**  
Explore “Sign Posts” that describe the science and purpose of our recent renovations featuring alternative transportation; recycled old-growth lumber, recycled concrete or “urbanite”, rain gardens, and the history of our historic brick building.

VISIT PUBLIC MARKET EMERYVILLE FOR A GREAT VARIETY OF RETAIL, ENTERTAINMENT, SERVICE, AND FOOD EXPERIENCES.  
[WWW.PUBLICMARKETEMERYVILLE.COM](http://WWW.PUBLICMARKETEMERYVILLE.COM)



**Lynn Tolin, Property Manager for Palace of Fine Arts Project**

*Similar Developments/role: Director of property management for all TMG projects including residential, commercial, retail, and recreational facilities.*

Lynn Tolin, Executive Vice President, is Director of Asset and Property Management at TMG Partners. She joined TMG in 1988 and has over 31 years of real estate experience in the Bay Area. In her current function, she coordinates the management of approximately five million square feet of various property types valued in excess of over \$1 billion. Prior to TMG: Ms. Tolin was with Cornish & Carey's San Mateo office, specializing in office leasing. She also spent time at Hare Brewer & Kelley in Palo Alto as Senior Property Manager, specializing in commercial and residential condominiums. Ms. Tolin received her BA and MBA from St. Mary's College of California.



**1.2. Flynn Properties, Co-Developer**

Flynn Properties, with its joint venture partner TMG Partners, will manage all aspects of the Palace of Fine Arts project including planning, design, entitlements, financing, construction, leasing and in-house management of the entire asset.

Flynn Properties and its affiliates have substantial experience in acquiring, managing and operating properties in the West Coast commercial real estate markets with a particular expertise in historic San Francisco buildings and complex, full service hotels, resorts and restaurants. Currently, Flynn Properties owns the Carneros Inn, an 86-room super luxury resort in Napa, California. Additionally, the firm also owns Esperanza, a 51-room super luxury resort in Los Cabos, Mexico. Aside from hotel and resort properties, the firm has acquired, directly managed or controlled more than 17 office properties, mostly in the San Francisco Bay Area. Flynn Properties has a 21-year track record of success across its various projects.

In addition to real estate and hospitality projects, the principals of Flynn Properties also operate Flynn Restaurant Group. With 660 restaurants and \$1.5 billion in annual sales, Flynn Restaurant Group is the largest restaurant franchisee, and one of the 50 largest foodservice companies of any kind, in the United States. Flynn Restaurant Group directly employs 36,000 people in 28 states across the U.S., including 40 restaurants in Northern California.

Flynn Properties' team will be led by Greg Flynn, Chairman and CEO. Lorin Cortina, CFO and Chad Arkoff, Principal, will serve as key team members executing all aspects of the project.

**Contact:**

**Greg Flynn, President and CEO**, gflynn@flynnholdings.com

**Lorin Cortina, EVP and CFO**, lcortina@flynnholdings.com

**Chad Arkoff, Principal**, carkoff@flynnholdings.com

**Flynn Properties**

225 Bush Street, Suite 1800

San Francisco, CA 94104

(415) 835-0225

**Incorporated:** 2001

**Federal Tax ID** 94-3402780

**Flynn Properties has excellent ongoing relationships with a wide range of equity and debt partners.**

The firm has successfully sourced over \$3 billion in equity and debt financing to its real estate and restaurant projects over the past 21 years. Recent equity partners across its real estate and restaurant business have included GEM Realty Capital, Goldman Sachs, Weston Presidio, Ontario Teachers' Pension Plan, Farallon Capital Management, Divco West, and SEB ImmoInvest.

**Flynn Properties has a highly experienced asset management and property management division.**

The firm has been the principal property manager or asset manager for numerous complex hotel, resort and office properties. Experience spans across assets both stabilized and those receiving substantial re-development. Flynn Properties has directly managed numerous San Francisco buildings of an historic nature (including 225 Bush Street, one of the largest and most iconic office properties in San Francisco) as well as managed substantial development and construction efforts at each of its hotel properties.



**Flynn Properties senior management has worked together for 15 years** through multiple business cycles and brings solution-oriented perspectives to create successful business ventures.

**Flynn Properties References**

Below are a few references for your consideration. Please feel free to contact them.

<p><b>GEM Realty Capital</b> Barry Malkin <i>CEO and Chief Investment Officer</i> 900 North Michigan Avenue, Suite 1450 Chicago, Illinois 60611</p>	<p><b>The Exploratorium</b> George Cogan <i>Chairman of the Board</i> 3601 Lyon Street San Francisco, CA 94123</p>
<p><b>The Exploratorium</b> Dennis M Bartels Ph.D. <i>Executive Director</i> 3601 Lyon Street San Francisco, CA 94123</p>	<p><b>Levy Restaurants</b> Larry Levy <i>Chairman of the Board</i> 980 North Michigan Avenue Chicago, IL 60611-4501</p>

**Sample Projects.** Flynn Properties has significant experience in projects that involve hotel operations, substantial redevelopment, historic preservation and public-facing projects in the San Francisco Bay Area.

**The Carneros Inn, Napa, California**

Flynn Properties currently owns and asset manages the Carneros Inn in Napa, California. The property is located at the base of Napa Valley in the world-renowned California wine country, situated on an expansive 27 acres of vineyard and farmland. The resort is consistently ranked among the top luxury resorts in Napa Valley and features a design that celebrates Northern California’s early twentieth-century agricultural and winemaking heritage. The property includes 86 hotel cottages, 17 fractional homes, 24 wholly-owned homes, three restaurants including the highly acclaimed FARM fine dining restaurant and the local favorite Boon Fly Cafe, a spa and retail market serving the neighborhood. Cost: \$64 million.

**Esperanza, Los Cabos, Mexico**

Flynn Properties currently owns and asset manages Esperanza which is located on the southern tip of the Baja Peninsula in Los Cabos, Mexico. The property is established as one of North America’s premier super-luxury resort destinations. In addition to 51 rooms and suites, the property contains three full service restaurants including the award winning Cocina del Mar fine dining restaurant, a world-class spa, a fitness center, meeting facilities and retail outlets. In 2007, Flynn Properties successfully implemented an extensive value-added renovation designed to enhance the Resort’s position within the competitive market and promote significant operational improvements. Unfortunately, the resort was severely damaged by Hurricane Odile in September 2014 forcing a temporary shutdown of the property. Following that natural disaster, Flynn Properties led a complex and extensive \$25+ million renovation and reconstruction of the property reestablishing it as a world class super-luxury resort while also embracing its Mexican authenticity, culminating in a successful reopening of the property in April 2015, just seven months later. Cost: More than \$85 million invested to date.



**808 Brannan Street, San Francisco, California**

In 2011, Flynn Properties acquired, redeveloped and property managed 808 Brannan Street, a 58,000 square foot brick and timber building located in the South of Market Area of San Francisco. Originally constructed in 1938 as a light industrial project, Flynn Properties applied and successfully achieved having the building listed on the California Registrar of Historic Resources. Flynn Properties rehabilitated the building to including a new lobby as well as modernization of building systems, seismic strengthening, and addition of a mezzanine floor and completions of a modern office build-out relevant to San Francisco creative office users. Additionally, portions of the building were entitled as legal office use though the San Francisco Planning Department's "Legitimization" program. Upon redevelopment of the building, Flynn Properties leased the entire project to Pinterest as its first San Francisco headquarters. Cost: \$14 million.

**225 Bush Street, San Francisco, California**

Flynn Properties, through various partnerships which it has led, currently owns and property manages 225 Bush Street, a 583,000 square foot office building (with significant retail) in downtown San Francisco. The building was originally constructed in 1922 by John D. Rockefeller as the world headquarters of Standard Oil Company. The building is recognized as a Historical Landmark for excellence in architectural design and is prominently located on a highly visible 0.9 acre corner of Sansome and Bush streets in San Francisco's Financial District. Flynn Properties has completed numerous exterior and full scale interior renovations to maintain the physical integrity of the building as well as redevelop user areas to be relevant to today's creative office user. Furthermore, in the last three years alone, Flynn Properties has attracted more than 250,000 square feet of new or renewing tenant demand. Some of the companies which the firm has placed as office users include Amazon, Zillow, Groupon, Lithium Technologies and Target. Many of these companies have made 225 Bush their San Francisco headquarters or the only office location in the Bay Area. Cost: \$350 million.

**200 Kansas Street, San Francisco, California**

In 2012, Flynn Properties acquired 200 Kansas Street, a 91,000 square foot mixed use building in the Eastern Neighborhoods subject to PDR zoning. Flynn Properties executed a comprehensive rehabilitation plan which included modernization of building systems, significant facade enhancements, optimizing the internal suite layout and improving the full exterior and landscaping. Upon completion of the rehabilitation, Flynn Properties attracted numerous tenants bringing the building back to life with nearly full occupancy. Some of the tenants included Bright Horizons (a childcare facility), Design Within Reach (a home furnishings company) and a specialized medical device company. Cost: \$12 million.

**Applebee's Neighborhood Bar and Grill Restaurant, Fisherman's Wharf, San Francisco, California**

Flynn Restaurant Group leased a highly visible, 12,000 square foot corner retail space at the intersection of Taylor and Jefferson Streets in San Francisco. Taking what was a long-vacant former fine dining space, the company spearheaded the complete redevelopment of the interior and exterior to a vibrant, 400-seat Applebee's restaurant which celebrates iconic images and landmarks of San Francisco and employing well over 100 people in the City. The team navigated complex zoning, entitlement and special interest organizations to create an attractive and well received addition to the Fisherman's Wharf neighborhood. Cost: \$3.6 million.



**Flynn Properties Team for Palace of Fine Arts Project**

**Greg Flynn, Founder, President and CEO**

Greg Flynn is the founder, President and CEO of Flynn Properties and Flynn Restaurant Group. He began his career in real estate in 1986 as an associate in the San Francisco office of Eastdil Realty, Inc., working on large debt and equity financings for private and institutional clients. He then worked for four years as an associate in CS First Boston's real estate finance group, first in New York and later in London, where he and one colleague launched the firm's European real estate operations. In 1992, between Yale and Stanford, he worked briefly in the Capital Markets Group of Goldman Sachs International in London. Through Flynn Properties, founded in 1994, Greg created and leads a team which has sourced, negotiated and closed on the acquisition of numerous properties since 1994. Through Flynn Restaurant Group, founded in 1998, he created and leads the largest restaurant franchisee in the United States. Greg holds an A.B. magna cum laude from Brown University, where he was elected to Phi Beta Kappa; an M.A. in American History from Yale University; and an M.B.A. from the Stanford Graduate School of Business. He further earned an M.Lit.St. from the University of Queensland, Australia, while visiting as a Rotary Foundation Graduate Fellow. Following a life-long love of The Exploratorium and the Palace of Fine Arts, Greg has been a long-term supporter of the museum and currently serves on its Board of Directors. He is a member of the Applebee's Franchise Business Council, a past chairman of the Golden Gate Chapter of the Young Presidents Organization and past co-chairman of the capital campaign for Schools of the Sacred Heart in San Francisco. Greg lives in San Francisco with his wife, Julie and three children.

**Lorin Cortina, EVP and CFO**

Lorin Cortina joined Flynn Properties in 2001 to oversee capital markets transactions, finance and accounting, corporate development, investment, mergers and acquisitions, and restaurant development. Prior to joining Flynn Properties, Lorin was VP, Investments for Starwood Financial, Inc. (NYSE: SFI) and VP, Acquisitions and AVP, Capital Markets for TriNet Corporate Realty Trust, Inc. Lorin was also a Senior Associate in the Real Estate Financial Advisory Services Practice of PriceWaterhouseCoopers and a Senior Consultant with Deloitte & Touche, where he earned his California C.P.A. license. In these roles Lorin engaged in corporate finance, public and private capital raising, project finance, financial planning, direct real estate investment, and corporate M&A activities. He also participated in or led the raising of over \$2 billion in debt and equity, the negotiation of syndicated credit facilities, and the closing and subsequent oversight of nearly \$2 billion in investment and M&A transactions. Lorin received a B.A. in Business/Economics cum laude from the University of California at Santa Barbara and an M.B.A. from the Stanford Graduate School of Business. Lorin is married and has one daughter.

**Chad Arkoff, Principal**

Chad Arkoff joined Flynn Properties in 2011. Chad is involved in all aspects of new and existing investments across acquisitions, asset management, lease transactions, capital market activities, capital raising and dispositions. His experience prior to joining Flynn Properties includes various investment roles within real estate and corporate private equity at firms including Starwood Capital Group and Hamilton Lane. Chad began his career in the investment banking division of UBS Investment Bank in New York. Chad received a B.S. in Economics from Lehigh University and an M.B.A from the Haas School of Business at the University of California, Berkeley.



### 1.3 Hornberger + Worstell--Project Architect

Hornberger + Worstell is a San Francisco-based architecture practice recognized for its expertise in developing comprehensive plans to rehabilitate and upgrade landmark hospitality projects. Through the management of an integrated design and engineering team, we evaluate, rehabilitate, seismically upgrade, and improve the visitor experience in a range of historic hospitality settings.

We are committed to continuing the legacy of California's great public architecture by balancing the responsibility of preservation with current program needs, aesthetics, and economics. Closely following the conformance benchmarks set by the Secretary of the Interior's Standards, our design teams rehabilitate while retaining significant and contributing historic fabric.

A shortlist of Hornberger + Worstell's historic rehabilitation projects include:

- Historic Hotel Del Coronado & Northbeach Village - Coronado, California  
 Granted National Historic Landmark status in 1976, this 1888 Queen Anne Victorian hotel is the largest all-wood structure in the United States. Hornberger + Worstell master planned and designed Hotel Del Coronado's phased rehabilitation, including the complete seismic upgrade of the 410,000 square foot main Victorian building. Hornberger + Worstell also designed a new conference center and a cluster of cottages. With its own pool and fitness center, this destination within a destination respects the Hotel Del Coronado's historic setting while incorporating modern amenities and suite layout. During the decade-long design, approvals, and phased construction process, Hornberger + Worstell worked with the City of Coronado, Coronado Historic Association, the California Coastal Commission, and SHPO to realize the project.
- Historic Ghirardelli Square, Fairmont Heritage Place - San Francisco, California  
 Hornberger + Worstell was commissioned to weave Ghirardelli Square, the turn-of-the-century National Historic Landmark property, back into the context of the community through the creation of a 120 guestroom hospitality facility with accompanying food and dining focused retail. When Hornberger + Worstell began work on the project, the Chocolate, Cocoa, Mustard, and Clock Tower were un-reinforced masonry buildings. Hornberger + Worstell designed the seismic strengthening of these buildings without effecting the historic facades, hiding the character-defining brick masonry walls, or altering the historic window pattern.
- The Landmark Ahwahnee Hotel, Comprehensive Rehabilitation - Yosemite, California  
 Hornberger + Worstell won a national competition to provide design services for the rehabilitation of the historic Ahwahnee Hotel in Yosemite National Park, California. Built in 1927, and designed by Gilbert Stanley Underwood for the Yosemite Park and Curry Company (YP&CC), the Ahwahnee Hotel is one of the Nation's most acclaimed buildings listed on the National Historic Register of Historic Places and is a National Historic Landmark. This grand rustic lodge is among the most significant of the National Park hotels in the United States. Hornberger + Worstell and its consulting project team are currently preparing detailed design and construction documents for on-going, phased renovations and rehabilitation of the property. Due to the sensitivity of on-going hotel operations and guest services, the projects necessitate careful and thoughtful phasing in order to not disrupt services. The phasing includes public areas, kitchen and back-of-house areas, new stairs and fire-egress upgrades, accessibility improvements, and phased structural and MEP systems, and the restoration of historic finishes throughout the building(s).



Hotel Del Coronado, 1888



Ghirardelli Square, 1899-1915



Ahwahnee Hotel, 1927



- The Ritz-Carlton Lake Tahoe, California

Hornberger + Worstell was commissioned to design this 175 room, 5-star hotel located in the heart of the Tahoe ski region. The 5-story multi-winged building includes 11,000 square feet of meeting space, a 6,000 square foot ballroom, 20,000 square foot spa, 2 full-service restaurants, and underground parking for 250 vehicles. The Ritz-Carlton Lake Tahoe is the first resort to offer 5-star amenities in Lake Tahoe and will secure the region as a year round destination. Hornberger + Worstell's design pays tribute to the great mountain lodges originally built in the West at the turn of the century. The Great Room, with its three-story high granite fireplace, captures the sophisticated yet rustic tenor of the building. The Ritz-Carlton Highlands is one of the few true ski-in/ski-out luxury hotels in the world. Guests are connected to ski slopes by a gondola located within short skiing distance of the hotel's mountaintop location at 6,900 feet. The Ritz-Carlton Highlands is also one of the first significant five-star resorts with LEED Silver certification. Sustainable design features include underground parking, use of recycled steel, and energy efficient heating and cooling systems.



The Ritz-Carlton Lake Tahoe, 2009

- Historic Westin St. Francis - San Francisco, California

Built in 1904, The Westin St. Francis Hotel is listed by the City of San Francisco as a building of the highest historical importance. As the first hotel to be reconstructed after the 1906 earthquake, the St. Francis is one of the best examples of the Beaux-Arts style. Hornberger + Worstell's rehabilitation and multi-phase renovation project included developing schemes for approximately 25,000 square feet of renovated and new meeting space, pre-function and support spaces, accessible rooftop terraces, and the renovation of the porte cochere. The project was an important opportunity to maintain the original character of a prominent building while giving new economic life. Phase I, now complete, included the conversion of retail space into the Clock Bar, the hotel's first dedicated bar since the 1950s.



Westin St. Francis Hotel, 1906

- The Olympic Club, San Francisco, California

Hornberger + Worstell provided programming and design services for the rehabilitation of and addition to San Francisco's historic Olympic Club, founded in 1860. The 258,000 project was implemented in phases with the construction of a new addition followed by the rehabilitation of the main historic 1911 building. The rehabilitation of the historic building included complete structural strengthening, new mechanical, electrical, and plumbing systems and elevators/stairs, as well as new hotel rooms, meeting rooms, fitness facilities, and dining venues. The reconstructed Olympic Club now features new athletic courts with viewing galleries, reconstructed trophy room, library, and the full restoration of the 1934 natatorium and historic main dining room. Additionally, 18 guestrooms were created from the conversion of office/administrative space for club members and their guests.



Olympic Club, 1911



## 1.4 Plant Construction--General Contractor

### COMPANY BACKGROUND

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

- Occupied hotel renovations.
- Renovation and adaptive reuse of existing building.
- Retail shell and tenant interiors.
- Seismic bracing of major buildings.
- Large, master planned mixed-use developments.
- Office buildings and tenant improvements.
- Commercial facilities construction.
- Multi-family residential buildings both new construction and renovations.
- K-12 and higher education facilities.

While the majority of this work has been performed in California, Plant has completed projects throughout the United States and in Canada. A firm of more than 80 salaried staff and approximately 200 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.

### APPROACH TO PROJECTS

Plant approaches the management of construction projects by providing hands-on attention to all phases of every project by highly qualified individuals, using the best available management tools and systems. A principal or executive of the firm personally reviews every significant estimate or progress schedule issued during the preconstruction process. The same attention to detail by experienced and qualified individuals occurs during each phase of the project.

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. However, we never pursue low cost to the exclusion of other critical areas, and, as a result, avoid the sort of adversarial relationships with clients and designers which can result from that process. Plant usually becomes a member of the project team early in the design process, very often with repeat clients, almost always on a negotiated basis.

In keeping with the philosophy of applying the best possible management to all of our projects, Plant Construction Company, L.P. actively seeks out difficult and complex projects. The project with the difficult schedule, adaptive reuse challenges, multiple locations under construction at once, delicate work around existing building operations, the difficult site, or extraordinary quality standards is the one we want most. Those projects, completed better than their owners thought possible, provide the best source of new business and professional satisfaction for the craftspeople and managers of Plant Construction Company,

### PRECONSTRUCTION SERVICES

Working closely with the estimating department and our network of specialized subcontractors, each Plant Construction Manager can provide expert conceptual estimates,



The Ritz-Carlton Club + Residences



San Francisco Ferry Building



Walt Disney Family Museum



The Palace Hotel



budget estimates, schedules, value engineering, construction phasing plans, constructability reviews, and entitlement support to clients. Because our client list and project experience is so diverse, we are often able to bring innovative solutions from other building types, other facility types, other construction methods, and even other eras in building history to a particular challenge.

**CONSTRUCTION MANAGEMENT SERVICES**

Plant always works closely with the Client and Architect as a team to provide scheduling and budget input. In addition, we also can provide expanded Construction Management services such as: owner contract negotiations and management, design consultant contract negotiations and management, overall project schedule and budget management, and design/build services. These expanded services can be advantageous on a short-term project in lieu of hiring additional staff.

**HISTORICAL RESTORATION/RENOVATION**

Plant has received numerous awards for its work on renovations and restoration of historically significant buildings. Our expertise includes familiarity with historical construction materials and techniques, and is applicable to newer buildings as those techniques are periodically reinvented. Successful restoration and renovation requires extraordinary attention to detail. Very few building components can be installed in older buildings in exactly the manner for which they were designed, so the general contractor must anticipate the work required to fit today's materials into yesterday's building fabric, and do so efficiently.

**GREEN BUILDING / SUSTAINABILITY**

Plant corporate philosophy includes a strong commitment to environmental responsibility. As a member of the U.S. Green Building Council (USGBC), we fully support its mission to expand green building practices and education. Many of our project managers are LEED Accredited Professionals, and we actively encourage ongoing education in green building practices for our staff. Almost two decades ago, Plant completed The Thoreau Center, one of the country's first projects to blend a historic renovation with green building technologies, and since that time we have completed numerous green projects, such as the Lands End Lookout, 140 New Montgomery, 680 Folsom Street, Belles Street Townhomes, and San Francisco Friends School. Plant projects have achieved Silver, Gold and Platinum level LEED certifications, and we are familiar with many other green rating systems such as CHPS for California public schools and GreenPoint Rating for home construction.

**INTERIORS**

A highly diverse selection of interior construction projects form a significant part of Plant's work every year. They include fashion retail, entertainment retail, banks, general offices, law offices, residential interiors, and telecommunications facilities. Plant Construction Company is able to successfully complete these projects because of a relatively large, very stable and very talented staff of craftspeople, managers and administrative personnel.

Plant has significant experience working around retail clients, museums, and offices remaining open for business throughout the process. All of our managers, superintendents, and trades people are used to working in occupied buildings. They understand that as important as it is to get our work done, it is equally important that we disrupt the work of the building occupants as little as possible. To do this we communicate closely with the Owner's team on a daily basis, and we establish and enforce strict rules for conduct, access, safety, noise generation, and cleanliness at the site. The projects are executed with precision and care.

140 New Montgomery



Presidio Building 101 + 103



680 + 690 Folsom Street



Bulgari San Francisco



### 1.5 Tipping Structural Engineers

1906 Shattuck Avenue; Berkeley, CA 94704\  
(510) 549-1906  
www.tippingstructural.com

**In Business Since** 1983      **Total Employees** 33      **State of California SBE**

Tipping Structural Engineers' approach unites fresh perspectives, courageous creativity, technical mastery, and an advanced understanding of structural behavior to bring the greatest value in structural and seismic engineering to our clients' projects. The firm was founded (as Steven Tipping and Associates) by Steven Tipping in 1983. Highly respected by his peers in the engineering community, Steven has led the firm to *win 35 local, regional, and national awards in structural engineering excellence for innovations focused on high performance, constructability, and cost efficiency.*

Tipping aims for early collaboration with our partners in design and construction. By working together from the outset, we build integrated value engineering into the design process. In this way, major systems—mechanical, structural, and seismic—can be more simply and economically integrated, eliminating clumsy detailing and improving overall efficiency. By working together before design begins, the design and construction team establishes a common basis for cost-saving solutions and has the opportunity to make better decisions as the project unfolds. Moreover, our drive to control project costs results in construction savings, expedited schedules, and improved performance.

**Relevant Experience:** Since 1983 Tipping Structural Engineers has not only completed hundreds of retrofit projects in the San Francisco Bay Area but also has been recognized by our peers for excellence in seismic retrofit innovation and design.

- **Excellence in Structural Engineering Awards:** Our work on UC Berkeley's **Hearst Greek Theatre**, the **Carquinez Senior Apartments** in Richmond, **2850 Telegraph Avenue** in Berkeley, **the I. Magnin** building in Oakland, **680 Folsom Street**, **the Landmark at One Market Street** and **Pacific Place** in San Francisco have been recognized for excellence in engineering by the Structural Engineers Association of CA (SEAOC), the Structural Engineers Association of Northern CA (SEAONC), and the Natl. Council of Structural Engineers Association (NCSEA).
- In addition, **2850 Telegraph Ave** received 2009 **"Top Project of the Last Decade Involving the Seismic Retrofit of Existing Concrete Structure"** from Applied Technology Council and the Structural Engineering Institute (ATC/SEI)

#### **Sample Historic Restoration / Seismic Evaluation and Retrofit (One Market with TMG Partners)**

- Hearst Greek Theatre, Berkeley CA
- One Market Street, San Francisco CA
- 1000 Van Ness, San Francisco, CA
- Ritz Carlton, San Francisco CA
- Presidio: Buildings 36, 38, 86, 87, 106, 1000, 1001, 1002, and 1004, San Francisco CA
- Lincoln Memorial (2013 post-earthquake retrofit design), Washington DC
- Pacific Place | Palomar Hotel, San Francisco CA
- 333 Grant Avenue, San Francisco CA
- San Francisco Opera TI (War Memorial Building)
- Westin Saint Francis Hotel, San Francisco CA



**Other Renovation and Seismic Retrofits (680 Folsom and 1275 Market with TMG Partners)**

- 680 Folsom Street, San Francisco CA
- 729 Tennessee Street San Francisco, CA
- 1455 Market Street San Francisco, CA
- Roos Building, San Francisco CA
- Coffin Reddington Building (300 Beale), San Francisco CA
- Bay Area Discovery Museum, Sausalito CA
- 475 Brannan Street, San Francisco CA
- 1275 Market Street San Francisco, CA
- Clocktower Lofts, San Francisco CA
- One South Van Ness, San Francisco CA

**Hotel Projects (new construction)**

- H2Hotel, Healdsburg CA
- Wailea Golf Club and Resort, Wailea HI
- Hotel Healdsburg, Healdsburg CA
- 2129 Shattuck (Berkeley Hotel), Berkeley CA

**Steven B. Tipping, SE, Founding Principal**

For more than thirty years, Steve Tipping has advanced the science and art of structural engineering, pioneering creative yet pragmatic design solutions for a broad range of projects. His accomplishments in seismic retrofit design have been especially crucial to the seismic-prone Bay Area. At the same time, his emphasis on constructability has culminated in an expertise in cost- and resource-efficient solutions. Steve pioneered the use of vertical post-tensioning to deliver self-centering capability to concrete walls. Most recently, Steve applied a novel retrofit system for 680 Folsom in San Francisco; its design is based on the effects of the central spine (*shinbashira*) pivoting in a stone well found in centuries' old Japanese pagodas. In early 2013, Steve was included for the second time in Engineering News Record's Top 25 Newsmakers for his post-tensioned concrete-core shear-wall innovation, as it contributed to the great success of the SFPUC headquarters. In 2006 Steve was selected from among the Top 25 Newsmakers to receive ENR's highest honor, the Award of Excellence, for his invention of a simple, corrugated-metal shear-wall assembly that has great potential for lowering construction costs and improving the seismic performance of multiunit housing projects. This research project also earned Steve an Excellence in Structural Engineering Award in 2009 from SEAONC.

**Leo Panian, SE, Principal**

For the last several years, Leo has directed Tipping Structural Engineers' business operations, overseeing the integration of staff scheduling and workflow with strategic planning, accounting, and information technology; guiding technical strategy; and implementing best practices in engineering. Leo has successfully managed many of Tipping's ambitious projects, including the SF Public Utilities Commission Headquarters, UC Berkeley's Campbell Hall, and an IDIQ contract with the National Parks Service that included the 2011 post-earthquake evaluation of the Washington Monument. He is currently principal-in-charge for San Francisco's Moscone Convention Center expansion. While he has a wealth of experience in a range of project types, he specializes in steel and concrete structures with a focus on seismic engineering.



1.6 Page & Turnbull

**Firm Profile**

Page & Turnbull is interested in the intersection between the built surroundings we have inherited and the way we live now. Our mission is to imagine change within historic environments through design, research, and technology.

Page & Turnbull was established in 1973 as Charles Hall Page & Associates to provide architectural and conservation services for historic buildings, resources and civic areas. We were one of the first architecture firms in California to dedicate our practice to historic preservation and we are among the longest-practicing such firms in the country. Our offices are located in San Francisco, Sacramento and Los Angeles.

Our staff includes licensed architects, designers and historians, conservators and planners. We approach projects with imagination and flexibility and are committed to the conservation of significant resources—where these resources can be made to function for present and future needs. Our services are oriented to our clients' time and budget. All our professional staff meet or exceed the Secretary of the Interior's *Historic Preservation Professional Qualification Standards*.

**Relevant Projects**

- Treasure Island Development Plan, San Francisco, CA
- Mission Dolores Park Master Plan, San Francisco, CA
- Glen Canyon Park Master Plan, San Francisco, CA
- Hotel Montgomery Rehabilitation, San Jose, CA
- India Basin Park Master Plan, San Francisco, CA
- Piers 1½, 3, & 5 Adaptive Reuse, San Francisco, CA
- Ferry Building Rehabilitation and Adaptive Reuse, San Francisco, CA
- Walt Disney Family Museum, Presidio of San Francisco, San Francisco, CA
- Exploratorium at Pier 15, San Francisco, CA
- Hearst Castle, San Simeon State Historic Park, CA



*Ferry Building Rehabilitation*



*Hotel Montgomery*



*Walt Disney Family Museum*



*Treasure Island Development Plan*



1.7 RHAA

**Historic Preservation**

RHAA offers extensive experience working on properties with historic designations including National Historic Landmarks, National Register of Historic Places, California Historical Landmarks, and local landmarks. Our projects regularly undergo historic review with the State Historic Preservation Office, the National Park Service, and local preservation commissions. We design our projects for compliance with the National Historic Preservation Act and the Secretary of the Interior's Standards for the Treatment of Historic Properties. We have also prepared nomination and eligibility reports for the National Register of Historic Places. We work closely with agency staff to ensure that projects are designed from the beginning to comply with requirements for historic and cultural resources.

**Douglas Nelson, Landscape Architect, LEED AP**

Education: Rhode Island School of Design, Bachelor of Bachelor of Fine Arts and Bachelor of Landscape Architecture

Principal in Charge Douglas Nelson brings extensive leadership experience in the planning and design of significant historic landscapes. His work includes preservation and rehabilitation of significant historic landscapes, National Historic Landmarks, and National Register of Historic Places properties. He combines the technical requirements of historic preservation with the design creativity of a landscape architect, resulting in projects that preserve the past and function for today's needs. He has been involved with the preservation of San Francisco's Golden Gate Park for many years, including preparing the park's first comprehensive master plan and the successful National Register of Historic Places nomination. Other historic landscape work has included projects at the Presidio of San Francisco, Golden Gate National Recreation Area, Yosemite National Park, San Francisco's Palace of Fine Arts, and numerous other state and local parks. Many of his projects include a public participation component, and Doug is skilled at conducting design and planning workshops. He is also an instructor in cultural landscapes at the University of California Berkeley Extension.

**Select Project Experience**

**Palace of Fine Arts Rehabilitation, San Francisco, California**

The Palace of Fine Arts is one of the most visited attractions in San Francisco. The Palace and the lagoon were created by architect Bernard Maybeck for the 1915 Panama-Pacific International Exposition, and are one of the finest examples of the union of architecture and landscape in America. As part of Carey & Co.'s project team, RHAA prepared a historic landscape report, a master plan for the park, and design plans for the rehabilitation. The \$5 million rehabilitation included reconstruction of the lagoon edge, pathways, and the surrounding landscape. The design incorporated a planted edge reminiscent of the park's original condition during the Panama-Pacific International Exposition, the title of the 1915 World's Fair in San Francisco.

**Golden Gate Park Music Concourse, San Francisco, California**

Following the reconstruction of the de Young Museum and the California Academy of Sciences, and the addition of an underground parking garage, the historic Music Concourse received a major rehabilitation. RHAA prepared a master plan that provided an overall unified plan for these major projects. A detailed design was then prepared to preserve and rehabilitate the historic Music Concourse, resulting in a successfully completed \$15 million rehabilitation that included new pedestrian promenades and accessible paths, rehabilitation of the historic bosque of pollarded trees, turf and planting areas, fountains, and monuments. New upper and lower promenades provide accessible circulation throughout the Music



Palace of Fine Arts Rehabilitation, San Francisco, California



Golden Gate Park Music Concourse, San Francisco, California



Ahwahnee Hotel Yosemite National Park, California



Mission Dolores Park Rehabilitation Project, San Francisco, California



Concourse. The Spreckels Temple of Music is once again an important venue for music and events in the park.

**Ahwahnee Hotel Yosemite National Park, California**

RHAA worked with a multidisciplinary team to provide the historic Ahwahnee Hotel with a comprehensive rehabilitation that will ensure that the hotel continues to provide a world-class hotel destination in one our most treasured national parks. The project provided life safety and code improvements, accessibility improvements, and operational and mechanical upgrades that raised the sustainability of the historic facility. RHAA is responsible for the preservation and rehabilitation of the historic landscapes around the hotel grounds. Work included rehabilitation of the hotel's reflecting pond, meadows, pool, and pedestrian pathways.

**Mission Dolores Park Rehabilitation Project, San Francisco, California**

RHAA led a multi-disciplinary team of designers for the rehabilitation of Mission Dolores Park in San Francisco. As one of the city's most-used and most-loved neighborhood parks, Mission Dolores Park is in need of significant repair and accessibility upgrades. The project started with an intensive community participation phase, including multiple steering committee meetings, public workshops, and considerable community outreach. Gathering input and data from these dedicated community members will help the design team finish schematic design drawings that satisfy the goals of both the community & the city.



## SECTION 2

### Concept Proposal Plan



**A. USE:**

**Publicly Accessible Recreational Uses.**

Our proposal includes a vibrant mix of publicly-accessible recreational uses that feature leisure, arts, education, dining, accommodations, and gathering spaces to serve park visitors where the public will find entertainment, engagement, inspiration, and renewal. Our recreational uses include public entertainment and education through maintaining and upgrading the existing theater and creating permanent cultural installations. We have contacted the California Historic Society and they are interested in working as our cultural heritage partner and curator of a new museum on the property. The museum would feature a permanent 1916 Pan Pacific Exposition exhibit, installations highlighting Bernard Maybeck’s architectural achievements, and exhibits depicting the uses of the building over time. In addition to exhibits, the California Historical Society is interested in offering lectures, salons, and educational programming. Please see their Letter of Interest located in the Appendices. Our recreational uses also include places to gather and enjoy refreshments or a meal in full view of the magnificent grounds, Rotunda and colonnades, or in the magnificent, sky-lit central lobby with a restored historic fireplace. We propose physical recreation uses including wellness and fitness facilities, and vacation recreation with overnight guest lodging hotel that invites the public to enjoy all that the Palace of Fine Arts has to offer for an extended overnight visit. Please see their Letter of Interest located in the Appendix I.

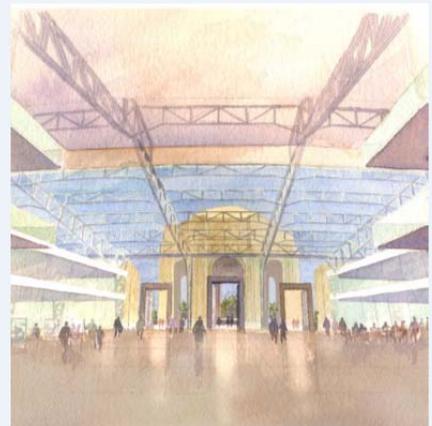
Our team has also contacted the Exploratorium, with whom we have partnered and collaborated in the past, and secured their interest in designing and developing custom interactive displays that would complement the California Historical Society installations and create a uniquely San Francisco center of experiential learning and exploration tied to the site’s location and history. We envision stimulating and fun educational exhibits in the public areas. Greg Flynn is a long-term supporter of the Exploratorium and currently serves on its Board of Directors. Please see the Exploratorium’s Letter of Interest in the Appendices.

We propose to create places to gather and enjoy refreshments or a meal in full view of the magnificent grounds, Rotunda and colonnades, or in the magnificent, sky-lit central lobby with a restored historic fireplace. We also propose recreational, wellness and fitness facilities, and overnight guest lodging hotel that invites the public to enjoy all that the Palace of Fine Arts has to offer for an extended overnight recreational vacation or visit.

The food service, gathering, special event venue, wellness and lodging facilities will generate an income stream to support the renovation of the historic landmark buildings. The lodging facility would be modeled on unique, park-located lodging facilities in the Bay Area, California, and the nation. These park hotels offer guest lodgings in memorable architectural and natural settings, connecting visitors to important historic and natural sites and welcoming the public throughout the day to enjoy rest, gather with friends and family, enjoy dining and services, weddings and special events, and marvel at the beautiful historic grounds.

**Description of public access to the site.**

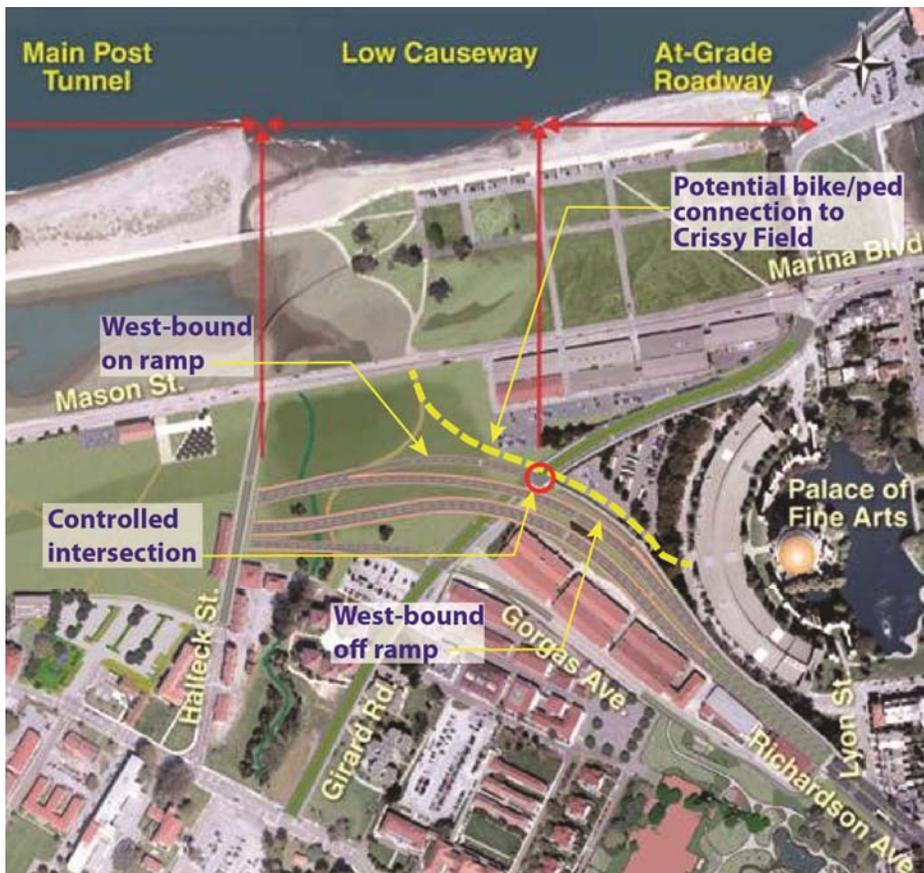
The public will be invited to experience theater, museums and galleries in our proposed Palace of Fine Arts. Our improvements will feature custom designed interactive displays and exhibits by the Exploratorium and the California Historical Society. We will create special event spaces open to the public including a chapel, ballroom, atrium court, and historic fireplace lounge. We proposed to construct a mezzanine within the walls of the existing structure that will create public access spaces including wellness and fitness facilities, light atriums and galleries, cafes and restaurants. Taken together, our many varied



public access spaces will invite the public to gather, linger, enjoy inviting public spaces, sip a cup of coffee or tea, admire the scenery or watch people, celebrate with family and friends, and meet with colleagues or community members, or rest and relax in a guest room.

Our proposed rehabilitation will improve the visual access for the public to the Rotunda and colonnades that will be fully visible from a number of indoor gathering areas. We propose lounges, dining venues and special event facilities including a ballroom and wedding chapel. Guests will be invited to have a drink, enjoy a meal, purchase a picnic lunch, explore exhibits, or just sit by an historic fireplace or under the historic truss work and gaze at the wonder of the Palace and its park grounds and lagoon. The indoor spaces, interpretive gallery, meeting and gathering rooms, and food/beverage venues will enhance the public's enjoyment of the property by creating multiple places to gather and experience the park and time with family and friends. The meeting venues will be available for non-profit, government, and corporate meetings as well as for individual travelers and family gatherings. On windy or cold days, the Palace of Fine Arts will provide a warm sheltering place from which to watch events outside unfold in the surrounding park from a warm comfortable vantage point.

As an example of our commitment to improved public access around the Palace of Fine Arts, we have begun to study a conceptual improved pedestrian connection from the central axis of the Palace of Fine Arts to Chrissy Field via the future controlled intersection at the Marina Boulevard extension and Doyle Drive. While this concept clearly requires further study and public discussion, we are excited by the potential to improve connections to the site and surrounding public places. We also envision robust on-site bike share and car share programs to facilitate public access around the site and environs as part of our project.



**How the project meets a “recreational purpose”.**

Webster’s Dictionary defines “recreation” as *refreshment of strength and spirits after work; also: a means of refreshment or diversion*. Our vision for the Palace of Fine Arts is clearly consistent with a recreational purpose and will include the following recreational components:

- Entertainment including live music and theatrical productions, speakers, and conferences
- Experiential education opportunities including viewing and interacting with exhibits, museums, and displays that teach visitors about the site’s natural and built history designed specifically for the Palace of Fine Arts by the California Historical Society and the Exploratorium
- Dining in on-site restaurants, café’s, bars, or enjoying a picnic lunch on the historic grounds.
- Special events that mark the major events in family life including weddings, birthdays, bar or bat mitzvahs, retirement celebrations, retreats
- Wellness treatments and fitness facilities
- Lodging for group gathering, vacation or brief renewal and respite from home
- Bicycle rental or bike share for access to the surrounding park lands

Bringing visitors and guests into our local, State and National parks to expand recreational use of a park has been a long tradition in the United States to showcase our national history, provide improved access to our park offerings to a range of visitors, and provide a stable revenue source to help preserve historic and natural resources. Throughout Northern California currently, hotel lodging facilities operate today in parks as part of their recreational purpose. Many of these hotels were originally developed for the express purpose of attracting visitors into a natural setting where they could rest and take in the beauty of their surroundings and to connect historic buildings to contemporary uses in a fashion that maintains a spirit of welcome to the public with common lobbies, restaurants, meeting facilities, and programmed special events and accommodations for overnight stays.

In San Francisco, the nautically themed Argonaut Hotel is located next to the historic Cannery in the San Francisco Maritime National Historical Park. Across the Golden Gate Bridge, Cavallo Point at Ft. Baker offers hotel and conference facilities located within historic former military buildings. Deep in the heart of Pfeiffer Big Sur State Park, Big Sur Lodge now sits on the grounds of the family that donated the land for this State Park and offers travelers a base from which to explore the beauty of the adjacent coastal redwoods and coastline. The Ahwahnee Hotel in Yosemite is a magnificent lodge and recreational destination in its own right, and the perfect place to relax and admire the splendor of the valley and falls. And finally, a neighbor to the Palace of Fine Arts, The Inn at the Presidio—formerly the bachelor officers’ quarters—has been restored as a guest lodge and space for celebrations and meetings. These hotels are all key parts of their respective parks’ recreational offerings and offer a base from which visitors can explore the parks themselves and other nearby recreational destinations.

We envision a similar role for our proposed lodging at the Palace of Fine Arts, which we are preliminarily calling “The Maybeck”, subject to the approval of the Maybeck Foundation and the SF Recreation and Park Department. The Maybeck will welcome guests to enjoy the architectural wonder that is Bernard Maybeck’s Palace of Fine Arts. Guests will find a calming window onto the City’s history amidst splendid historic structures and serene ancient lagoon, wander the dramatic rehabilitated national historic landmark Main Building, rest and linger overnight, participate in meetings, gatherings, celebrations and weddings, and dine in comfort with a dramatic view of this splendid setting.. In a completely new way, the Maybeck will allow the historic visual glory of the Palace of Fine to be shared and preserved for the next generation.



Community enjoying Exploratorium display at TMG’s Public Market, 2012

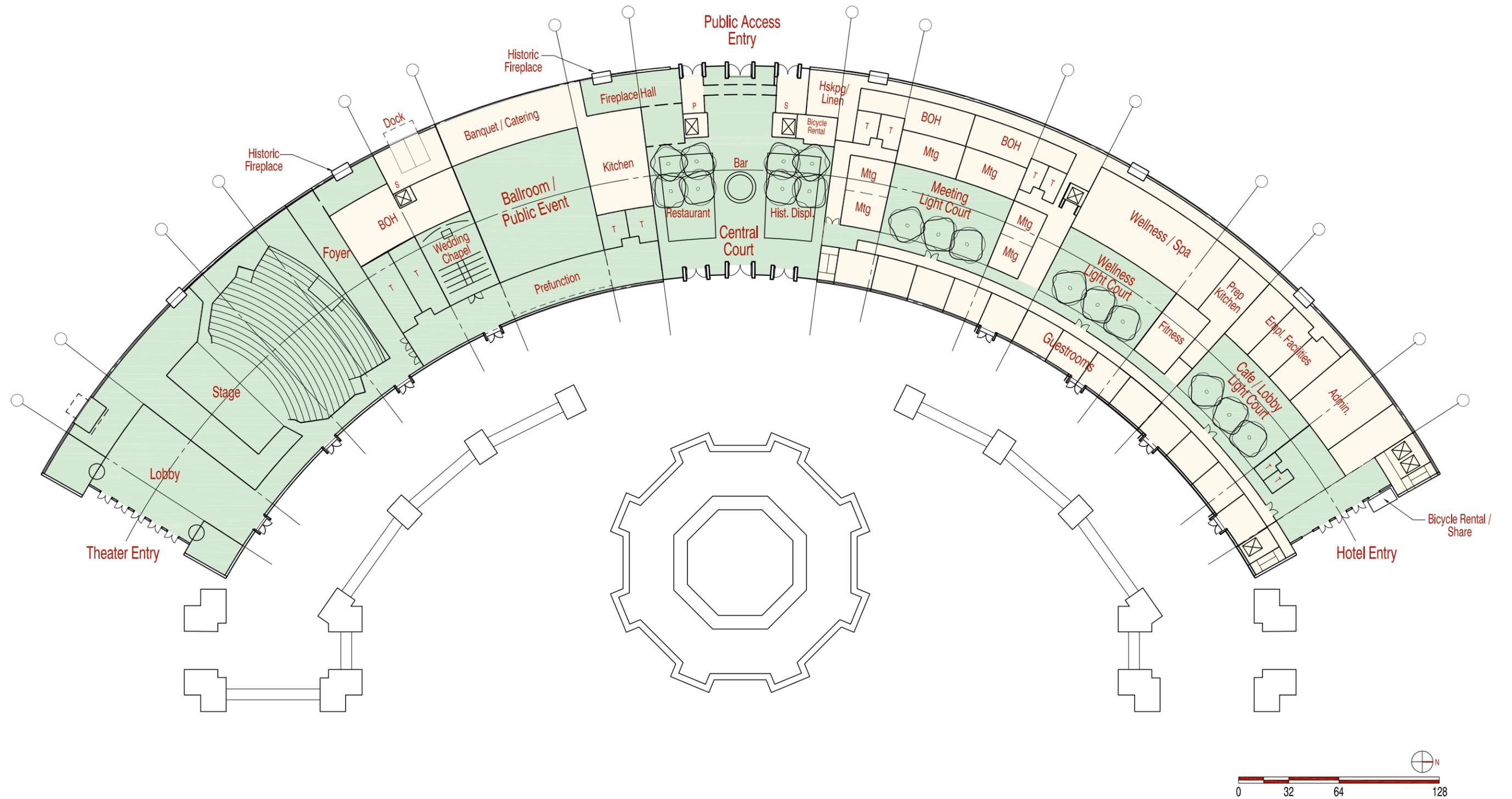


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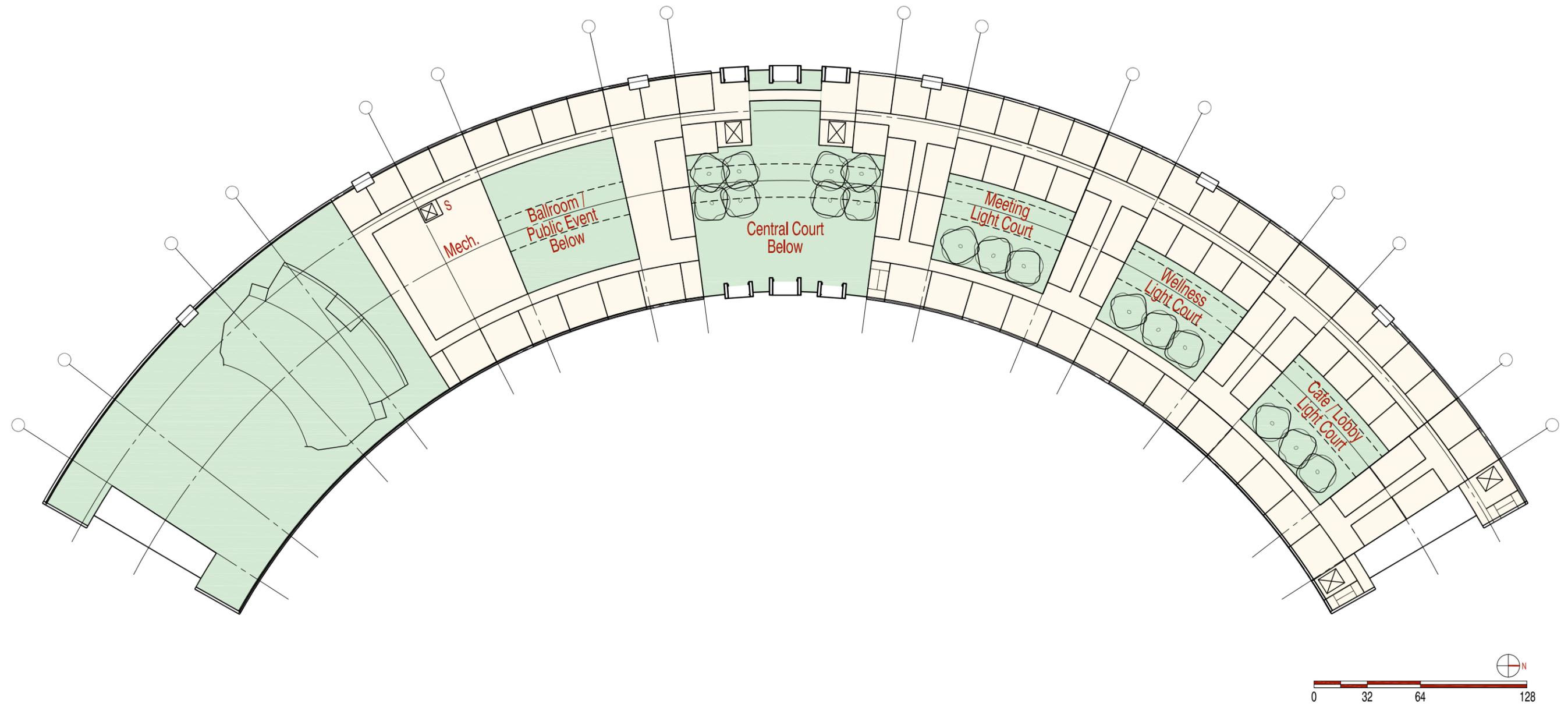
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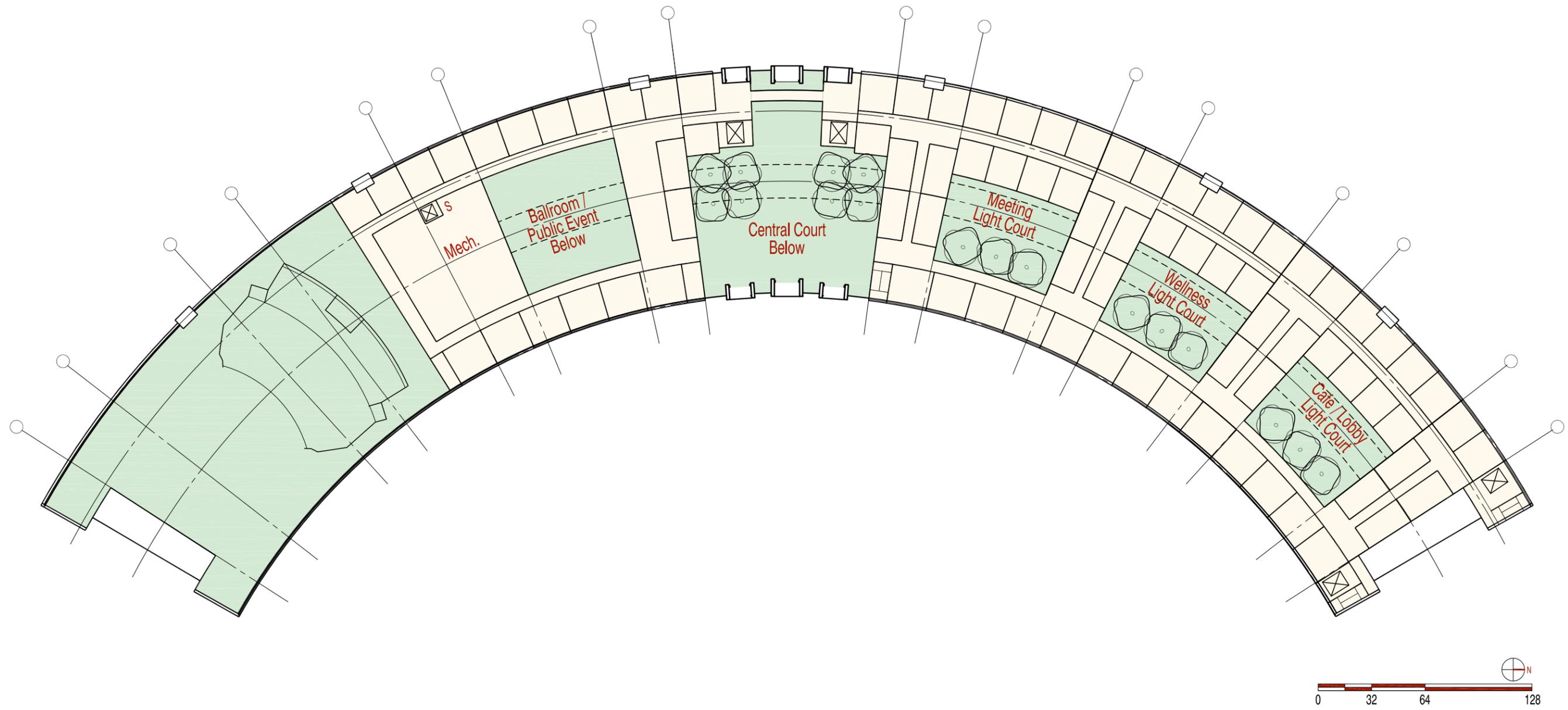
Floor Plan | Main Building - Ground Floor Plan





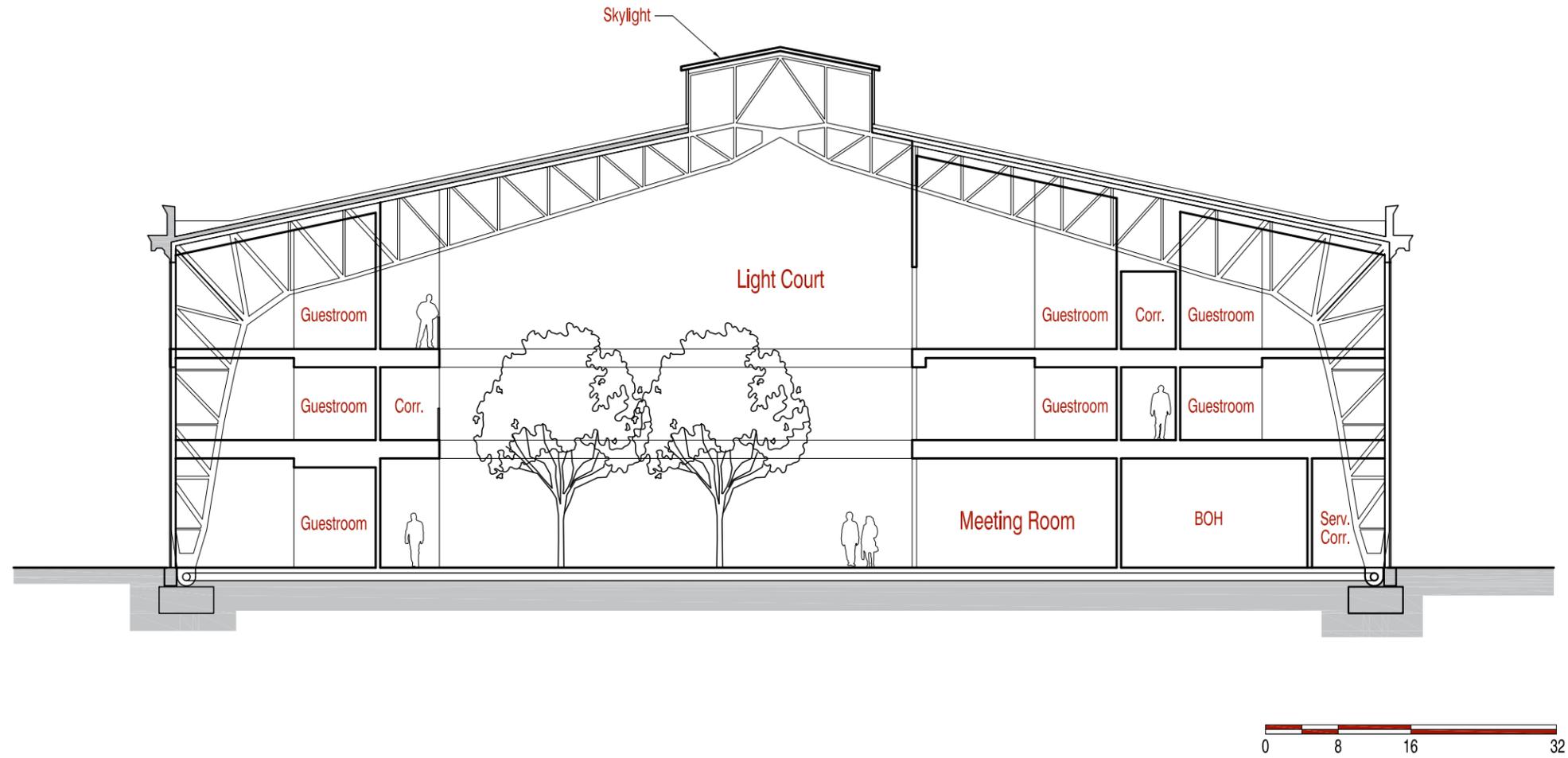
Floor Plan | Main Building - Level 2 Plan





Floor Plan | Main Building - Level 3 Plan





Building Section | Main Building





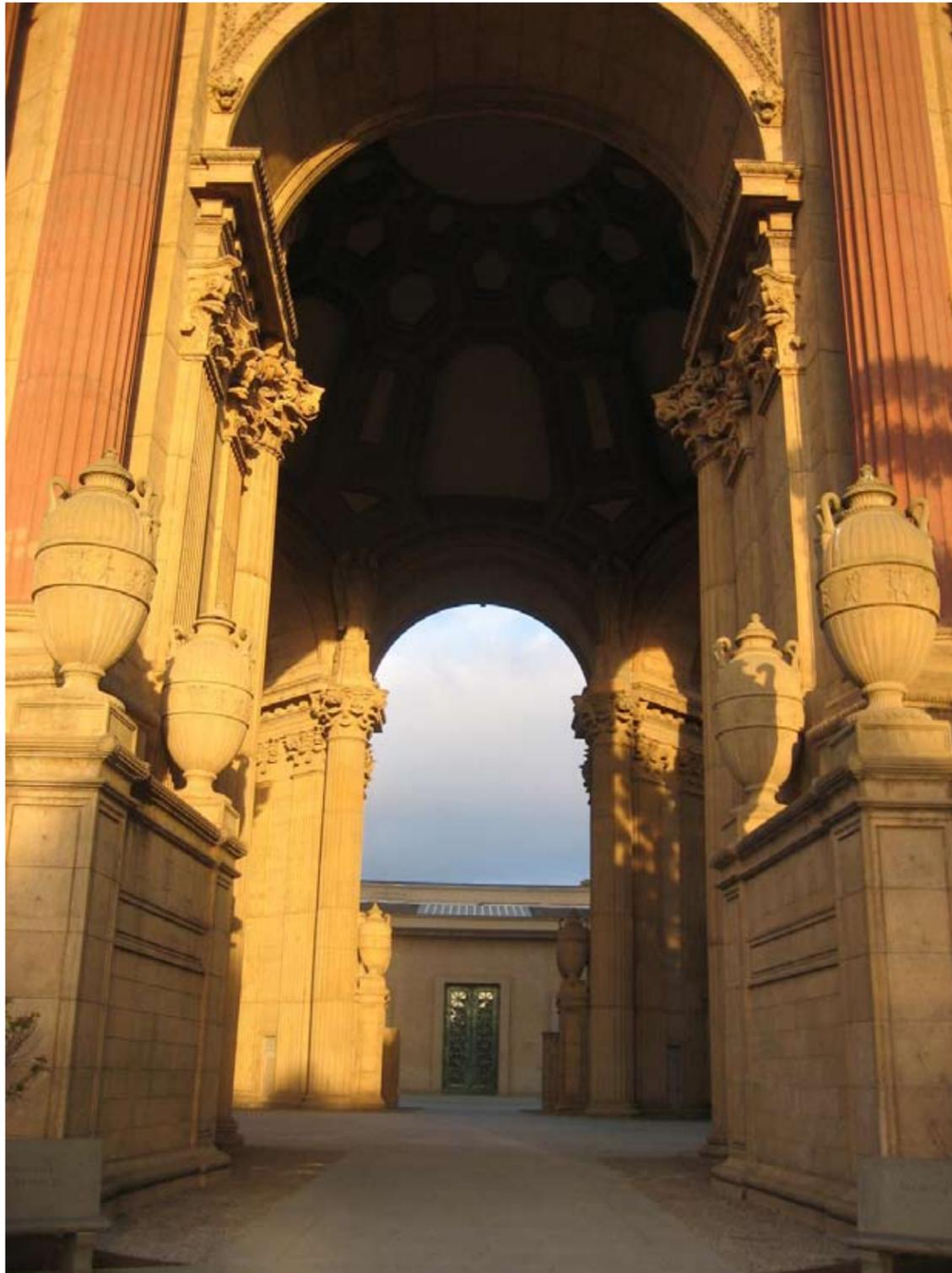
Site Photograph | **North Loggia/Future Hotel Entrance**





Site Photograph | **North Loggia/Future Hotel Entrance**





Site Photograph | **East Portal/Central Court**



Site Photograph | **South Loggia/Future Theater Entrance**





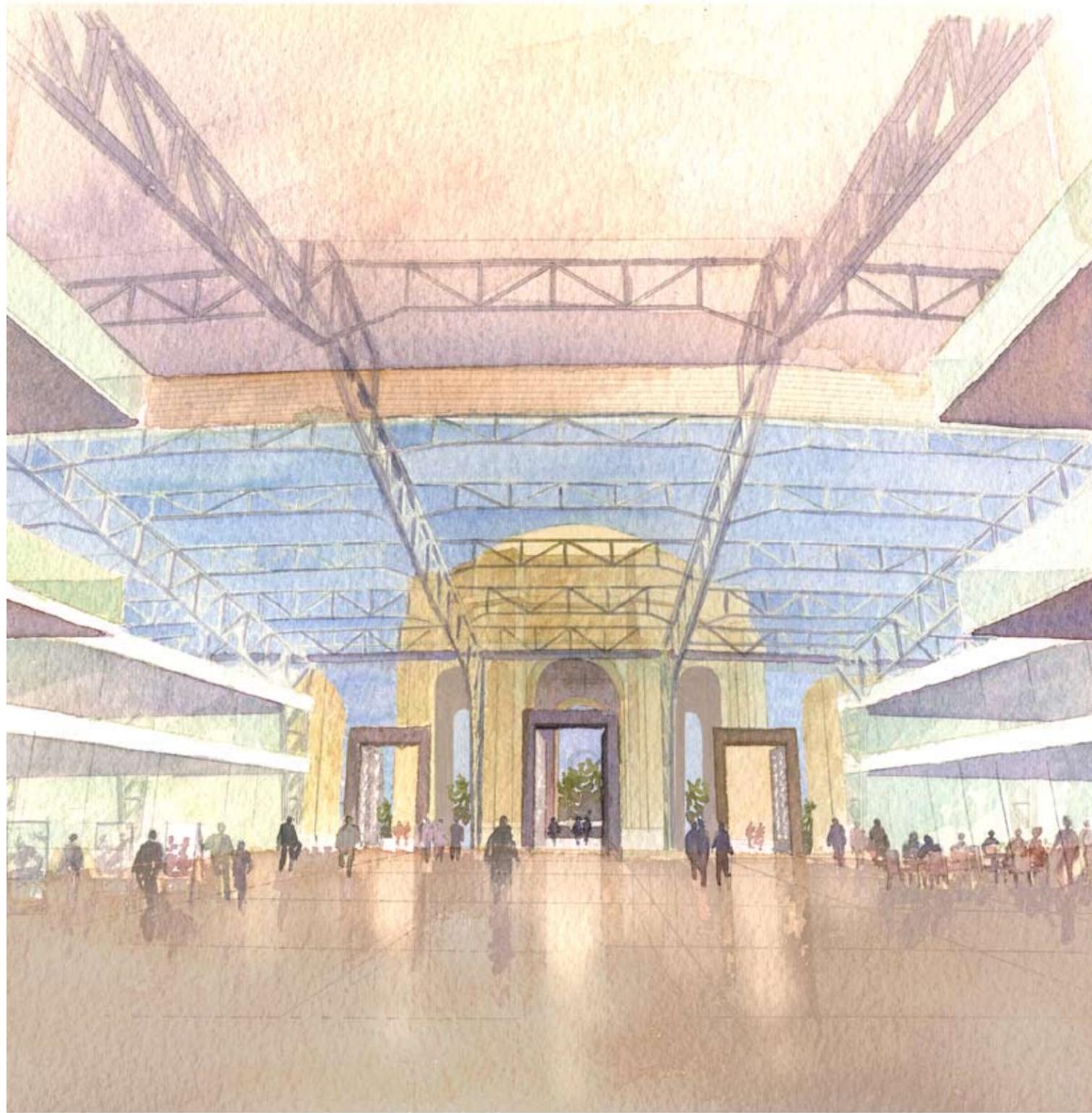
Bird's Eye View | **Palace of Fine Arts**





Artists Rendering | **Historic Fireplace Hall at Central Court**





Artists Rendering | **Main Building, Main Lobby/Public Gathering Space**



**B. DESCRIPTION OF PROPOSED IMPROVEMENTS TO THE BUILDING INCLUDING THE REQUIRED IMPROVEMENTS AND ANY TENANT IMPROVEMENTS**

**Required Improvements.**

The age of the Palace of Fine Arts, and years of deferred maintenance have left the building and many of its essential services functionally obsolete and in various states of disrepair. The TMG/Flynn team will invest in all of the Required Capital Improvements noted in the 2013 Existing Conditions Assessment. Additionally, TMG/Flynn intends to invest in the “Add Alternate” scopes to address seismic and daylighting concerns. We intend to rehabilitate the building to its former splendor and glory in substantial conformance with the Secretary of Interior Standards.

**Restoring Uninterrupted Visual Connection between the Rotunda and Grounds and the Interior of the Palace of Fine Arts Main Building.**

We propose to open up the historic Main Building with an integral central courtyard, accessed at the central three-door entry points of the building. Fenestration (windows and skylights) will include industrial glazing components compatible with Maybeck’s design to enhance the grand dimensions of the interior and highlight the historic steel trusses. Our scope will include restoring/reconstructing at least one of the historic fireplaces for public enjoyment. A conceptual artist rendering of the public enjoying the rehabilitated historic fireplace is included in this proposal.

**Upgrade Structural Performance with New Interior Floor Structure.**

Structural performance will be improved by pursuing the recommended seismic upgrade scope including new micropiles, cable ties at 3-pin trusses, pile caps, and grade beams. The TMG/Flynn team of designers, contractors, and developers have all worked on similar scope structural upgrades to historic buildings before. As shown in the attached concept plans by Homberger + Worstell, the new interior structure will include a new mezzanine surrounding a central atrium (which allows views of the steel trusses). Enclosed rooms will be built on and beneath the mezzanine. At the theater, we will propose to make minimal changes to the interior of the building as necessary to preserve this portion of the Main Building and reconfigure and update the lobby areas.

**Address Localized Water Intrusion Issues.**

The scope of the Required Improvements includes flood control measures to address the onsite improvements required, including, new local pumping, French drain, sidewalk sloping, and waterproof membrane under the new slab on grade. Our scope assumes that the City will maintain and adequately size the municipal pumping system as required as an appropriate off-site improvement.

**Construct New Activity Areas Within a Mezzanine Structure Featuring New Glazing and Central Open Atrium Skylight.**

Our proposal is to create recreational facilities, services, restaurants, event facilities, spa, wellness and gym facilities that will be open to the public, and contained within the original historic structure. Overnight accommodations will be built within a new multi-level interior structure such that the full historic ceiling height remains in the central dining and event court and individual light courts.

At the central court, the historic full-height building interior will be enhanced with lighting and needed architectural and structural improvements to preserve the historic structure largely in its current form with the addition of new skylights and exterior wall glazing, which will connect the new Main Building uses with the Rotunda and grounds. The central court will be a convenient gathering area for theater goers, members of the public, and hotel guests. It will be consistent in finishes with the original architecture of the building. The central court



will be activated with a restaurant and bar that may include seating outdoors facing the Rotunda. New fenestration, compatible with the historic design, will Main Building bring natural daylight into the building.

Glass skylights, similar in concept to those at the Ferry Building and the Musée d'Orsay in Paris, will flood the interior with natural light. Glass-topped light courts, similar in feel to these and iconic buildings will highlight the elegant steel trusses and provide a sense of the design and grandeur of the historic Main Building.

The arched loggias at each end of the historic Main Building will be repurposed as guest entries for the lodging units and theater. Guest rooms will face into light courts and onto the exterior. The existing mezzanines will be removed and replaced with a multi-level structure designed to accommodate hotel guest rooms on two levels facing the interior light courts, and out to the Palace of Fine Arts grounds and Golden Gate Bridge. In concept, this is similar to the fashion in which private offices are located within the Ferry Building facing into the central atrium and out towards the City and the Bay.

The proposed rehabilitation will feature glazing and details that will complement the historically significant form and elements of the property. Guests will see and touch this history in every aspect of the space.

**Sustainable Construction and Operation.**

This development and design team hold environmentally contextual design as a primary driver for our work. TMG/Flynn and our design team are highly experienced in sustainable development, and have designed and built buildings and neighborhoods with LEED Gold and Platinum ratings. We will work as an integrated team to reduce the environmental footprint of the project, including sustainable design, construction, operation, food sourcing, and property management practices.

**Local workers.**

TMG/Flynn are committed to establishing a workforce participation program that focuses on local hiring for construction and participation by small local firms (LBE, MBE and WBE firms) in the design and construction of the improvements.

**C. DESCRIPTION OF HOW THE PROJECT WOULD COMPLEMENT AND LINK TO THE SURROUNDING USES IN THE AREA**

Our proposal for a renovated Palace of Fine Arts perfectly complements the existing uses of the Palace of Fine Arts grounds, the surrounding neighborhood, and nearby destinations. We have retained RHAA Landscape Architects to ensure that our design knits seamlessly to the recently improved grounds. Our guest services, including food, wellness, fitness, entertainment, and interactive and interpretive exhibits, will be open to the public. The services offered in our facility will be oriented primarily to park visitors and guests, as opposed to being neighborhood-serving retail, thus complementing the existing retail in the surrounding area. Our visitor services will draw people to the Palace of Fine Arts to enjoy the unique place itself, or perhaps as part of a visit to the Presidio or Crissy Field.



**PUBLIC MARKET GREEN LIVING ROOM GUIDE**

Reduce, Reuse, Repurpose, Recycle and Improve Our Community

*California Catalyst Communities Pilot Project Named Public Market a "gold" model community to inspire green conversions State-wide. Our "Green Living Room" is the heart of our sustainable renovations where visitors can see and interact with engaging, artful, and inspiring "green living".*

**• Reduce Trash**

Our hand-made trash cans of recycled materials were designed to encourage recycling and composting. We also require compostable/recyclable to-go ware, recycle cooking oil for biodiesel, and compost/recycle for all businesses located here. These efforts divert 2% of Emeryville's waste from landfills, and have won 2 Alameda County Stop Waste Awards.

**• Reduce our Carbon Footprint**

We promote energy efficient living and traveling with better bus stops: artsy bike racks, bike art and bike repair stations; a solar carport and electric vehicle charging stations; car sharing; and a mix of uses in a walkable place.

**• Reduce Water Use and Improve Water Quality**

Rainwater from Public Market flows directly to the Bay. The Green Living Room stores rainwater in a cistern for later use, and cleans run-off through rain gardens improving water quality and reducing water use.

**• Reuse and Repurpose Recycled Materials in New Renovations**

Salvaged wood, metals, concrete rubble, lights, shipping containers, and old furniture are cleverly reused here in many ways. We have taken the extra step of giving "ID Tags" to our recycled materials so everyone can see the many wonderful ways old materials have been given new productive lives.

**• Greening our site**

Vertical screens create quiet cooler areas on site, grasses remind us of our Bay front location, and our kitchen herb garden grows edibles locally.

**• Creating a Community Place**

Celebrating the diversity of the East Bay, we work with local designers, fabricators, artists and youth to create art installations, music, public gatherings, and a space that welcomes people of all ages and backgrounds.

**WWW.PUBLICMARKETEMERYVILLE.COM**

5959 Shellmound Street | 510-652-9300

Printed on post-consumer paper using soy-based inks



**D. DESCRIPTION OF HOW THE PROJECT WILL MITIGATE PARKING, TRAFFIC AND NOISE ISSUES TO THE SURROUNDING NEIGHBORHOOD**

TMG Partners has extensive experience creating projects that fit their setting and respect the limits of access and parking. TMG has been a regional leader in establishing innovative Transportation Demand Management programs, founding and managing the EmeryGORound free BART shuttle in Emeryville, founding and launching the MVgo free Caltrain shuttle in Mountain View, and creating car sharing and bike programs around our projects.

TMG would establish a Transportation Demand Management program (TDM) for the Palace of Fine Arts project. The TDM program would be developed in consultation with Recreation and Parks and with the surrounding community. The TDM program would create programs to encourage employees and visitors to use alternatives to the single occupant vehicle to travel to the site, including but not limited to:

- Transit passes
- Shuttle services or extension of existing PresidiGO Service
- Taxis and ride share
- Off-peak commutes for employees
- Improved way finding around the building and site
- Car share cars onsite
- Bicycle storage, sharing, and rental facilities
- Transit (MUNI)
- Valet and tandem parking
- Pedestrian improvements to facilitate access

The improvements will spread visitors to the site throughout the day rather than concentrating them into peak commute congestion periods, which will relieve project traffic. Hotel guests will be able to park in the shared public parking facilities near to the property like other members of the public. The hotel will also encourage groups of visitors to come to the facility via shared shuttles and ride sharing services and to utilize the recommendations of the TDM program.

Regarding noise, the bulk of the property operation will manage noise levels to within a level typical of a facility that includes guest accommodations which require peace and quiet, particularly during the evening hours. The existing noise from the theater will be mitigated by managing the theater operations in a fashion that draws performers who are appropriate to the park and lodging setting, and by insulating the theater to mitigate noise. Noise from weddings and special events will be managed to a level so as not to disturb hotel guests or residents in the surrounding neighborhoods.

**E. THE PROJECT WILL ENHANCE VISITOR EXPERIENCE TO SITE AND SURROUNDING PARK**

The enhanced project entries, grand lobbies, fireside lounge and visitor services, including special event facilities, will improve the venue for casual park visitors. Special celebrations that occur on the property today, such as weddings, graduations, proms and other events, will enjoy more comfortable settings and improved services. Overnight accommodations will allow visitors to extend their stay in this area of the City. The facilities will serve not only visitors to the City, but also residents, who will be able to come to the Palace of Fine Arts to mark the important events in their families' lives.



TMG's MVgo Shuttle Launch in Mountain View, January 2015



**F. THE PROPOSAL MEETS DEPARTMENT GOALS AND OBJECTIVES**

**Objective: To obtain a tenant capable of restoring the Palace of Fine Arts Building.** TMG Partners and Flynn Properties are experienced developers with exemplary track records of restoring historic buildings and adapting them to contemporary uses while preserving their historic features. We have an extensive track record of jointly developing and investing in Bay Area real estate. We have worked with Plant Construction, Tipping Structural, and Hornberger + Worstell on other development projects over many years so we offer an experience, seasoned team with a track record to together delivering successful projects. See attached materials for details. Our joint venture will be highly capable of restoring the Palace of Fine Arts Building.

TMG also has significant experience partnering with non-profits and city agencies to further their development goals including working with California Pacific Medical Center as the developer of the California Children’s Hospital Campus and working with the Port of San Francisco on the restoration and reuse of Pier 38. Our partners have volunteered time for Bay Area non-profits to promote our region’s overall quality of life and access to enrichment and amenities including developing a library for the Marin County Library system at Hamilton Field, advising the Exploratorium and area non-profits on real estate issues, developing a rehearsal space for a youth theater company in the East Bay on park land owned by a City, building homes for Habitat for Humanity, and serving on many area boards, commissions, and civic organizations.

**Objective: To obtain a financially viable tenant to enter into a long term lease agreement to provide valuable services and amenities.** TMG Partners and Flynn Properties would manage a special purpose entity that would be the Master Lessee of the property. This is similar to the type of structure we use on all our real estate transactions. TMG Partners and Flynn Properties are financially viable developers with a track record of successful real estate deals together. We will bring tenants to the property—including restaurant operators and providers of recreational services—who together will generate the revenue necessary to cover ground rent to the City and the cost of building renovations.

**Objective: To obtain a tenant that will complement and connect existing amenities and recreation in the surrounding area, enhance visitors’ experience to the Palace of Fine Arts and surrounding park, provide significant public access to the Palace, continually engage the public over the duration of the term, provide for a public central entryway concept.** TMG/Flynn propose the rehabilitation and opening of the Palace of Fine Arts Main Building to the grounds through a series of glass-walled entries, a new sky-lit central court, new public gathering places and activity areas to enhance the visitor’s experience of the buildings and surrounding park. Our proposed mix of recreational uses—lodging, public gathering places, event facilities, exhibits, restaurants and cafes, and the theater—will invite provide the public places to stay, dine, gather, learn, and relax.

**Objective: Restore the Palace of Fine Arts Building to its original architectural state to the extent feasible, and to preserve the theater.** TMG/Flynn propose to both rehabilitate the Palace of Fine Arts Main Building and Theater and bring to life the history of the buildings through modern uses that invite the public to visit and enjoy the unique setting and architecture.



**G. HOW THE PALACE OF FINE ARTS BUILDING WILL BE PROTECTED AND PRESERVED**

**Historic Integrity:** Our entire team, including our developers, architect, historic architect, structural engineer, and landscape architect has extensive experience working on National Historic Landmark structures and designing projects in conformance with the Secretary of the Interior Standards for Rehabilitation. We will conduct a full assessment of existing conditions and provide an updated Historic Structures Report. We will then ensure that architectural additions, structure modifications and systems upgrades will be planned with sensitivity to the preservation of historically significant features. A full summary of the design intent and documentation of substantial conformance with the Standards will be developed if our team is selected. Construction drawings will identify these significant features and call out protection, preservation, salvage, reinstallation or rehabilitation where needed and as appropriate to clarify scope for the contractor to ensure the preservation and protection of significant historic features.

**Constructability:** We have reviewed all of the existing condition reports and plans prepared by Recreation and Parks as part of the RFP Process. Hornberger+Worstell has prepared preliminary design concepts for the rehabilitation and development of the property. Plant Construction Company has inspected the property, reviewed available reports, and has prepared a budget and general scope of work that supports our proposed new use of the space.



## **SECTION 3**

### Financial Materials

**Financial Materials**

(Project Pro-Forma and Expected Sources of Funds)

**A. Provide proposed lease terms in relation to the form lease attached in appendix F.**

Please see our proposed Term Sheet attached in the Appendix G – Proposed Lease Terms.

## APPENDIX A

### TMG Partners Detailed Qualifications

The logo for TMG PARTNERS, featuring the letters 'TMG' in a bold, black, sans-serif font above the word 'PARTNERS' in a smaller, black, sans-serif font. A vertical red bar is positioned to the left of the 'TMG' text.

**TMG**  
PARTNERS

The Bay Area's  
Real Estate Developer



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  - Residential
  - Retail
  - Land Development

# Background

## Exclusive Bay Area Focus

TMG Partners is a privately-held full service development company headquartered in San Francisco focusing on urban infill projects in the San Francisco Bay Area. Our exclusive focus in the Bay Area helps us understand the nuances of market trends and timing, which allows us to be highly responsive and opportunistic while contributing to the vibrancy of the communities that make up our region.

## Long Term Local Relationships

Experienced management and unique local relationships have been key to TMG's track record of success. Over the last 3 decades, the firm has cultivated relationships deep within the Bay Area real estate landscape, with property owners, tenants, brokers, construction companies, capital sources and financial institutions. TMG has worked with 20 different cities and every major county in the Bay Area where the firm's reputation reflects the value we place on enriching the communities in which we work.

## Experience in a Mix of Uses

TMG has developed a mix of uses totaling approximately 23 million square feet of office, research and development, for-sale and multifamily residential and retail projects, and more than 400 acres of land, with a portfolio valuation totaling \$3.5 billion.

## Institutional Partners and Superior Returns

TMG's successful development ventures have resulted in consistently superior investment returns for our equity capital partners. TMG's partners include Farallon Capital Management, Rockwood Capital, CalPERS, Divco and Westbrook as well as a long track record with institutional partners. Over the last several years, the San Francisco Business Times has ranked TMG Partners the #1 Real Estate Developer in the Bay Area along with many award winning development projects.

# Advisors

## Ron Conway

Founder of SV Angel LLC

Ron Conway is a Special Adviser to SV Angel. For the past 15 years, Ron Conway has been passionate about angel investing in Silicon Valley technology start-ups. During this time, he has been fortunate to invest in - and work closely with - hundreds of startups including, Google, OpenTable, Facebook, Zappos, Groupon, Airbnb, Dropbox, Pinterest, foursquare, & Twitter.

## Katherine Hall

Chief Executive Officer and Chief Investment Officer of Hall Capital Partners

Katie Hall is Chief Executive Officer and Chief Investment Officer of Hall Capital Partners LLC, and a member of the Firm's Investment Review Committee. Ms. Hall was previously Co-CEO and CIO of Offit Hall Capital Management LLC (predecessor to Hall Capital Partners LLC) and President and Managing Director of Laurel Management Company, LLC (predecessor to Offit Hall Capital Management LLC) which she founded in 1994.

## Kenneth T. Rosen

Chairman of Rosen Consulting Group and the Fisher Center for Real Estate & Urban Economics

Ken Rosen is Chairman of Rosen Consulting Group, a real estate market research firm, and Chairman of Rosen Real Estate Securities, a REIT money manager with over \$300 million in assets under management. He was formerly Chairman, Founder and Portfolio Manager of Lend Lease Rosen Securities, a \$3 billion REIT money management firm. In addition, Mr. Rosen is Chairman of the Fisher Center for Real Estate and Urban Economics and Professor Emeritus at the Haas School of Business at the University of California, Berkeley.

## Ned Spieker

Chairman of Continuing Life Communities and Managing Partner of Spieker Realty Investments

Warren E. "Ned" Spieker, Jr., is a partner of Spieker Realty Investments, a private real estate investment and development firm in Menlo Park, California. He served as chief executive officer of Spieker Properties, Inc. and was Chairman of the Board of the company until its merger into Equity Office in 2001. Mr. Spieker also served as a managing partner and board member of Trammell Crow Company, a company that delivers building management, brokerage and development and project management for users of and investors in commercial real estate.

## Jim Wunderman

President and Chief Executive Officer of the Bay Area Council

Jim Wunderman serves as the President and Chief Executive Officer of the Bay Area Council, a business-backed public policy organization in the San Francisco-Oakland-Silicon Valley Bay Area. Led by its CEO members, the Bay Area Council is the strong, united voice of more than 275 of the largest Bay Area employers, representing more than 500,000 workers, or one of every six private sector employees.

In memoriam:

## Warren Hellman

Chairman & Co-Founder  
Chairman Hellman & Friedman, LLC

# TMG Think

TMG Partners has been in the business of developing award-winning, financially-successful, community based real estate for nearly 30 years. We are proud of the relationships we have forged, the properties we have developed and the communities we have enriched. As much as we have accomplished over the last 28 years, we believe it is the way we THINK about our region, the risks we manage, the critical timing of our projects and the value we create which will see us through the next quarter century. These are a few of our central beliefs:

## Regionalism

The San Francisco Bay Area is an extremely diverse real estate marketplace. Our nine counties represent countless micro-business climates teeming with possibility. But you have to be here—and know here—to make the most of the opportunities all around us. We live and work as a region, so we need to envision and develop our communities from that vantage point. TMG Partners has been exclusively committed to the Bay area for 25 years. Our relentless local focus gives us a unique advantage—the perspective to recognize both opportunities and risks in this complex market.

## Timing

Almost anyone can make money in a positive economic climate. But it takes discipline, depth of market knowledge and experience in all major product types to know when to buy and when to sell. The most profitable deals can be the ones you decide just don't make sense or are outbid by an "out of town" competitor. Because we are active in our markets on a daily basis, TMG Partners has managed a portfolio through almost 30 years of market cycles that works in all phases and has withstood the sands of time.

## Vision

If you wait for the mathematical proof to confirm real estate opportunities, you are looking backwards. TMG Partners has cultivated a way of studying the business landscape that reveals market opportunities before they become obvious. Our contrarian investment strategy balances optimism and caution with the intent of turning forward-looking investments into no-brainers. duh!

## Standards

Most investment professionals have a clear understanding of IRR: Internal Rate of Return, a purely financial measurement of performance. At TMG we use a different definition. For us, IRR means balancing Integrity, Relationships and Results. We measure every aspect of our business through this lens to ensure our partners, communities, tenants and buyers are treated with the highest degree of respect and responsibility while we consistently deliver superior financial performance. We think this is a better standard.

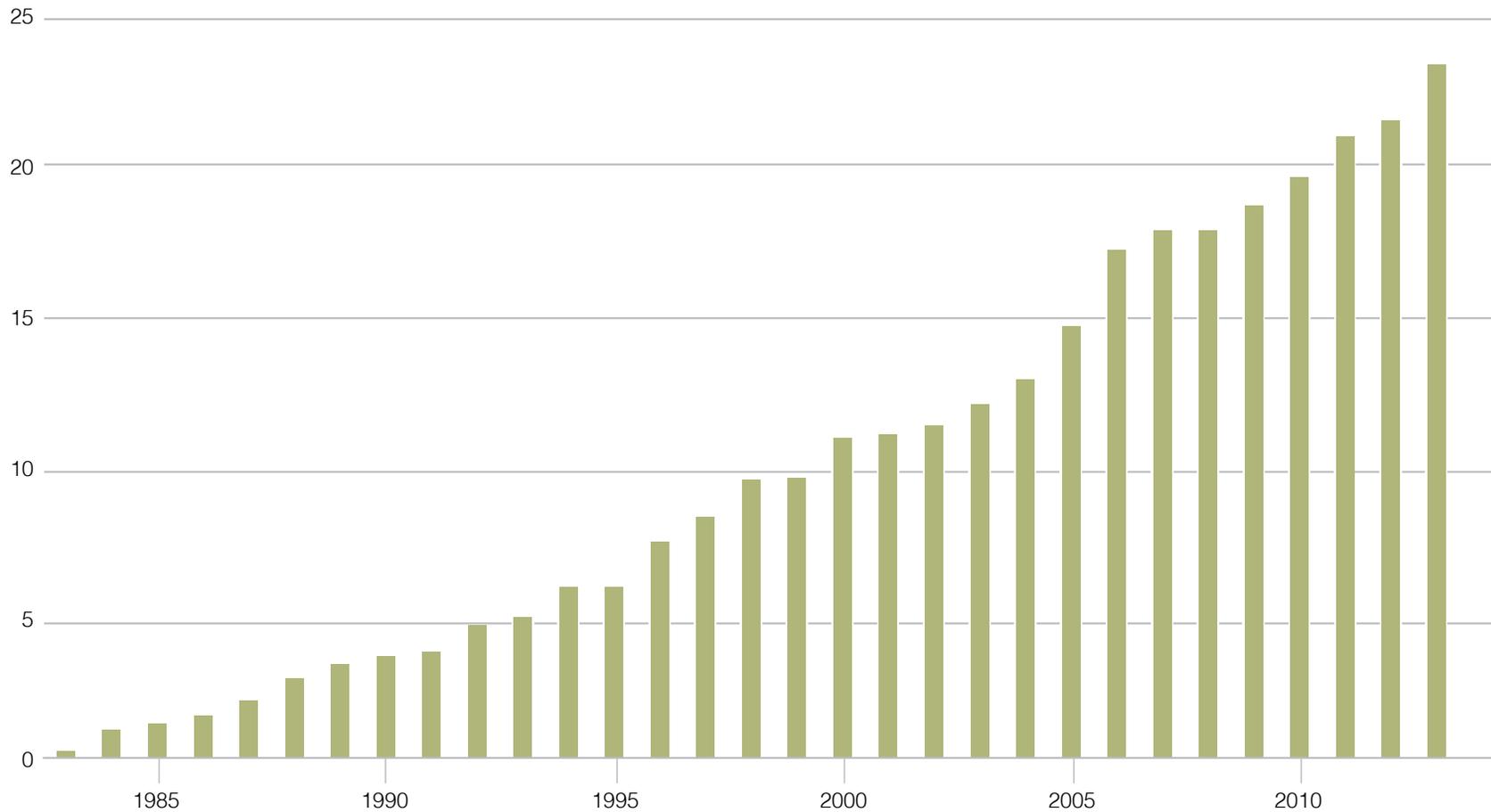
## Relationships

Something powerful happens when entrepreneurs put their heads together. At TMG, when we tap the individual drive to excel and use that to fuel our capacity as a team, we exceed what any one of us could accomplish on our own. Our prime directive has always been to cultivate the intuition of the group. To heed both our collective mind and instinct. We call it "TMG THINK." We trust one another to hold up our end of the deal. To play it smart for the team, for tenants and buyers, for the investor, for the community. That way, everybody wins.

# Development Portfolio

## TMG Partners Cumulative Development and Investment 1983–2013

Square Feet in MIL (1,000,000)

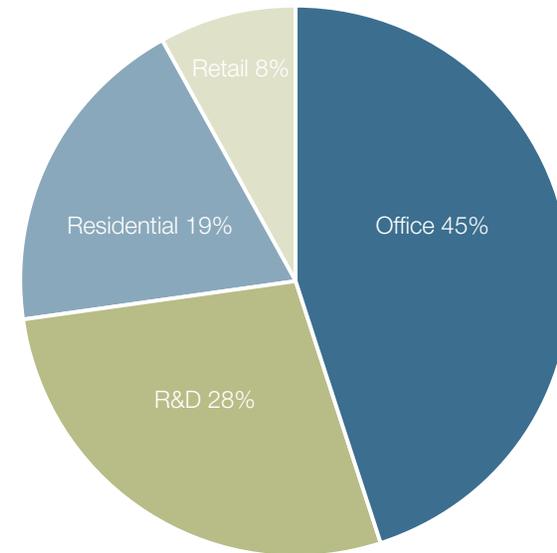


# Portfolio Summary

## Expertise In Multiple Asset Classes

**DEEP EXPERIENCE IN MULTIPLE ASSET CLASSES ALLOWS TMG TO APPROACH THE DEVELOPMENT POTENTIAL OF ANY SITE WITH NO PRODUCT BIAS.**

PRODUCT TYPE	VERTICAL SQ. FT.	PERCENT	TRANSACTIONS	PERCENT
Office	5,682,925	32.6%	25	34.7%
Mixed Use	4,937,625	28.3%	26	36.1%
R&D	4,411,000	25.3%	11	15.3%
Residential	1,663,500	9.5%	6	8.3%
Retail <sup>1</sup>	724,000	4.2%	4	5.6%
<b>Total</b>	<b>17,419,050</b>	<b>100.0%</b>	<b>72</b>	<b>100.0%</b>



### Notes

<sup>1</sup> Includes retail component of office, residential and mixed-use projects

Office	5,682,925 sq. ft
R&D	4,411,000 sq. ft
Residential	1,663,500 sq. ft
Retail	724,000 sq. ft

# Award Winning Projects

- |  |  |
|--|--|
| 2013 Best Office Sale<br>1275 Market<br>San Francisco Business Times                   | 2010 2009 2008<br>Real Estate Deal Maker of the Year<br>Michael Covarrubias            |
| 2013 Finalist for Office Sale<br>680 Folsom<br>San Francisco Business Times            | 2008 Best Office Sale/East Bay<br>Bay Center Offices<br>San Francisco Business Times   |
| 2013 Best Retail Sale<br>Emeryville Public Market<br>San Francisco Business Times      | 2008 Community Impact Award<br>SomaGrand<br>San Francisco Business Times               |
| 2013 Best Bay Area Development<br>680 Folsom<br>NAIOP Best of the Bay                  | 2007 Deal of the Year Runner-Up<br>Yahoo Land Assembly<br>San Jose Business Times      |
| 2013 Best San Francisco Investment<br>1275 Market<br>NAIOP Best of the Bay             | 2007 Largest Commercial Developer<br>San Francisco Business Times<br>Book of Lists     |
| 2012 Best Office Sale<br>155 5th Street<br>San Francisco Business Times                | 2006 Most Active Commercial Developer<br>San Francisco Business Times<br>Book of Lists |
| 2012 Largest Lease<br>Zynga, 356,000 sq. ft.<br>San Francisco Business Times           | 2005 Largest Commercial Developer<br>San Francisco Business Times<br>Book of Lists     |
| 2012 Largest Commercial Developer<br>San Francisco Business Times<br>Book of Lists     | 2004 Most Active Commercial Developer<br>San Francisco Business Times<br>Book of Lists |
| 2011 California State Assembly<br>Certificate of Recognition<br>Emeryville Marketplace | 2003 Office Lease Suburban Runner-Up<br>San Francisco Business Times<br>Book of Lists  |



Management Team  
In-Place 20+ years



# The TMG Team

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## Management

Michael A. Covarrubias  
Chairman & CEO

Cathy Greenwold  
Executive Vice President  
Capital Markets

Scott C. Verges  
General Counsel  
Executive Vice President

Lynn M. Tolin  
Senior Vice President  
Property Management

David Cropper  
Managing Director

Matt Field  
Managing Director  
Chief Investment Officer

Dan Siri  
Chief Financial Officer

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## Partners

Adam Chall  
Partner

Ken Dupee  
Partner

Ann MacLeod  
Counsel

Tom Stubbs  
Partner

Jamie Coffin  
Partner

Charles Gibson  
Partner

Amy Neches  
Partner

Drew Thomas  
Partner

Sean Donnelly  
Director, Construction  
Management

Brian Fleming  
Partner

Denise Pinkston  
Partner

Richard Watkins  
Partner

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## Associates

### Property Management

Dee Licican Senior Property Manager  
Kern Rodman Senior Property Manager  
Jeanine Valdez Senior Property Manager  
Zoa Town Asset Management Associate  
Susan Shirk Property Manager  
Julie Rodriguez Assistant Property Manager

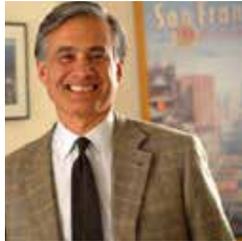
### Office

Sandra Stamper Office Manager/HR Manager  
Olivia Hernandez Senior Administrative Assistant  
Lauren Stover Junior Administrative Assistant/Receptionist

### Accounting

Denise Lew Controller  
Agnes Cheung Property Accountant  
Jessie Yu Junior Property Accountant  
Johnson Quach Junior Property Accountant  
Karen Lew AP/AR Accountant  
Bryan Nittler Accounting Technician

# Management Profiles



Michael A. Covarrubias  
Chairman & CEO

Michael Covarrubias joined TMG in 1988; he oversees all of the company's operations and has directed the company since 1995.

Prior to TMG: Mr. Covarrubias' professional background includes 17 years with Union Bank, including commercial and real estate lending as well as administrative management. In his last position, he served as Senior Vice President and Manager of Union Bank's Silicon Valley Regional Real Estate Center.

Mr. Covarrubias is a graduate of the University of San Francisco with a Bachelor's degree in business administration.

## Affiliations

Bay Area Council, Vice Chair, Member-Executive Committee  
Bay Area Council Economic Institute, Board Trustee  
Urban Land Institute, Trustee, Governor-ULI Foundation, San Francisco District Council Governance Committee Member  
The Committee on Jobs, Director, Executive Committee  
Fisher Center for Real Estate & Urban Economics, University of California, Berkeley, Policy Advisory Board Member and Executive Committee Member  
Lambda Alpha, Member  
Presidio Bank, Founder  
Center for Creative Land Recycling, Board Member



Cathy Greenwold  
Vice Chair, Capital Markets

Cathy Greenwold, Vice Chair, joined TMG in 1992. Ms. Greenwold has been responsible for expanding the company's portfolio through strategic acquisition of projects with particular emphasis on development opportunities and value enhancement. Ms. Greenwold has managed over \$2.7 billion in project financing and development activity for TMG. She has over 37 years of real estate and finance experience, and is a member of the TMG's Investment Committee.

Prior to TMG: Ms. Greenwold has an extensive background in real estate development, including 12 years as Vice President for Calprop Corporation.

Mrs. Greenwold holds a Bachelor's degree from the University of California Los Angeles. She was also a Sloan Fellow at Stanford Graduate School of Business, where she earned a Master's of Science degree in Business.

## Affiliations

California Department of Real Estate, Licensed Broker  
Lokey Graduate School of Business at Mills College, Mentor  
Urban Land Institute, Member  
Vincent Academy, Board of Directors  
Stanford Professionals in Real Estate SPIRE, Member  
The Real Estate Council for Stanford Alumni SREC, Member

# Management Profiles



**Matt Field**  
Chief Investment Officer

Matt Field, Chief Investment Officer, has almost 30 years of commercial real estate experience, including development, finance, leasing and project management. Mr. Field joined TMG in 1993 and currently chairs the Investment Committee, manages acquisitions and dispositions, and supports the firm's development activities.

He has been responsible for over \$2.5 billion of acquisitions and dispositions for TMG since 2003. Previously, he was responsible for managing complex entitlement and development projects.

Prior to TMG: Mr. Field worked at Catellus Development Corporation in corporate financial analysis and major asset acquisitions and dispositions. His prior experience also includes work at Sedway Associates and Halcyon Real Estate Advisors.

Mr. Field has a Bachelor's degree with a major in Political Science from the University of Colorado.

#### Affiliations

Yerba Buena Community Benefit District, Chairman of Board of Directors  
Lambda Alpha, Member  
NAOIP- San Francisco Chapter, Board of Directors  
Urban Land Institute, Member, IOPC Blue Council  
Fisher Center Policy Advisory Board, Member



**Scott Verges**  
General Counsel, Executive Vice President

Scott Verges has served as General Counsel for TMG Partners since 1999. In this position he oversees all legal matters for the firm. Scott is the Chairman of the Board of JSM Indochina, Ltd., a real estate company traded on AIM and focused on the development of real estate in Vietnam and Cambodia. Scott is also a Director and Chairman of the audit committee of Ferrous Resources Limited, a \$5 billion Brazilian mining company.

Prior to TMG: Mr. Verges has been associated with the law firm of MBV Law. Prior to his association with MBV Law, Mr. Verges was a principal in the law firm of Cassidy & Verges, which he co-founded in 1990. Mr. Verges received his J.D. in 1980 from Boalt Hall School of Law at the University of California, Berkeley, where he was Associate Editor of the Law Review.

#### Affiliations

JSM Indochina, Ltd. [AIM: JSM-L], Chairman of the Board  
Ferrous Resources Limited, Director & Chairman of the Audit Committee  
Mills College, Adjunct Professor  
Burnham Pacific Properties [NYSE: BPP] CEO 1999 – 2003  
BPP Liquidating Trust: Former Trustee  
Alameda County Medical Foundation, Former Vice Chairman  
Head-Royce School, Trustee and Chair of Facilities Committee

# Management Profiles



Daniel E. Siri  
Chief Financial Officer

Daniel E. Siri, Chief Financial Officer, joined TMG in 1991. Mr. Siri manages all financial and accounting matters for the company and brings to TMG Partners over 32 years of business experience and 26 years of real estate industry experience.

Prior to TMG: Mr. Siri has served as a Chief Financial Officer, Vice President-Finance and Controller for various real estate development enterprises. His experience includes complex real estate purchase and sale transactions, as well as real estate financing transactions including the financial and tax structuring of real estate transactions. Mr. Siri is licensed as a Certified Public Accountant in California and Nevada.

He holds a MBA degree in Finance from the University of Washington and a Bachelor of Science degree in accounting from the University of Nevada-Reno.

#### Affiliations

American Institute of CPAs, Member  
California Society of CPAs, Member



David Cropper  
Managing Director

David Cropper, Managing Director, joined TMG Partners in 2000. He has 25 years of direct real estate experience in finance, construction, and entitlements. He is responsible for TMG Partners' finance and development activities in Silicon Valley and is a member of the firm's Investment Committee. He has financed in excess of \$1 billion of real estate including construction loans, permanent loans, CMBS facilities as well as tax-exempt bond and tax credit structured financings.

Prior to TMG: Mr. Cropper's career began in commercial real estate finance at Union Bank and moved later to Comerica Bank where he oversaw real estate lending throughout the west. After leaving banking, he spent several years developing infill retail projects and acquiring properties for a private family foundation.

Mr. Cropper holds a A.B. degree, with a double major in English and Religious Studies, from Occidental College in Los Angeles, California

#### Affiliations

Habitat for Humanity Greater San Francisco, Board member and Chair  
NAIOP, Member, Board Member and Board Chair  
Peninsula Health Care District, Long Term Planning Committee  
San Mateo County Citizens for Traffic Relief, Board Chair  
Urban Land Institute, Member

# Management Profiles



Lynn Tolin

Executive Vice President

Director Asset/Property Management

TMG Lynn Tolin, Senior Vice President, is Director of Asset and Property Management at TMG Partners. She joined TMG in 1988 and has over 30 years of real estate experience in the Bay Area. In her current function, she manages seven million square feet of various property types valued in excess of over \$1 billion.

Prior to TMG: Ms. Tolin was with Cornish & Carey's San Mateo office, specializing in office leasing. She also spent time at Hare Brewer & Kelley in Palo Alto serving as Senior Property Manager, specializing in commercial and residential condominiums.

Ms. Tolin received her Bachelor's degree and MBA from St. Mary's College of California.

## Affiliations

California Department of Real Estate, Licensed Sales Associate  
Building Owners & Managers Association, San Francisco member

# Project Profiles

Diverse Project Expertise and Experience



# TMG Projects Bay Area

- Office
- Retail
- Residential

## ALBANY

- Albany Target

## BRISBANE

- Brisbane

## EAST PALO ALTO

- University Plaza

## EMERYVILLE

- Atrium
- Bay Center Office
- Educational Testing Service (ETS)
- EmeryBay Apartments
- Emeryville Warehouse Lofts
- Marketplace
- Rockwood Christie
- Powell St Plaza

## FREMONT

- Bayside Tech 1
- Bayside Tech 2
- Bayside Tech 3
- Alcion Bayside

## MARIN CITY

- Marin City

## MOUNTAIN VIEW

- Clyde/Logue
- Cypress Business Park

## NOVATO

- Hamilton Field

## PLEASANTON

- Chabot Office
- Diablo Corporate Center
- Hacienda Lakes

## REDWOOD CITY

- Midpoint Technology Park

## RICHMOND

- Marina Bay Business Park
- Richmond City Center

## SAN BRUNO

- The Crossing - Land Development
- The Crossing - Meridian
- The Crossing - Paragon

## SAN FRANCISCO

- Mission/Shaw
- 123 Townsend
- 1275 Market Street
- 155 5th Street
- 180 Montgomery Street
- 208 Utah Street
- 600 Battery Street
- 650 Townsend Street
- 680 Folsom / 50 Hawthorne
- 75-95 Hawthorne
- 875-899 Howard Street
- One Market Street
- One South Van Ness
- 1550 Bryant (Hamm's Bldg)
- 310 Townsend
- 845 Montgomery
- 1160 Mission (gsf ex 504 car garage)
- 1000 Van Ness
- Showplace Center

## SAN JOSE

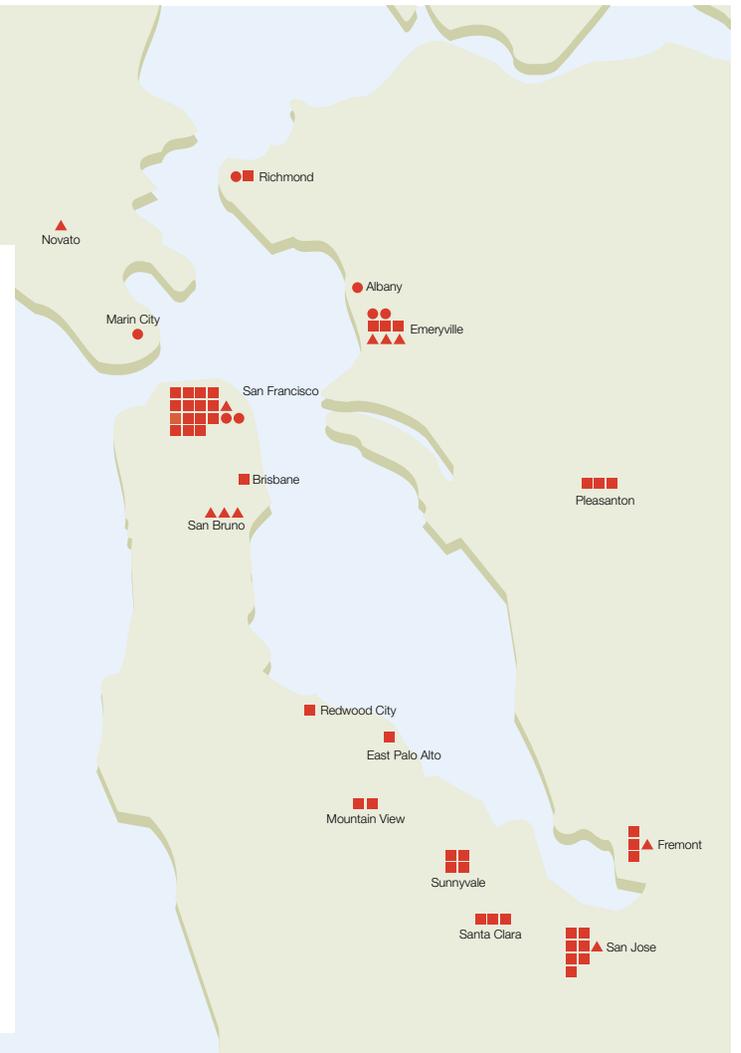
- 2851 Junction
- 5853 Rue Ferrari
- 3055 Orchard
- Net IQ/North First Street
- River Oaks Parkway
- Zanker/Tasman Research Center
- Silicon Valley Properties
- The Homes at Almaden Lake

## SANTA CLARA

- Tasman West (Siemens II)
- Siemens I (Rolm)
- 3003 Bunker Hill

## SUNNYVALE

- 1275 Crossman
- 1220 Midas/530 Lakeside
- Kifer Research Center
- Maude Research Center



Office / R&D

TIC  
MG

# Landmark @ One Market

**SAN FRANCISCO**  
**400,000 SQ. FT. OFFICE**  
**40,000 SQ. FT. RETAIL**

ACQUIRED **1998**  
SOLD **2005**

## Challenge

Rehabilitate the former headquarters of the Southern Pacific Railroad, constructed in 1916. The property had never undergone significant renovation.

## Solution

- » Repositioned asset as a trophy, Class-A office building and leased to seven tenants, including Del Monte (headquarters), Salesforce.com (headquarters), Autodesk and Microsoft
- » Entitled and built 60,000 sq. ft. addition
- » Completed comprehensive, state-of-the-art renovation including:
  - Seismic upgrade
  - Façade restoration
  - State-of-the-art building systems

## Approvals

- » Environmental Impact Report (EIR)
- » Planning Commission approval of Proposition M allocation for additional Office space
- » Certificate of Appropriateness from the Landmarks Preservation Advisory Board to modify a landmark building
- » Federal Historic Building Tax Credits
- » Various Conditional Use authorizations

## Awards

- » Winner: San Francisco Business Times, 1999 Downtown Office Development of the Year

## Capital

- » Farallon Capital  
*Equity*
- » Union Bank  
Guaranty Federal  
*Construction Lender*
- » Credit Suisse First Boston  
*Permanent lender*

## Project Team

- » Baker & McKenzie  
*Land Use Attorney*
- » McCluskey & Associates  
*Architect*
- » Tipping Mar Associates  
*Structural Engineer*
- » Plant Construction  
*General Contractor*



# 680 Folsom

SAN FRANCISCO  
521,425 SQ. FT. OFFICE

ACQUIRED 2010  
SOLD 2012

## Challenge

Rehabilitate two former Pacific Bell Buildings, constructed in 1964, into modern Class A Office space. The property had never undergone significant renovation and was in need of complete renovation, including seismic retrofit and new building systems

## Solution

- » Entitled 110,000 sq. ft. addition to existing structure
- » Repositioned asset as a trophy, Class-A office building leased to Macy's.com (243,000 sq. ft.) and Riverbed Technology (202,000 sq. ft.)
- » Sold property early in construction to Boston Properties in an UPREIT transaction
- » Completed comprehensive, state-of-the-art renovation including:
  - State-of-the-art seismic upgrade and building systems, including elevators, HVAC, electrical, plumbing, and life safety
  - New Exterior Curtain-wall
  - Rebuilt and moved entire core of building
  - All new building finishes including lobby, restrooms and core areas

## Approvals

- » CEQA Infill Exemption
- » Planning Commission approval of Proposition M allocation for additional Office space
- » Owner Participation Agreement (Development Agreement) with Redevelopment Agency
- » Transfer of Development Rights between lots

## Capital

- » Rockwood Capital  
*Equity Capital*
- » Wells Fargo  
*Acquisition Lender*
- » Heleba & Nord Bancs  
*Construction Lenders*

## Project Team

- » Coblenz Patch Duffy & Bass  
*Land Use Attorney*
- » Skidmore Owings & Merrill  
*Architect*
- » Tipping Mar Associates  
*Structural Engineer*
- » Plant Construction  
*General Contractor*



# 1275 Market

**SAN FRANCISCO**  
**350,000 SQ. FT. OFFICE**

ACQUIRED **2011**  
SOLD **2012**

## Challenge

Reposition a 350,000 sq. ft. mid 1970's single tenant office building into contemporary office space in the mid-market area of San Francisco.

## Solution

- » Designed and constructed a seismic upgrade designed to match the performance of a new building constructed to current code. Seismic rehabilitation was completed within 12 months of building acquisition.
- » Comprehensive elevator modernization including conversion to destination dispatch and replacement of all machinery and controls.
- » Designed and bid numerous cost effective capital expenditures including:
  - Repairs to all mechanical systems - installation of new energy management system, replacement of chiller, boiler, pumps and fans and overhaul of existing cooling tower
  - Waterproofing on 16 exterior balconies
  - Installation of an 8-story staircase to enable assembly use exiting
- » Sold the building to Dolby Laboratories 10 months after acquisition.

## Approvals

- » Expedited SF Building Department approval of a voluntary seismic upgrade

## Capital

- » DivcoWest  
*Equity*
- » LoanCore  
*Acquisition & Construction Debt*

## Project Team

- » Coblenz Patch Duffy & Bass  
*Land Use Attorney*
- » Tipping Mar Associates  
*Structural Engineer*
- » Swinerton Construction  
*General Contractor*



# 155 5th Street

**SAN FRANCISCO**  
**350,000 SQ. FT. OFFICE**

ACQUIRED **2010**  
SOLD **2011**

## Challenge

Convert a 1970's era former Wells Fargo data center and office building into a contemporary use. The project was challenged by large floor-plates (60,000 sq. ft.), no windows on 2 of the 7 floors, significant asbestos remediation, and the need of a seismic upgrade.

## Solution

- » Planned the seismic upgrade, replacement of the building skin and upgrade of all building systems to transform the obsolete building into a Class A facility
- » The University of Pacific Dugoni School of Dentistry made an offer to purchase the asset that was contingent on a change in use and specialized improvements
- » TMG worked with Dugoni to obtain the discretionary approvals for the change of use
- » Demolished the interior improvements and fully abated the asbestos fireproofing throughout the steel frame building
- » Sold entitled, abated building to Dugoni School

## Award

- » Winner: San Francisco Business Times, 2011 Deal of the Year - Best Office Building Sale

## Approvals

- » Obtain governmental approvals to convert 350,000 sq. ft. of office space to a combination of post-secondary education, out-patient medical and office uses
- » Negative Declaration CEQA compliance
- » Planning Department design review approval
- » Obtained Site Permit which vested the land use change

## Capital

- » Continental Development Corporation  
*Equity*

## Project Team

- » Coblenz Patch Duffy & Bass  
*Land Use Attorney*
- » Tipping Mar Associates  
*Structural Engineer*
- » Plant Construction  
*General Contractor*



# 208 Utah

**SAN FRANCISCO**  
**76,000 SQ. FT. OFFICE**

ACQUIRED **2010**  
SOLD **2012**

## Challenge

Resolve entitlement issues of former industrial facility being occupied by office tenants. Rehabilitate the brick-and-timber building constructed in 1911. The property had never undergone significant renovation.

## Solution

- » Repositioned asset as a desirable “creative space” building by uncovering original brickwork and heavy timbers.
- » Entitled second, third and fourth floors as office through San Francisco Planning Department’s “Legitimization” Program.
- » Secured long-term lease with 30 year-old technology tenant for ground floor light industrial use.
- » Completed comprehensive renovation of all building common areas.
- » Built new structural system to allow for removal of portions of brick wall, enabling expansion of Fortune 500 tenant, Warner Brothers

## Approvals

- » Planning Commission approval of conversion of industrial zoned space to office space including Proposition M (Sec. 321) allocation for Office space

## Capital

- » Farallon Capital  
*Equity*
- » Wells Fargo  
*Construction Lender*

## Project Team

- » Coblenz Patch Duffy & Bass  
*Land Use Attorney*
- » Studio TMT  
*Architect*
- » Tipping Mar Associates  
*Structural Engineer*
- » CCI  
*General Contractor*



# 650 Townsend

**SAN FRANCISCO**  
**620,000 SQ. FT. OFFICE / 30,000 SQ. FT. RETAIL**  
**586 PARKING STALLS / 931 VALET PARKING**

ACQUIRED **2006**  
SOLD **2012**

## Challenge

Renovate the former San Francisco Fashion Center into an attractive and functional Class-A office and retail project by solving zoning and physical issues

## Solution

- » Re-entitle 375,000 sq. ft. of “Business Service” space (a restrictive zoning designation) to “Office” designation
- » Re-configure entrance and circulation, including new, relocated lobby and second elevator core
- » Convert a portion of the existing lobby to revenue-generating retail space
- » Provide low cost, large floor plate office space (100,000 sq. ft.) in a supply-constrained market
- » Executed 410,000 sq. ft. lease with Zynga
- » Sold building to Zynga after their IPO

## Approvals

- » 375,000 office sq. ft. under Section 321 of the Planning Code (Proposition M)
- » Endorsements from Potrero Hill Boosters, Potrero Hill Merchants Association, Dog Patch Association

## Capital

- » Farallon Capital Management  
*Equity*
- » Wachovia  
*Construction Debt*

## Project Team

- » Studios  
*Architect*
- » Plant Construction  
*General Contractor*
- » Coblenz, Patch, Duffy & Bass  
*Land Use Counsel*



# 180 Montgomery Street

**SAN FRANCISCO**  
**287,500 SQ. FT. OFFICE**  
**12,500 SQ. FT. RETAIL**

ACQUIRED **2000**  
SOLD **2007**

## Challenge

Acquire a core asset with below-market rents and near-term lease expirations to maximize income through lease roll-overs. During the post-dot com downturn, manage the property, including leasing and debt restructuring, to maximize value in the office market recovery

## Solution

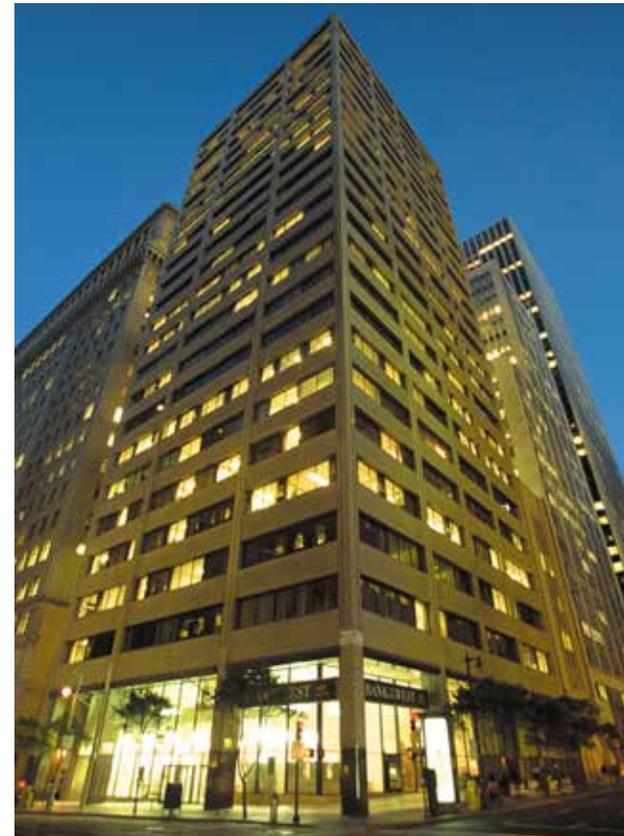
- » Executed a renewal and expansion of the anchor tenant, Bank of the West, for 75,964 sq. ft. headquarters lease (25% of the building)
- » Managed the property during tech tenant failures in the wake of the dot com era
- » Executed short-term leases that required prudent capital investment
- » Re-tenanted entire building through 73 lease transactions representing over 377,000 sq. ft during five-year ownership
- » Sold in January 2007 to a JV between a foreign operator and a local investor

## Major Tenants

- » Bank of the West
- » Ameriprise Financial  
*(fka American Express)*

## Capital

- » Farallon Capital Management  
*Equity*
- » New York Life  
*Debt*



# Hawthorne Plaza

**SAN FRANCISCO**  
**440,000 SQ. FT. OFFICE**  
**IN 2 BUILDINGS**

ACQUIRED **2006**  
SOLD **2007**

## Challenge

Re-position building as institutional asset and position to extend anchor tenant's (GSA) lease by implementing necessary structural and exterior skin upgrades. Obtain sole-source negotiating authority from Congress to facilitate early GSA lease renewal

## Solution

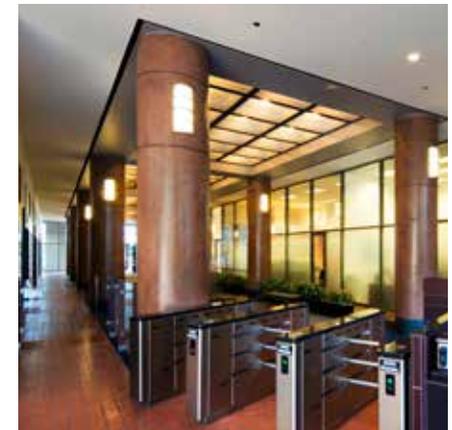
- » Implemented a seismic upgrade to reduce PML from 22% to 18%, a critical pre-requisite to renew the 260,000 sq. ft. GSA lease for the Environmental Protection Agency (EPA)
- » Eliminated recurring water intrusion with comprehensive exterior skin restoration. The original EFIS system had reached the end of its 20-year useful life
- » Worked with the GSA to obtain sole-source negotiating authority from Congress for an early renewal of the EPA lease to lower their occupancy cost in a rising rent market
- » Renewed GSA lease for the US Passport Office
- » Leased portion of remaining vacant space to commercial tenants
- » Sold to an international Office REIT in December 2007

## Capital

- » Farallon Capital Management  
*Equity*
- » HSH Nordbank  
*Debt*

## Project Team

- » Tipping Mar + Associates  
*Structural Engineer*
- » Simpson, Gumpertz and Heger  
*Waterproofing Consultant*
- » Plant Construction  
*General Contractor*



# 600 Battery Street

**SAN FRANCISCO**  
**112,000 SQ. FT. OFFICE**

ACQUIRED **1997**  
SOLD **2001**

## Challenge

Reposition 1920s-era industrial building to office space targeting tenants in creative industries

## Solution

- » Completed comprehensive renovation including:
  - Reconfigured entries, lobbies, circulation, restroom and elevator core
  - Addition of approximately 10,000 sq. ft.
  - Full seismic upgrade
  - Hazardous materials remediation
  - Façade restoration
  - All-new base building systems
- » Fully leased to two tenants
  - GMO/Hill Holiday, a subsidiary of Interpublic; 94,000 sq. ft.; 10-year term
  - Seven Worldwide (fka Applied Graphics Technologies); 18,000 sq. ft.; 10-year term
- » Sold to a Pension Fund Advisor

## Capital

- » Farallon Capital Management  
*Equity*
- » Comerica  
*Debt*

## Project Team

- » Studios Architecture  
*Architect*
- » Tipping Mar + Associates  
*Structural Engineer*
- » Plant Construction  
*General Contractor*
- » Grubb & Ellis  
*Leasing*



# 875-899 Howard Street

**SAN FRANCISCO**  
**192,000 SQ. FT. OFFICE**  
**98,000 SQ. FT. R&D**  
**48 PARKING STALLS**

ACQUIRED **2007**  
CONTRIBUTED TO REIT **2010**

## Challenge

Solve physical and zoning issues associated with Property's incomplete re-entitlement as Office (process abandoned 8 years prior) and subsequent use as the temporary home of the California Academy of Sciences. Repositioned Property as "creative space" to attract technology and media tenants.

## Solution

- » Upgraded façade, signage, entrance, lobby and other common areas
- » Addressed deferred maintenance and capital expenditures remaining from prior owner
- » Re-tenanted property after the relocation of the Academy of Sciences to their new facility. TMG continued its leasing and project management roles following the contribution of the asset to a newly-formed REIT, Hudson Pacific Properties, in Q2 2010.
- » Achieved 100% lease-up in Q3 2011

## Capital

- » Farallon Capital Management  
*Equity*
- » Wachovia/Wells Fargo  
*Debt*

## Project Team

- » Coblenz, Patch, Duffy & Bass  
*Land Use Counsel*
- » Lundberg Design  
*Architect*
- » Plant Construction  
*General Contractor*

## Major Tenants

- » Aegis Media
- » Heald College
- » Kiva Microfunds
- » Idle Games
- » Pivotal Labs



# One South Van Ness

**SAN FRANCISCO**  
**476,000 SQ. FT. OFFICE**  
**17,000 SQ. FT. RETAIL**

ACQUIRED **2004**  
SOLD **2007**

## Challenge

Reposition and re-tenant a former Bank of America-owned and -occupied building. Property was 65% vacant (+/-320,000 sq. ft.) at acquisition, with large floor-plates (60,000 sq. ft.) in a 20% vacant sub-market dominated by small tenants.

## Solution

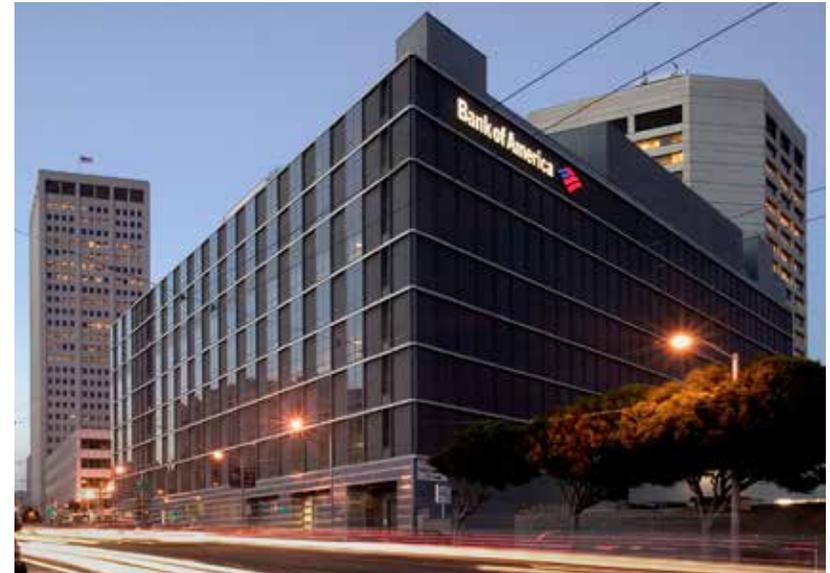
- » Leased 300,000 sq. ft. to the City of San Francisco with Purchase Option
- » Implemented a phased occupancy for the City over 24 months
- » Designed, engineered, permitted and constructed tenant improvements for seven separate City departments including:
  - MTA Revenue Center
  - MTA Department of Parking and Traffic
  - Mayor's Office of Housing
  - San Francisco Redevelopment Agency
  - Mayor's Office of Community Development
  - 311 Call Center
  - Department of Telecommunications & Information Services
- » Sold building to the City and County of San Francisco upon completion in 2007

## Capital

- » Farallon Capital Management  
*Equity*
- » Comerica  
*Debt*

## Team

- » Studios Architecture  
*Architect*
- » Plant Construction  
*General Contractor*



# First and Mission

**SAN FRANCISCO**  
**2,000,000 SQ. FT. MIXED-USE**

ACQUIRED **2013**

## Challenge

Acquire multiple parcel asset (four buildings totaling 212,000 sq ft and a land parcel) that was locked in a disputed foreclosure and protracted litigation. The buildings were in various states of disrepair and needed a significant capital infusion to be re-tenanted. The asset also needed re-entitlement under the Transbay District Plan.

## Solution

- » TMG and Northwood Investors worked with the lender and disputed owner to craft a series of tri-party agreements including settlement and release and acquisition of the asset.
- » The existing buildings will be renovated and re-tenanted to provide interim cash flow, while completing entitlements for approximately 1.8 million sq ft of mixed use development (1.2 mm sq ft office, 500 units) consistent with the Transbay Transit Center District Plan.

## Capital

- » Northwood Investors  
*Equity*



# Hamm's Building 1550 Bryant Street

SAN FRANCISCO  
184,000 SQ. FT. OFFICE

ACQUIRED 2012

## Challenge

Reposition former brewery into best in class creative office building. The property had zoning which only permitted half of the building to be office and the balance was industrial. The property also had significant deferred maintenance and dated interiors and common areas.

## Solution

- » TMG devised a complex strategy to technically meet zoning requirements to convert non-permitted office space to permitted office space and successfully obtained approval for the entire building to be permitted as office space.
- » Implemented a comprehensive renovation plan for the building that included a branding campaign tied to the building's history and highlighting the unique features of the building. The renovation plan included a new entry and ground floor façade, all new common area finishes throughout the building, including main lobby, restrooms, corridors and elevator lobbies.
- » Developed a series of unique on site amenities, including bringing in lobby café (Salumeria) from James Beard award winning chef (Thomas

McNaughton), developing penthouse common area with 360 degree views and roof deck with fire-pit, and a conference facility.

- » Established a leasing program designed to capitalize on the building's unique re-branded industrial aesthetic and to attract larger tenants by converting multi-tenant floors to single tenant floors

## Anchor Tenants

- » Asana
- » Rdio
- » UCSF

## Capital

- » Alcion Ventures  
*Equity*
- » Comerica Bank  
*Debt*

## Project Team

- » Studio TMT  
*Architects*
- » Reuben & Junius  
*Legal*
- » Contractor  
*Hillhouse*



# Bay Center Offices

**EMERYVILLE**  
**327,750 SQ. FT. OFFICE**

COMPLETED **1988**  
SOLD **2007**

## Challenge

Build a Class-A office project in Emeryville before it was a recognized office submarket. Recapitalize and re-position project after 2001-2003 recession.

## Solution

- » Built as Class-A Headquarters office location on a multi-tenant basis with Sybase and Chiron as anchor tenants
- » Recapitalized asset in 2004 after Sybase's lease expired. Chiron was the only remaining tenant and had near term lease expiration
- » Extended Chiron (Novartis) lease for 13 years
- » Executed Jamba Juice headquarters 10-year lease (35,000 sq. ft.)
- » Re-tenanted balance of project, investing in mechanical system upgrades and new building lobbies; new tenant improvements; demised and built out small tenant spec suites (1,200-4,000 sq. ft.) to capture broader range of tenants.
- » Sold in Q2 2007 to a JV between a global insurance company and a local investor

## Awards

- » Winner: San Francisco Business Times, 2007 East Bay Office Sale of the Year
- » Finalist: San Francisco Business Times, 2006 East Bay Office Steal of the Year for attracting the Jamba Juice headquarters from San Francisco to Emeryville

## Capital

- » Farallon Capital Management  
*Equity*
- » Comerica  
*Debt*

## Project Team

- » Gensler  
*Architect*
- » Devcon Construction  
*General Contractor*

## Major Tenants

- » Novartis (Chiron)
- » Sybase
- » Jamba Juice
- » MobiTV



# Cypress Business Park Samsung Built to Suit

**MOUNTAIN VIEW**  
**385,000 SQ. FT. OFFICE**

ACQUIRED **1998**  
IN PORTFOLIO

## Challenge

Develop 385,000 sq ft Class-A office campus for Samsung Research America to meet an aggressive schedule goal of completion by end of 2014.

## Solution

- » Tripled the permissible site density in accordance with provisions of a transit oriented development zone overlay density bonus
- » Met highest standards of sustainability by making project LEED Platinum for Core and Shell
- » Formed an independent Transportation Management Association to link project to nearby rail stations and enhance transit connections to other Mountain View projects
- » Implemented a Transportation Demand Management plan that targets minimum 20% peak hour trip reduction and includes strict financial penalties as enforcement mechanism
- » Negotiated an early lease termination with an existing tenant of half of the site with a lease running thru end of 2014
- » Completed all design, permitting and obtained construction financing in order to commence construction in September, 2013

## Approvals

- » Transit Overlay Density zoning achieved for site due to proximity to light rail
- » Full EIR with special focus on traffic and congestion
- » Santa Clara Airport Land Use Commission Approval
- » Design Review Committee Approval
- » Environmental Planning Commission Unanimous Approval
- » City Council Unanimous Approval

## Capital

- » Farallon Capital Management *Equity*
- » Wells Fargo Construction *Financing*

## Project Team

- » Studios Architecture *Architect*
- » Devcon Construction *General Contractor*



# Midpoint Technology Park

REDWOOD CITY  
1,012,500 SQ. FT. OFFICE

ACQUIRED 1995  
SOLD 2006

## Challenge

Redevelop 1960s-era former Ampex Corporation manufacturing, assembly and research headquarters into a Class-A office campus in a pioneering location between San Francisco and Silicon Valley

## Solution

- » Structured acquisition as a sale and partial leaseback, downsizing Ampex from 500,000 to 185,000 sq. ft. as anchor tenant of the redevelopment
- » Entitled, master-planned and built 500,000 sq. ft. of new Class-A office space
- » Demolished obsolete buildings, retrofitted and installed modern systems in renovated buildings, and constructed new infrastructure throughout project
- » Re-branded as Midpoint Technology Park, the campus was 100% leased to companies including @Home, Excite and Broadvision
- » At the completion of construction, obtained non-recourse, cash-out financing (return of all costs plus profit)
- » Following major tenant bankruptcies, restructured into with partnership with senior lender. Managed property and ultimately sold to Stanford University and Stanford Hospital. Lender paid in full.

## Awards

- » Winner: San Francisco Business Times, 2005 Suburban Office Sale of the Year
- » Finalist: San Francisco Business Times, 1998 Rehab Deal of the Year

## Capital

- » Farallon Capital Management  
*Equity*
- » Comerica, Guaranty Fed, Fremont  
*Construction Debt*

## Project Team

- » Beveridge & Diamond  
*Land Use Counsel*
- » HOK Architects  
*Architects*
- » Kenneth Rodrigues Partners  
*Architects*
- » Devcon Construction  
*General Contractor*



# Bayside Technology Park

**FREMONT**  
**1,450,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2005/2006**  
IN PORTFOLIO

## Challenge

Reposition 65%-leased portfolio of 19 buildings

## Solution

- » Acquired 14 properties from Renco in Q3 2005 (1,025,000 sq. ft.)
- » Leased one vacant building (97,000 sq. ft.) and sold with three other leased buildings (315,000 sq. ft.) in Q1 2006 to a Real Estate Core Fund
- » Acquired five additional properties from Renco Q2 2006 (425,000 sq. ft.)
- » Refinanced portfolio with new loan from Barclays and returned 30% of original equity
- » Negotiated renewal & expansion of lease with Boston Scientific, extending lease maturity to 2013 and expanding by 94,000 sq. ft., for a total of 360,000 sq. ft. (Largest East Bay Office/R&D lease of 2007)
- » Sold three properties to local real estate fund in 2007
- » Sold four properties to HRPT in Q1 2009 (392,500 sq. ft.); extended loan

## Capital

- » JER Roberts  
Farallon Capital Management  
*Equity*
- » Barclays / PCCP  
*Debt*

## Project Team

- » Cornish & Carey  
*Leasing Broker*

## Major Tenants

- » Boston Scientific
- » Asyst Technologies
- » Mattson Technology
- » Kimball Electronics
- » Micron Technology



# Champion Station 150-250 West Tasman

**SAN JOSE**  
**810,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2013**  
IN PORTFOLIO

## Challenge

Execute a complicated multi-building, multi-year sale-leaseback transaction with technology giant Cisco Systems, Inc.

As Cisco systematically vacates the buildings over time, embark on a complete renovation of the campus by rebranding the 1990s-era R&D buildings into a series of Class-A campuses or single tenant buildings. Renovations to include signage, landscaping, building skin, interiors and common areas.

## Solution

- » Completely refresh 20-year old, mature landscaping scheme to enhance street visibility and appeal and complement with enhance exterior tenant amenity spaces
- » Re-envision the entrance and exterior to distinguish properties from neighboring uniform Cisco facilities
- » Update lobby, restrooms, flooring, painting, ceilings and other interior common areas
- » Rebalance proportions of laboratories, conference rooms and cafeteria space in select, unique-purpose buildings.

- » Negotiate and recorded comprehensive Reciprocal Easement Agreement covering parking, ingress & egress, signage, utilities and recreational facilities.
- » Address deferred maintenance and capital expenditures remaining from prior owners

## Capital

- » Fortress Investment Group LLC  
*Equity*
- » Starwood Capital Group  
*Debt*

## Project Team

- » Devcon Construction  
*General Contractor & Architect*
- » Studio O+A  
*Architecture and Branding*
- » Kier & Wright Civil Engineers & Surveyors, Inc.  
*Civil Engineer*



# 3055 Orchard Drive

**SAN JOSE**  
**111,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2012**  
IN PORTFOLIO

## Challenge

Reposition a dated 1980s-era vacant office/R&D building into a Class A facility targeting laboratory intensive technology tenants.

## Solution

- » Completed comprehensive renovation including:
  - Installed new high performance vision and spandrel glass system
  - Added new, 3,000 sq. ft. employee patio featuring 34' of multi-track sliding doors, cascading waterfall and teak wood seating
  - Completed landscape renovation and parking lot re-seal
  - Re-envisioned entrance, hardscape and lobby interiors
  - Demolished interior demising walls and updated lighting, ceilings and restrooms
  - New roof and all-new base building systems
- » Addressed deferred maintenance and capital expenditures remaining from prior owners

## Capital

- » Alcion Ventures LP  
*Equity*
- » Wells Fargo Bank  
*Debt*

## Project Team

- » McLarney Construction  
*General Contractor*
- » Banducci Associates Architects, Inc  
*Architect*
- » CBRE  
*Leasing Broker*



# 2851 Junction Avenue

**SAN JOSE**  
**153,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2012**  
IN PORTFOLIO

## Challenge

Re-position an 11-year-old office building that was originally leased to County of Santa Clara from a government building into a market-leading, Class-A, four story office tower in the resurgent North San Jose market.

## Solution

- » Completed comprehensive renovation including:
  - New lobby, common area and restrooms
  - Expanded outdoor eating areas
  - Upgraded sustainable landscaping
  - Two dual-head electric vehicle charging stations

## Capital

- » Alcion Ventures, LP  
*Equity*
- » Comerica Bank- California  
*Debt*

## Project Team

- » Devcon Construction  
*General Contractor*
- » Arc Tec, Inc.  
*Architect*
- » Cornish and Carey,  
Newmark Knight Frank  
*Leasing Broker*



# 3003 Bunker Hill Lane

**SANTA CLARA**  
**81,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2012**  
IN PORTFOLIO

## Challenge

Reposition a multi-tenant Office/R&D building built in 1979 into a Class A single-tenant building.

## Solution

- » Relocate and terminate existing tenants in order to empty building and prepare for rehab
- » Complete comprehensive renovation including:
  - Demolish existing multi-tenant corridors
  - New lobby, restrooms, and front & rear entranceways
  - Improved the outdoor patio area with new landscaping, sliding doors, and concrete surface area
  - New HVAC system
  - Repainted and finished the exterior
  - Added more parking
  - Improved landscape identity throughout Property
  - Increased power from 1,200 AMPs to 2,500 AMPs

## Capital

- » Alcion Ventures, LP  
*Equity*
- » California Bank & Trust  
*Debt*

## Project Team

- » McLarney Construction  
*General Contractor*
- » Modulus  
*Architect*
- » Colliers International and Cassidy Turley  
*Leasing Brokers*



# 47071 & 46897 Bayside Parkway

**FREMONT**  
**234,000 SQ. FT. OFFICE/R&D**

ACQUIRED **2011**  
IN PORTFOLIO

## Challenge

Reposition a vacant portfolio of three properties, consisting of two 1980s-era and one 1999-developed projects, into Class A office/R&D buildings targeting technology and manufacturing firms.

## Solution

- » Completed comprehensive renovation including:
  - Reconfigured entryways, hardscape and new lobbies in each building
  - Resurfaced and equipped dual-purpose basketball/tennis sports court
  - Demolished interior demising walls and constructed 4,000 sq. ft. market-ready vignette
  - Repainted all external and internal wall surfaces
  - Completed landscape renovation and parking lot re-seal
  - Performed ADA Path of travel updates
- » Address deferred maintenance and capital expenditures
- » New roofs and performed updates to HVAC and fire life safety systems

## Awards

- » Finalist: San Francisco Business Times, 2011 Best Bargain

## Capital

- » Alcion Ventures, LP  
*Equity*
- » California Bank & Trust  
*Debt*

## Project Team

- » Devcon Construction  
*General Contractor*
- » Devcon Construction  
*Architecture*
- » Cornish and Carey,  
Newmark Knight Frank  
*Leasing Broker*



Residential



# SOMA Grand 1160 Mission Street

**SAN FRANCISCO**  
**246 UNITS RESIDENTIAL**  
**5,000 SQ. FT. RETAIL**  
**504 PARKING STALLS**

ACQUIRED **2005**  
SOLD OUT **2010**

## Challenge

Develop and sell luxury-serviced condominiums in Civic Center neighborhood

## Solution

- » Entitled 246 unit ground up residential development project
- » Develop project with high-quality finishes and amenities with emphasis on panoramic views, value pricing, and services
- » Contracted with Joie de Vivre Hospitality, a local boutique hotel operator, to provide high-quality services at lowest cost
- » Leased restaurant space to local celebrity chef, Charles Phan
- » Amenities include media/community room, fitness center, large outdoor deck

## Awards

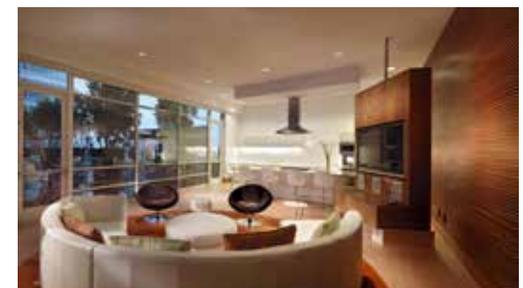
- » Finalist: San Francisco Business Times, 2008 Community Impact Award

## Capital

- » Farallon Capital Management  
*Equity*
- » HSH Nordbank  
*Debt*

## Project Team

- » Architecture International  
*Architects*
- » Kwan Henmi  
*Architects*
- » Webcor Builders  
*General Contractor*



# 1000 Van Ness

**SAN FRANCISCO**  
**76,500 SQ. FT. (14 SCREENS) THEATER; 28,200 SQ. FT. HEALTH CLUB 75,000 SQ. FT.;**  
**50 LUXURY LOFT CONDOMINIUMS RESIDENTIAL**  
**20,500 SQ. FT. RETAIL / 450 PARKING STALLS**

ACQUIRED **1997**  
SOLD **2001**

## Challenge

Convert long-vacant, historic Don Lee Cadillac Building into a modern mixed-use complex

## Solution

- » Develop multiplex theater and garage on vacant adjacent parcel
- » Utilize new theater and garage building to brace and seismically upgrade existing historic structure
- » Sell commercial and residential condominiums
- » 20% Federal Historic rehabilitation tax credits

## Award

- » Winner: San Francisco Business Times 1998 Rehab Deal of the Year

## Approvals

- » Environmental Impact Report (EIR)
- » Certificate of Appropriateness from the Landmarks Preservation Advisory Board; historic rehabilitation approved by State Historic Preservation Office and the United States Secretary of the Interior's office
- » Largest bulk exception in the City's history
- » Re-zoning for theater use, parking variance, rear yard exception

## Endorsements

- » San Francisco Architectural Heritage, North of Market Planning Coalition, Tenderloin Neighborhood Development Corporation, Polk Street Merchants' Association, Golden Gate Restaurant Association

## Capital

- » Burnham Pacific Properties  
*Equity*
- » BancOne  
*Debt*

## Project Team

- » Holliday Development  
*Co-Developer*



# 260 5th St.

**SAN FRANCISCO**  
**220,000 SQ. FT. RESIDENTIAL**  
**5,000 SQ. FT. RETAIL**

ACQUIRED **2007**  
SOLD **2012**

## Challenge

Acquired an existing under-utilized Class “C” office building and an adjacent surface parking lot in the changing Fifth Street SoMa neighborhood corridor for redevelopment into a Class A multi-family housing project. Concurrent with the entitlement process, the “Eastern Neighborhoods” plan re-zoning was being processed by the City of San Francisco.

## Solution

- » Worked closely with city officials and neighborhood activists to obtain all the necessary entitlements to develop a Class A multi-family housing project.
- » Completed a pre-sale of the project to Essex Property Trust prior to breaking ground.
- » Engaged by Essex to perform development management services to deliver a turn-key asset.

## Approvals

- » Environmental Impact Report (EIR)
- » Planning Commission approval

## Capital

- » CalPERS  
Essex Property Trust  
*Equity*
- » None  
*Construction lender*
- » None  
*Permanent lender*

## Project Team

- » Gibson Dunn  
*Land Use Attorney*
- » Architecture International  
*Architect*
- » Magnusson Klemencic  
*Structural Engineer*
- » Webcor Builders  
*General Contractor*



# Meridian & Paragon at the Crossing

**SAN BRUNO**  
**485 APARTMENTS RESIDENTIAL**

DEVELOPED **2002-2006**  
SOLD **2006**

## Challenge

Build the first new Class-A apartment project in the north Peninsula in 15 years

## Solution

Phase I: Meridian (300 units) + 10,000 sq. ft. amenity building

Phase II: Paragon (200 units)

- » Targeted renters seeking superior design and amenities, particularly commuters to San Francisco and the South Bay
- » Secured largest allocation of tax-exempt housing bonds to date in California
- » Built Recreation Center (pool, fitness facilities, theater, community rooms) for the entire project during the first phase to set high-quality tone for the project
- » Achieved full lease-up in less than 16 months
- » Sold to a national apartment REIT

## Awards

- » Winner: San Francisco Business Times, 2004 Best Market Rate Residential

## Capital

- » MacFarlane Partners/CalPERS, State of California Affordable Housing Tax Credits  
*Equity*
- » Union Bank, Comerica Bank, Fannie Mae, State of California Tax-Exempt Housing Bond  
*Debt*
- » San Mateo County C/CAG Transit-Oriented Development Grant, City of San Bruno Tax Increment Financing  
*Other*

## Project Team

- » Regis Homes of Northern California  
*Co-Developer*
- » SB Architects  
*Architects*
- » MVE & Partners  
*Architects*
- » The Guzzardo Partnership  
*Landscape Architects*
- » Creative Design Consultants  
*Interiors*
- » Devcon Construction  
*General Contractor*



# Emeryville Warehouse Lofts

**EMERYVILLE**  
**127 UNITS RESIDENTIAL**  
**6 UNITS OFFICE / 7 UNITS LIVE-WORK**  
**180 PARKING STALLS**

ACQUIRED **1997**  
COMPLETED **2001**

## Challenge

Transform a dilapidated, 1930s-era, four-story warehouse into 140 contemporary lofts & commercial spaces

## Solution

- » First large-scale industrial-to-residential conversion in Emeryville, patterned on successful projects in San Francisco's SOMA neighborhood
- » Added new penthouse levels to capture views of the San Francisco skyline and Berkeley hills
- » Offered wide price range from \$180,000 to over \$1,000,000 to maximize target market; sold out within 6 months
- » Developed live-work lofts at grade to activate the pedestrian streetscape
- » Structured tax-advantaged sale for the long-time owner of the original warehouse

## Awards

- » Winner: 2000 Pacific Builders' Golden Nugget Merit Award for Best Mixed Use; 2001 Builder's Choice Grand Prize

## Approval

- » Negative Declaration under CEQA
- » Design Review through Planning Commission & City Council

## Capital

- » Farallon Capital Management *Equity*
- » Union Bank of California *Construction Lender*
- » The City of Emeryville *Subordinated Lender*

## Project Team

- » Holliday Development *Co-Developer*
- » North Bay Ecumenical Homes *Affordable Housing Partner*
- » David Baker & Partners *Architect*
- » Tipping Mar + Associates *Structural Engineer*
- » Devcon Construction *General Contractor*



# EmeryBay Club and Apartments

**EMERYVILLE**  
**PHASE I: 424 UNITS RESIDENTIAL**  
**PHASE II: 260 UNITS RESIDENTIAL**

COMPLETED **1988/1994**  
SOLD **2005/2007**

## Challenge

Convert underutilized industrial land into institutional quality rental apartments, capitalizing on Emeryville's proximity to Oakland, Berkeley and San Francisco. Part of TMG's EmeryBay redevelopment project

## Solution

- » Mapped Phase I as condos with an agreement with the City for a ten-year rental period
- » Financed Phase II via Multifamily Housing Tax-Exempt Bonds
- » Phase I completed in 1988, sold in 2005 to a condominium conversion company
- » Phase II completed in 1994, sold in 2007 to a national Real Estate Investment Trust

## Product: Phase I

424-unit, market-rate apartment complex with studio, one bedroom and two bedroom units

## Product: Phase II

260-unit, mixed-income complex built as a joint venture with BRIDGE Housing and the City of Emeryville. 104 below-market-rate units

## Capital: Phase I

- » Union Bank  
*Construction Lender*
- » TIAA, Wachovia Bank  
*Permanent Lenders*

## Capital: Phase II

- » Stone & Youngberg  
*Bond placement*
- » City of Emeryville  
*Grant provider*

## Project Team

- » PBMC (Lincoln)  
*Phase I General Contractor*
- » BRIDGE Housing  
*Phase II JV Partner*
- » Devcon Construction  
*Phase II General Contractor*



Retail

TIC  
MG

# Public Market

EMERYVILLE

+/- 118,960 SQ. FT. OFFICE  
+/- 107,570 SQ. FT. RETAIL & FOOD  
+/- 45,230 SQ. FT. THEATER

COMPLETED 1994

RENOVATED 2011-2012; SOLD 2012

## Challenge

Convert brownfield industrial site into mixed-use commercial center as part of a larger redevelopment in the late 1980s. Re-entitled for an additional 1mm sq ft in 2008. Rebranded and extensively renovated in 2011-2012 to launch redevelopment.

## Solution

- » First 80's mixed-use complex in the East Bay.
  - 10-screen theater; first all-local food-court; largest book and music store in the East Bay (Borders); Office 100% leased to Sybase, subsequently multi-tenanted
  - Innovative brownfield redevelopment: new construction and historic renovation
  - Launched free Emeryville BART shuttle that now carries 1.2 MM people/year
- » 2008 Flexible entitlement/EIR for 1 mm sq. ft. mixed use over 20 years to turn parking lot into dense, green urban neighborhood around existing buildings. First LEED ND Platinum project in the U.S. 2010 Gold Level CA Catalyst Community designation with \$1.35 MM grant: First phase 190 unit apartment completed 2011 with \$5MM State brownfield grant and \$3.1 MM City affordable housing grant.

- » Significant rebranding and upgrades in 2011-2013, including leases with new retail anchors Guitar Center and Urban Outfitters, extensive remodeling of the food court, sustainability demonstration project funded with State Catalyst Grant featuring new outdoor exhibits by San Francisco's Exploratorium

## Capital

- » 80's-2002 Syndicated Limited Partnership/Equity; TIAA/Debt
- » 2003-2012 Rockwood Capital/Equity; Calyon/Credit Agricole/Debt
- » 2011 Apartments financed by Essex Property Trust with TMG as Limited Partner

## Project Team 80's:

- » Devcon Construction  
*General Contractor*
- » Gates + Associates  
*Master Plan*

## Project Team 2003-2012

- » Heller Manus Architects  
*Master Plan*
- » Gates and Associates  
*Master Plan Landscape Plan*
- » Steinberg Architects  
*Apartment Design*
- » Field Paolo  
*Retail Design*



- » Crome Architecture  
*Retail Design*
- » SF Exploratorium  
*Public Education Exhibit Design*
- » Tipping Mar  
*Structural Design*
- » BKF  
*Civil Engineer*



# Public Market Expansion

**EMERYVILLE**  
+/- 120,000 SQ. FT. OFFICE  
+/- 180,000 SQ. FT. RETAIL  
+/- 490,000 SQ. FT. RESIDENTIAL

IN PRE-DEVELOPMENT

## Challenge

Redevelop TMG's existing Retail, Office and Theater complex into a high-density, mixed-use green neighborhood

## Solution

- » 20-year, four-phase, multiple building development with new structured parking on existing surface parking lot to create mixed-use, green neighborhood
- » First project in the country to achieve Platinum-Level certification under LEED for Neighborhood Development (ND)
- » Endorsed by the Greenbelt Alliance

## Approvals

- » EIR certified 2008
- » City Council approved 2008

## Capital

- » Rockwood Capital  
*Equity*
- » Calyon  
*Debt*

## Project Team

- » Heller Manus Architects  
*Master Plan and Architectural Design*
- » Gates + Associates  
*Landscape and Master Plan Design*
- » BKF  
*Civil Engineer*
- » DMJM Harris  
*Traffic Consultant*
- » Watry Associates  
*Parking Design*



# Hamilton Field

**NOVATO**  
**300 ACRES LAND**  
**400,000 SQ. FT. OFFICE**  
**900 UNITS RESIDENTIAL**  
**150,000 SQ. FT. RETAIL**

ACQUIRED **1995-1999**  
SOLD **1997-2000**

## Challenge

Master plan and entitle a 300-acre, mixed-use community on a former military base, including major environmental clean-up

## Solution

- » Undertook significant community outreach to overcome neighboring community's opposition to previous development plans
- » Master-planned and entitled:
  - 400,000 sq. ft. of office space in rehabilitated airplane hangars
  - 150,000 sq. ft. of retail with Lucky Stores, MacDonald's, and Marriott Courtyard
  - 900 residential units: five neighborhoods with 800 single-family sites sold to home builders; 100 units in the restored Bachelor Officers' Quarters, ultimately developed as senior housing
- » Coordinated with federal, state and local agencies to purchase and transfer property, including significant price renegotiation to make project feasible
- » Completed extensive environmental remediation in conjunction with the Army Corps of Engineers and state agencies, including 45-acre landfill encapsulation

- » Constructed new infrastructure, including roads, utilities, flood control levy and pump station, landscaping, parks, and ball-fields
- » Built new community center in the restored Headquarters building and restored a WPA-era amphitheater and fire station to create an historic museum park

## Awards

- » Winner: San Francisco Business Times, 1998 Mixed-Use Deal of the Year

## Capital

- » EIR and Master Plan
- » Multi-party historic preservation MOU with Army, Navy, and State of California
- » Mello Roos bonds issued to pay for infrastructure

## Project Team

- » Whitehall Fund (Goldman Sachs) Equity
- » Devcon Construction  
*General Contractor*
- » David Gates & Associates  
*Master Planning*
- » PES Environmental, CDI  
*Environmental Consulting and Remediation*



# Showplace Center

**SAN FRANCISCO**  
**140,000 SQ. FT. RETAIL**

ACQUIRED **1988**  
SOLD **1992**

## **Challenge**

Develop first “big box” retail Center in San Francisco and convince retailers of the viability of the South of Market (SoMa) area as a retail location, despite the absence of any existing large-scale retail projects

## **Solution**

- » Created successful major retail center that ignited South of Market retail, including Costco and other big-box retailers

## **Tenants**

- » Toys ‘R’ Us
- » Bed, Bath & Beyond
- » Trader Joe’s

## **Capital**

- » Northwestern Mutual  
Asset Management  
*Equity & Debt*

## **Team**

- » Devcon Construction  
*General Contractor*



# Albany Target

**ALBANY**  
**10.2 ACRES LAND**  
**190,000 SQ. FT. RETAIL**

ACQUIRED **2000**  
SOLD **2003**

## Challenge

Transform a former Union Pacific Railroad industrial site into a flagship Target store for the Berkeley-Oakland Metro trade area.

## Solution

- » Acquired, master planned, and entitled for 190,000 sq. ft. Target store
- » Coordinated with Berkeley and Albany on environmental review, use and design approvals. Implemented extensive creek protection program and conservation easements to address sensitive species habitat.
- » Provided technical assistance to City of Albany to secure funds, bid, and construct freeway connector bridge giving site direct access to I-80
- » Sold approved site to Target

## Approvals

- » EIR Addendum with Use Permit and Design Review
- » Caltrans/City of Albany freeway connection to frontage road
- » California Department of Fish & Game and Regional Water Quality Board approvals

## Capital

- » Farallon Capital Management  
*Equity*

## Team

- » Gates and Associates  
*Land Planning*
- » Balance Hydrologics  
*Hydrology and Creeks*
- » Zander Associates  
*Creek Habitat and Permitting*
- » Holland & Knight  
*Land Use Counsel*
- » Grey Bowen and Associates  
*Caltrans Management*



# Powell Street Plaza

**EMERYVILLE**  
**180,000 SQ. FT. RETAIL**

BUILT 1988  
SOLD 1990

## Challenge

Redefine Emeryville as a viable retail location by converting underutilized, contaminated industrial land into the first large-scale retail project in the Oakland-Berkeley submarket. Part of TMG's larger EmeryBay redevelopment project.

## Solution

- » Took advantage of highly-visible, easily-accessible location at the interchange of four major freeways to target the under-retailed Inner East Bay market
- » Undertook extensive environmental remediation
- » Completed new construction of 180,000 sq. ft.
- » Fully leased to national anchors and locally-owned in-line shops
- » Sold to an insurance company upon lease-up at the lowest cap rate in the market
- » Emeryville has since become the leading retail submarket in the Inner East Bay

## Major Tenants

- » Circuit City
- » Men's Warehouse
- » Burger King

## Capital

- » Joint venture with land owner  
*Equity*
- » First Interstate Bank  
*Debt*



# Marin City USA

**MARIN CITY**  
**42 ACRES LAND**  
**340 UNITS RESIDENTIAL**  
**185,000 SQ. FT. RETAIL**

ACQUIRED **1990**  
COMPLETED **1997**

## Challenge

After decades of failed attempts, transform a controversial flea market site owned by the local community land trust into a vibrant, mixed-use development.

## Solution

- » Executed a participating ground lease with the Marin City Community Development Corporation
- » Structured a unique partnership of non-profits, community groups and local government to secure approvals, finance infrastructure and provide affordable and market-rate housing, first-source hiring, job training and long-term revenue for the community
- » Built new infrastructure and community facilities, including streets, utilities, landscaping, transit center, park, ball-fields, childcare, library, and church. Reconstructed the Highway 101 interchange and restored wetlands
- » Entitled 340 housing units, including 85 for-sale town homes and a 30-unit tax credit rental property built by BRIDGE Housing. Built 225-unit, mixed-income apartment project
- » Entitled and built 185,000 sq. ft. retail center, sold to real estate investment trust during lease-up

## Award

- » Winner: California Chapter of the American Planning Association's Advocacy Planning Award, 1998

## Approvals

- » Rezoning, EIR, and Master Plan/Precise Development Plan from County of Marin
- » Additional approvals obtained from: State of California, Caltrans, County of Marin, Bay Area Regional Water Quality Control Board, State Dept of Health Services, CalEPA, State Dept of Toxic Substances Control, California Dept of Fish and Game, HUD, Golden Gate Transit Authority, City of Sausalito

## Capital

- » Union Bank of California  
*Construction Lender*
- » CA Housing Finance Authority  
*Permanent Lender*

## Project Team

- » Marin City Community Development Corp  
*Community Partner*
- » BRIDGE Housing  
*Entitlement and Housing Partner*
- » Marin County Redevelopment Agency  
*Public Agency Partner*
- » Marin Community Foundation  
*Philanthropic Partner*
- » Devcon Construction  
*General Contractor*



# Land Development



# EmeryBay

**EMERYVILLE**  
**80 ACRES LAND / 560,00 SQ. FT. OFFICE**  
**684 UNITS RESIDENTIAL / 330,000 SQ. FT. RETAIL**

LAND ASSEMBLED **1985-1989**  
BUILD-OUT COMPLETED **1994**

## Challenge

Transform 80 acres of industrial uses in Emeryville into one of the first mixed-use, infill developments in the Bay Area

## Solution

- » Assembled, entitled and master-planned 80 acres of contaminated industrial land and buildings, purchased from ten separate owners
- » Structured a unique set of public-private partnerships to clean site and to finance infrastructure and housing
- » Built critical mass by delivering mix of land uses at the same time
- » Increased development density with a shared parking arrangement between residential and office uses

## Approvals

- » City of Emeryville Master Plan and EIR
- » City of Emeryville's Redevelopment Agency Master Plan and Bond Authorization for \$50 million in infrastructure bonds
- » Caltrans-approved roadway and interchange improvements
- » Bay Area Regional Water Quality Control Board, CalEPA, CA Dept. of Toxic Substances Control

## Capital

- » Syndicated limited partnership  
*Equity*
- » City of Emeryville  
*Infrastructure Bond Issuer*
- » Union Bank of California  
First Interstate Bank  
*Construction lender*
- » TIAA  
Aetna  
*Permanent lenders*
- » Land Assembled 1985-1989
- » Build-out Completed 1994



# The Crossing Land Development

**SAN BRUNO**  
**20 ACRES LAND**  
**1,063 UNITS RESIDENTIAL**  
**12,000 SQ. FT. RETAIL**  
**500-ROOM HOTEL**

ACQUIRED **2001**  
COMPLETED **2003**

## Challenge

Transform 20-acre former Navy facility into a transit-oriented, mixed-use development

## Solution

- » Constructed new infrastructure, including roads, utilities and landscaping. Completed extensive environmental remediation
- » Sold certain entitled residential and retail sites to vertical developers

## Approvals

- » Obtain governmental approvals for re-use of site as mixed use office, residential, hotel, and retail
- » Master planned and entitled a flexible mix of uses, including office, residential, hotel and retail, to maximize responsiveness to market conditions
  - Specific Plan and EIR approved unanimously by Planning Commission and City Council in January 2001
  - Height limit raised from 35 feet to 90 feet through successful ballot initiative
  - Caltrans' approval for improvements and signalization of El Camino Real intersection

## Awards

- » Finalist: San Francisco Business Times, 2003 Best Mixed Use

## Capital

- » Farallon Capital Management  
*Equity*

## Project Team

- » Regis Homes of Northern California  
*Co-Developer*
- » Holland & Knight  
*Land Use Attorneys*
- » Beveridge & Diamond, Venerable  
*Environmental Attorneys*
- » The Guzzardo Partnership  
*Land Planning and Landscape Architecture*
- » Devcon Construction  
*General Contractor*



# Siemens Campus Yahoo! Land Assemblage

ACQUIRED 2000, 2005-06  
SOLD 2000, 2006

## Challenge

Acquire former Siemens R&D campus to reposition as corporate HQ office. Manage property through 2001-03 recession. Acquire adjacent properties to assemble 46 acres and reposition as a future Class-A Office development site

## Awards

Runner Up: San Jose Business Journal, 2007 Deal of the Year

## Phase I: Office / R&D

- » Initial purchase of Siemens' 35-acre campus in 2000: five buildings; 500,000 sq. ft.
- » Entered staged sale and long-term lease agreement with Exodus, a telecommunications company. Sale of two buildings closed before Exodus went bankrupt; TMG successfully pursued a claim through bankruptcy
- » Profit from Exodus sale and bankruptcy significantly reduced cost basis in remaining buildings, allowing TMG to manage the project for cash flow while repositioning the remaining 22-acre site

## Phase II: Land Assemblage

- » Site is immediately adjacent to VTA light rail, convention center, and hotels; Santa Clara's Redevelopment Agency considers the area its "economic engine"

- » TMG assembled five adjacent parcels totaling 24 additional acres to attract corporate users seeking a large campus site in the heart of Silicon Valley. Utilized a variety of structures, including land exchange, seller financing, installment sale, purchase option and straight purchase
- » Parcels included 320,000 sq. ft. of office/R&D buildings that provided interim cash flow
- » TMG won City support for an increase in FAR from .32x to 2.0x
- » TMG marketed the combined 46-acre site to Silicon Valley technology users as a headquarters location for up to two million square feet of office
- » Sold combined assemblage to Yahoo! Inc. in Summer 2006 for approximately \$102 million

## Capital

- » Farallon Capital Management  
*Equity*
- » Guaranty Bank  
*Debt*

## Project Team

- » CB Richard Ellis  
*Marketing*
- » KTG Group  
*Master Planning*
- » Holland & Knight  
*Land Use Counsel*



<b>Date</b>	December 9, 2014
<b>Publication</b>	The Registry
<b>Topic</b>	Cypress– Free shuttle service non-profit in Mountain View - MVGo
<b>Headline</b>	TMG Partners leads non-profit with Mountain View Employers and Developers to create shuttle service
<b>By</b>	The Registry staff

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## TMG Partners Leads Non-Profit with Mountain View Employers and Developers to Create Shuttle Service

*MVgo Provides Free Transit for Bay Area Commuters*

SAN FRANCISCO (December 9, 2014) – TMG Partners, one of the San Francisco Bay Area’s largest mixed-use property developers, announced today the launch of a shared shuttle service, MVgo with the Mountain View Transportation Management Association (MTMA), a non-profit formed in partnership by TMG Partners along with Intuit, Samsung Research America, Google, Sares Regis, LinkedIn, The Sobrato Organization and Broadreach Capital Partners.

The new shuttle service will provide Mountain View companies and their employees, as well as neighboring residents, with frequent and reliable service from Caltrain, Valley Transportation Authority (VTA) train and bus services to employment centers in Mountain View’s East Whisman and North Bayshore neighborhoods beginning January 2015.

“Denise Pinkston has been instrumental in facilitating this first and only collaboration with these Mountain View companies and developers, in order to help commuters,” said Michael Covarrubias, chairman and CEO of TMG Partners. “Under her leadership, and with the other MTMA board members, MVgo will become a pioneer program in solving challenging traffic issues that plague the Bay Area.”

MVgo is a free, public service open to any Bay Area commuter sponsored by MTMA board members’ companies. Each shuttle has a clear, identifiable bus stop featuring bike racks and geo-locators for real-time coordination with smartphone tracking.

For more information on routes and bus schedules, visit MTMA’s website at [MVgo.org](http://MVgo.org).

### **Mountain View Transportation Management Association (MTMA)**

The Mountain View Transportation Management Association (MTMA) is a new non-profit transportation agency founded by area companies to operate a free, publicly accessible shuttle service under the name MVgo. San Francisco-based developer TMG Partners, along with Intuit, Samsung Research America, Google, Sares Regis, LinkedIn, The Sobrato Organization and Broadreach Capital comprise the MTMA Board.

**Date** May 2, 2013  
**Publication** Engineering News Record  
**Topic** Cypress Business Park - Samsung  
**Headline** TMG Partners Follow Sustainable Plan on New \$100M Samsung Campus  
**By** Greg Aragon

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## TMG Partners Follow Sustainable Plan on New \$100M Samsung Campus

As Silicon Valley grows its tenant portfolio of high-tech companies, local cities, developers and architects are preparing to meet the demand for more space and sustainable buildings. A case in point is the city of Mountain View, where San Francisco-based TMG Partners is constructing a \$100-million build-to-suit research and development center for Samsung Information Systems America (SISA) Inc.



Photo courtesy of TMG Partners

The 385,000-sq-ft project includes two, six-story research and development buildings and two, five-story parking structures.

Last July, the city enacted a new general plan which allows for projects with a floor-area ratio of 1.0 to proceed if they meet certain criteria.

"You have to have a strong connection to transit, you have to be very sustainable and you have to have a lot of community benefits," says Ken Dupee, a partner with TMG. "We designed this project specifically to comply with those criteria and that's why it's been approved and we are going forward with it."

Designed by San Francisco-based Studios Architecture, the 385,000-sq-ft project includes two, six-story research and development buildings and two, five-story parking structures with 550 spaces each. The new 8.9-acre campus, to be built by Milpitas-based Devcon Construction, takes the place of four 1970s structures and is scheduled to break ground this summer.

David Sabalvaro, a principal with Studios Architecture, says this represents a new generation of developer-based projects, where instead of putting up "the simplest buildings they can, and then leasing them," TMG is trying to specifically address Mountain View's planning concepts.

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He says this project is the first "high-density" building the city is allowing under its new general plan.

"This is two to three times more dense than previously approved projects in Mountain View," says Sabalvaro, who is also principal in charge of the Samsung campus. "It is taller, has less footprint and you can get more people on the site."

But higher density also comes with downsides, like more commuting and traffic around the project, Sabalvaro says. This is where sustainable features come into play.

The campus, which is shooting for LEED Platinum, will utilize sustainable features such as natural daylighting, sunshading, photovoltaic panels, high-efficient glass and a 5-zone thermodynamic heating and cooling system that reduces and eliminates reheat energy and increases system efficiency.

The project also offsets 41% of its site for park-like open spaces, is within 2,000 ft. of light rail, will offer bicycle storage and changing rooms and will create a new shuttle system to and from the campus to Downtown Mountain View and the local Caltrain Station.

"There are a number of companies in Mountain View that provide shuttles to the train, but we are taking it one step further and as part of our community benefit, we are going to form a transportation management agency, which is a non-profit public benefit corporation," Dupee says.

Scheduled to complete at the end of 2014, the project is on an aggressive schedule to meet Samsung's move-in date.

"We've had to do things quite quickly," Dupee says. "We went from a letter-of-intent last spring to a finished design, with full EIR, all the approvals, and 7-0 votes in the planning commission and in City Council supporting the project, all in just 13 months."

<b>Date</b>	June 12, 2012
<b>Publication</b>	Market Watch, Wall Street Journal
<b>Topic</b>	Public Market Emeryville
<b>Headline</b>	Public Market Emeryville Will be Home to New Permanent Exhibits from the Exploratorium
<b>By</b>	Press Release

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## Public Market Emeryville Will Be Home to New Permanent Exhibits from the Exploratorium

As part of its leadership in developing vibrant, environmentally sustainable urban communities, TMG Partners and their partner Rockwood Capital, in conjunction with the City of Emeryville, is partnering with the global leader in informal learning the Exploratorium to create a permanent exhibition of outdoor interactive science displays onsite at the Public Market Emeryville. This permanent exhibition presents a singular opportunity for Emeryville and the greater East Bay public to experience dynamic exhibits from the Exploratorium within their community. The exhibition, set to be unveiled in November, will be a key feature of Public Market's forthcoming Green Living Room, a demonstration project of exemplary green building, recycling and environmental management with assistance and inspiration from the State of California's Catalyst Pilot Communities program. The Public Market was a California Catalyst Gold Level Pilot Designee whereby the City and landowner participate with the State in creating and documenting best practices in green infill development.

The exhibition will not only engage people directly where they gather, but also will reflect its specific environment, telling a local and regional story on phenomena as varied as wind patterns, visual perception and bay sediment. The Exploratorium's Silva Raker explained, "With these displays in Emeryville, we hope to create a taste of the Exploratorium in the East Bay where -- in the blink of an eye -- visitors look around their environment, notice what's happening, and see their world a little differently."

"We are honored to welcome the Exploratorium's engaging and playful displays to Emeryville so that residents and visitors alike can enjoy a deeper understanding of our city's thriving, green bay-front community," said Emeryville Mayor Jennifer West.

"By demonstrating sustainable best practices including solar car-ports that fuel electric-vehicle charging stations, construction waste recycling, car-sharing, and storm water management, TMG/Rockwood's entire Public Market Green Living Room will be a project to sustain and inspire others throughout the

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State for decades to come," said California State Assembly Member Nancy Skinner who represents the 14th Assembly District including Emeryville.

The Exploratorium displays will be installed in the outdoor walkways and plazas of TMG/Rockwood's Public Market Emeryville. Home to just-opened Urban Outfitters, Guitar Center and HOT ITALIAN, a 10-screen UA/Regal Movie Theater, more than 20 ethnic restaurants as well as offices, the Public Market is a well-established working and gathering place that reflects the diversity of the Bay Area.

"TMG is thrilled to partner with the Exploratorium to provide a fun and eye-opening experience of what it means to interact with the natural and the built environments," noted Michael Covarrubias, Chairman and CEO of TMG. "The Exploratorium is the best scientific 'explainer' in the business, and we are honored to partner with them."

When the Exploratorium relocates to its new waterfront home on San Francisco's Pier 15 in Spring 2013, it will feature over 1.5 acres of outdoor exhibits for the first time. The partnership with Public Market Emeryville is an extension of the Exploratorium's educational mission, bringing its participatory learning directly to local communities.

Interactive displays to be designed by the Exploratorium for the Public Market Green Living Room:

-- Lift Drawing on the aerodynamics of bird flight and the rigging technology used in sailboat design, Lift is comprised of sets of wing-like airfoils that move up and down vertical cables. The airfoils on the cables rise and fall according to wind speed. The result is a kind of "aerograph," a device that graphs how the speed of the wind changes across a horizontal distance.

-- Anamorphic Bench A playful exhibit that incorporates concepts of light, geometry, and human perception of both. A specially designed, semi-circular bench is reflected in a cylindrical mirror. In the reflection, this interestingly designed bench amazingly appears to be perfectly rectangular. This radial distortion also creates a seating arrangement that reorients the viewer towards other seated viewers, encouraging conversation, noticing, and sharing of ideas.

-- Outdoor Signposts A series of five outdoor signposts installed to encourage visitors to observe recycled materials, architectural elements, wear patterns and any number of man-made or naturally-occurring artifacts or phenomenon at the Public Market location.

-- Bay Windows Visitors spin disks filled with samples of bay mud, sand and sediment. The glowing color or quick settling of materials will be both beautiful and telling as visitors explore the movement and settling characteristics of bay sediment. Three Bay Windows will be installed, each with a different

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sediment mixture. The materials in each will be visually distinguished and together form a triptych of ocean sediments and tell an important local and regional story.

Public Market is part of a 14-acre mixed-use site under multi-year development that includes nearly 1,000,000 square feet of new housing and mixed-use infill transit oriented development.

TMG/Rockwood's Public Market was awarded in 2008 the first-ever Platinum designation from the U.S. Green Building Council's Leadership in Energy and Environmental Design for Neighborhood Development (LEED-ND) rating system, and it aims to be a model of walkable, green urban living.

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**Date** April 24, 2012  
**Publication** Contra Costa Times  
**Topic** Public Market Emeryville  
**Headline** Public Market Emeryville remodel pays homage to its industrial past  
**By** Eve Mitchell

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**THIS ARTICLE ALSO APPEARED IN THE  
Oakland Tribune and the San Jose Mercury News**

## Public Market Emeryville remodel pays homage to its industrial past



1 of 12

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## Emeryville's Public Market Makeover

The Public Market in Emeryville, Calif. has a slightly new look as it goes through a makeover on Tuesday, April 17, 2012. Emeryville's Public Market is getting a makeover with the use of green and recycled materials bringing back the look of the century-old building's industrial heritage. (Laura A. Oda/Staff)



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Old-growth redwood planks, light fixtures and concrete rubble bound for the scrap heap have gotten a new lease on life as part of a green remodeling effort at the Public Market Emeryville.

The improvements made to the market's food court, located in a high-ceiling industrial building put up in the 1870s, marks the first phase of an ambitious \$209 million green building project envisioned for the entire 14-acre mixed-use site on Shellmound Street along Interstate 580 near the Ikea store.

Electric-vehicle charging stations, a solar carport, water-saving landscaping and an herb garden will be finished by year's end as part of the improvements being made to Public Market. Groundbreaking on a 190-unit, five-story apartment building is expected to start in May and be finished by March 2014.

The evolving space has also snagged two new stores after anchor tenant Borders went bankrupt in early 2011.

A Guitar Center opened in February after moving from a previous location in El Cerrito. Construction workers are putting the finishing touches at an Urban Outfitters that will open in June. Both are located in the space where the Borders bookstore stood.

The entire project is the first of its kind in the country to achieve a platinum community designation from the U.S. Green Building Council's Leadership in Energy and Environmental Design for Neighborhood Development.



Not only will the buildings have energy- and water-efficient features, but the project will be pedestrian- and bike-friendly, close to public transit and provide a diverse mix of housing, said Aaron Welch, co-chairman of the sustainable neighborhoods committee of the Green Building Council's Northern California chapter and a senior planner at Raimi + Associates, a Berkeley-based urban planning firm.

"They (owners TMG Partners and Rockwood Capital) are committed to a very high standard of integrating with the surrounding neighborhood and being connected to it and providing services to the residents and businesses around them," Welch said.

Remodeling work on the Public Market's food court, which first opened in 1988 and houses more than 20 ethnic eating establishments, was finished about a month ago.

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Rolland Mo, owner and general manager of Crispy Fry Chinese Cuisine, likes the new look. "It looks like a family room, and more people enjoy that," he said.

The brick-and-timber industrial building was previously used as a stockyard, asphalt roof company and truck terminal before it was transformed into a food court. But the initial remodeling project covered up the building's industrial look, which is now being restored.

"What we really want to do is reclaim the industrial heritage of the site and upgrade the property to attract new tenants," said Denise Pinkston, project manager and partner at TMG Partners. "Since we are gearing up to build a new green neighborhood in Emeryville, we wanted to start by making our property management and our tenant improvements remodeling green."

To that end, the ceiling of the food hall was opened up and painted a uniform gray to better expose the building's industrial structure. Lights from the Borders bookstore now hang from the ceiling. The old-growth redwood seen along some of the wall space was salvaged from an old printing plant in San Francisco's Mission district before it was torn down to make room for a large apartment complex that TMG Partners is building there. Wood slats taken from the Market Hall in Hercules are also used in the food court to hang art made by local artists. Concrete rubble is being used to help build planting beds, benches and a retaining wall.

The redwood planks salvaged from the old printing plant are even used in the fancy new trash cans that feature separate bins for compost, recycling and trash.

## **PUBLIC MARKET EMERYVILLE**

A major overhaul of the 14-acre property includes renovation and construction of 1.25 million square feet of office, retail and residential space over 20 years. The 260,000 square-foot Public Market is best-known for its international food court, but also includes retail and office space and a movie theater.

**Date** December 3, 2010  
**Publication** California Department of Housing and Community Development  
**Topic** Public Market Emeryville  
**Headline** The California Department of Housing and Community Development Honors Emeryville Market Place, and Bay Front Transit Village as California Catalyst Communities and Models for Sustainability  
**By** Press Release

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## **The California Department of Housing and Community Development Honors Emeryville Market Place, and Bay Front Transit Village as California Catalyst Communities and Models for Sustainability**

The California Department of Housing and Community Development (HCD) will host award announcement and celebration honoring Catalyst Projects designated under HCD's Catalyst Projects for California Sustainable Strategies Pilot Program. Funded by Proposition 1C, the Program embodies the goals of SB 375 - landmark legislation signed into law by Governor Schwarzenegger in 2008 - and is designed to incentivize and test innovative land use planning and green building strategies. At least one Catalyst Project was designated in each of the four major Metropolitan Planning Agency (MPOs) regions to support the regions efforts to develop Sustainable Communities Strategies required by SB 375.

The events will honor Emeryville Marketplace, Gold Level Catalyst designees for the Association of Bay Area Governments region as well as Bronze Level Designee, The Bayfront Transit Village (City of Hercules). Emeryville Marketplace and the Bayfront Transit Village were selected along with 11 other designees statewide and announced by HCD on August 18, 2010.

The press event to honor Catalyst Designees will take place Wednesday, December 8, 2010 at 2:00 at the Emeryville Marketplace located at 5959 Shellmound Avenue, Emeryville.

"These Catalyst Projects are great examples of how to build sustainable, economically vibrant communities," said Director Lynn Jacobs. "This pilot program will provide valuable insights to allow the State and regions to implement best practices and strategies. Walkable communities, improved air quality, reduced emissions, less time spent in a car and a strong economy can all become reality through sustainable development, and I look forward to seeing how these projects develop."

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The Catalyst Projects for California Sustainable Strategies Pilot Program will enable the State to support local innovation, develop projects that integrate environmental, economic, transportation and housing goals and test strategies for broad implementation throughout California. Catalyst Projects will be required to collect data and measure the effectiveness of their sustainable community strategies and develop and outline of how strategies and tools can be used across the state. The Department of Housing and Community Development is awarding Proposition 1C, State Bond funds to the projects best exemplifying these principles.

The Program was designed in partnership with Caltrans, the California Department of Conservation, the Governor's Office of Planning and Research, the California Air Resources Board, the California Housing Finance Agency, the California Infrastructure Bank, the California Energy Commission, the California Department of Public Health, the California Environmental Protection Agency, the California Department of Forestry and Fire Protection and the California Department of Parks and Recreation.

"When State departments work together, California is a leader in sustainability strategies," said Director Jacobs. "This program will help spur innovation at the local level to meet the goals and objectives of SB 375 as well as create models for other communities to increase long term prosperity."

The thirteen Catalyst Designees are:

**Gold:**

- City of Emeryville, Emeryville Marketplace
- City of San Francisco, Mission Bay
- City of Sacramento, Township Nine
- City of San Diego, Village at Market Creek
- City of Fullerton, Fullerton Transportation Center

**Silver:**

- City of National City, Paradise Creek Revitalization
- City of Chico, Meriam Park
- Town of Truckee, Truckee Railyard
- City of Marina, The Dunes on Monterey Bay
- City of Ontario, Downtown Core Catalyst Project

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**Bronze:**

City of Oxnard, North Oxnard Communities

City of San Diego, Quarry Falls

City of Hercules, Bay Front Transit Village

The Gold and Silver level Catalyst Project designees will be awarded \$9.3 million of Proposition 1C funding. Proposition 1C provides \$2.85 billion to finance affordable housing and infrastructure across California, is part of the historic \$42 billion package of infrastructure bonds approved by voters in November 2006. The awards do not come from the state's General Fund.

For more information on the program: [http://www.hcd.ca.gov/hpd/catalyst\\_project\\_rfp\\_1209.pdf](http://www.hcd.ca.gov/hpd/catalyst_project_rfp_1209.pdf)

For more information on the designees: <http://www.hcd.ca.gov/hpd/cpcsspp.html>

HCD provides leadership, policies and programs to preserve and expand safe and affordable housing opportunities and promote strong communities for all Californians. The Department also supports increasing the supply of housing, especially affordable housing and works to improve the state's housing conditions and the health and safety of its residents. As the lead housing department, HCD is part of the state Business, Transportation and Housing Agency.

- See more at: <http://www.tmgpartners.com/news/california-department-housing-and-community-development-honors-emeryville-market-place-and-bay#sthash.uDKmar0C.dpuf>

Sunset Magazine  
October 1998

### **Bombers to boomers**

A new community is rising on the grounds of the old Hamilton Field in Marin County

By Daniel Gregory

Hamilton Field is back in commission--but this time it's housing homeowners, not fliers. The 1,500-acre air base (originally built for bomber squadrons) was deactivated in 1975. After years of complex negotiations between officials of Marin County and the city of Novato, most of it is becoming a new community (a portion is still used by the U.S. Coast Guard). Many of the original Spanish colonial revival buildings (sporting the trademark red-tile roofs and white stucco) are being restored, and new neighborhoods are under construction. It's worth a visit to see one of Marin County's architectural gems and to witness base conversion in action.

Hamilton wasn't just any base, as you see when you drive through the big white gateway. Cross an elegant, lamp-lit art deco bridge and follow the graceful curve of a palm-lined drive down to the resplendent, newly restored headquarters (now the real estate office and exhibition hall). The building could be a latter-day mission: its beautiful tile-striped arcades flank a tall, columned entrance hall. An exhibit in the gallery to the left of the entry includes a time line describing key events in the base's history. Across the street are a chapel and a soon-to-be-restored theater.

This part of the compound feels like a fabulous resort from another era. In reality the base, designed in 1932, was a state-of-the-art air defense facility; it was named for First Lieutenant Lloyd Andrews Hamilton, the first American officer to fly with England's Royal Flying Corps in World War I. Construction engineer Captain Howard B. Nurse chose the Spanish colonial revival style to acknowledge the area's Mediterranean climate and Spanish-Mexican history. For an air base, the design seems charmingly incongruous, prompting images of Father Serra buckling himself, robe and all, into the cockpit of a B-10 bomber. Despite the civilized architecture, however, it was still a rustic place: razorback hogs occasionally ate the gunnery targets, and holstein bulls had to be chased off the runway.

Homes are being built in six new neighborhoods, four of which are situated along and around Hangar Avenue. They're designed to incorporate many of the amenities of small-town living: walkable streets, front porches, and easy access to parkland (a wetlands hiking trail is under development). The first phase of construction includes 438 single-family detached houses and 112 attached houses, with architectural styles ranging from Craftsman to Spanish colonial.

Hamilton is approximately 12 miles north of San Francisco. Take the Alameda del Prado exit off U.S. 101 and continue north to Palm Dr. Ten model homes are now open: hours are 10 to 6 daily. Call (415) 382-8696 for more information.

San Francisco Examiner  
July 27, 1998

## **THE CADILLAC OF MOVIE HOUSES**

AMC 1000 Recalls the Glamour of the Old Fox Theater

WHEN THE WRECKER'S BALL tore down San Francisco's Fox Theatre back in 1963, it destroyed the most elaborate interior space in town.

Glitzy it was, but also dazzlingly baroque, especially its lobby with a majestic staircase, tapestries, red carpeting, towering columns of gold, and every inch of wall and ceiling festooned with ornamentation.

As current movie house lobby decor goes, there has been virtually nothing in these parts to compare with the Fox - until now.

The entrance hall of the AMC 1000 multiplex, which opened July 10, is unlike any motion picture theater foyer seen in these parts, past or present.

Its ceiling and staircase look like relics from a European palace. Columns, outside and in, recall those by Bernini in St. Peter's Basilica, Vatican City.

As to the lobby's numerous ornamental details and beautiful tile - well, they just don't make places like this anymore.

Of course, it isn't really a new lobby at all but rather the restoration of a chamber built in 1921, not for movies but to sell Cadillacs.

It is on the ground floor of the seven-story Don Lee Building, a City landmark. On its upper stories are a new health center and 53 loft-type apartments. Behind the Don Lee Building and connected to it, the Martin Group has built a structure housing 14 movie theaters.

The combination, marvels principal architect John Field, "is the most complex mixing of uses in San Francisco."

And, he adds, "It still preserves the exterior of the 1920s design and landmark lobby." And it is the lobby that is the eye-popper.

While less gaudy than the visual extravaganza of the old Fox Theatre foyer, its rehabilitated, newly cleaned and freshened-up interior is stunning. Moreover, since it's the ticket lobby, you can see it without paying the cost of admission.

Notice the front doors. Dulled by the passing years and by Van Ness Avenue pollution, the original bronze portals are now polished to a sheen. While developers have

painstakingly tried for authenticity in their restoration, they did alter something. For the sake of speedy exiting in case of emergency, the doors now swing outward instead of in.

Rising like a monumental platform in a noble's country estate is the lobby's most impressive feature: a double staircase of carved and molded wood, looking so important you think it ought to lead to the main events. Rather, it serves as the passageway to Papashon, a restaurant specializing in Eurasian food, which is yet to open. Back in Cadillac days, the stairway led to offices.

Supporting the stairway are the four Bernini-esque spiral columns - a design called Solomonic fluting, according to project preservationist architect Jay Turnbull, who says the name derives from architecture of the biblical days of King Solomon.

As with the front doors, strict authenticity of restoration was slightly sacrificed here to permit the addition of a brass railing on the steps to meet today's building codes.

The stairway's ornamentation includes colorful, hand-set tile work, which also decorates a fountain that is almost altar-like in its setting.

Such attention to detail even extends to the lobby's African walnut wainscoting. Co-preservation consultant Anath Ronan says that, though it has the appearance of being carved, it is, in fact, molded.

One of the most eye-catching features is the lobby ceiling, a lavish series of golden coffers adorned with rosettes, stars and cruciforms. Mighty beams cross the ceiling at intervals and they, too, are ornamented with motifs similar to those of the coffered sections.

If you look closely at the ceiling, you can see innovations that were not there back in 1921. While they may not fit requirements of authentic historic preservation, fire sprinklers are essential today, and they are surprisingly inconspicuous.

"We made an effort to get them in without ruining the ceiling's effects," says Turnbull.

Except for the word Cadillac carved onto the Don Lee Building's facade, there is little trace of the showroom's automotive past. But if you peer upward long enough, you can spot a crest that pictures a wrench and a cog.

Indeed, except for several chain-suspended chandeliers that have been lost, the baronial splendor of the 1921 showplace that huckstered Cadillacs is mostly intact.

Preservationists are pleased. "The developers were extraordinarily sensitive in the way they restored the lobby space," says David Bahlman, executive director of the San Francisco Foundation for Architectural Heritage, who monitored the project's progress.

"Our feeling was, if you're going to do a project of this significance," says Martin Group Project Manager Matt Field, "it was important to restore the integrity of one of the great buildings of the city."

But there were still other reasons. Field had a special feeling for a cinema project because his grandfather was a movie theater developer back in the Midwest, for one thing. But there was also pressure from local preservationists and the San Francisco Landmarks Preservation Advisory Board (which guards historic structures' integrity and issues certificates of appropriateness for any changes to landmarks).

A more materialistic impetus is the 20 percent tax credit that accrues to developers who succeed in complying with standards and guidelines set by the State Office of Historic Preservation and the U.S. Secretary of the Interior.

Which brings up the question of whether a hall designed to help sell Cadillacs will attract moviegoers.

Turnbull cites his belief that the building's original owner took his cue from motion picture theater designers of that era. "Don Lee," he says, "wanted an aura of romance, similar to that of going to the movies."

As to whether a coffered ceiling, a monumental staircase, cruciforms, rosettes and Renaissance columns create sufficient romance to draw the public, ticket sales will tell.

"For the thousands who will pass through that lobby," says architect Field, "it will be a reminder of the kind of grandeur that is a legacy of our past."

## **APPENDIX B**

### Hornberger + Worstell Detailed Qualifications

**MARK HORNBERGER, FAIA**

Design Principal

As co-founder and Principal for Design, Mark Hornberger, FAIA is responsible for the coordination and management of Hornberger + Worstell's master planning and design effort for all major projects. He also leads the public approval process and public review presentation efforts.

Over the last three decades, Mark has led the design and approval of a number of historic landmark projects in California including the National Historic Landmark Ahwahnee Hotel Comprehensive Rehabilitation, the National Historic Landmark Hotel Del Coronado, the Olympic Club, National Historic Landmark Ghirardelli Square, The Mark Hopkins Hotel Renovation, and the historic St. Francis Hotel Rehabilitation and Additions.

Mark also has extensive experience in hospitality design, having completed the design of many notable hotels and resorts over the past 30 years: The Ritz-Carlton Lake Tahoe, Hyatt Regency Scottsdale, W San Francisco, Westin Riverfront Resort, among others.

Mark's historic preservation and rehabilitation projects have included the creation and review of complex HRER's (Historic Resource Evaluation Reports), the establishment of designs in conformance with the Secretary of Interior Standards. His project have successfully navigated reviews by SHPO, the State Historic Preservation Office, NPS, Section 106 review, and San Francisco Landmarks Preservation Board, amongst other review bodies and AHJ's.

The following is a partial list of relevant project experience where Mark Hornberger, FAIA led multi-disciplinary teams as Design Principal:

**The Ahwahnee Hotel Comprehensive Rehabilitation**

**Type:** Hotel | **Date:** Projects are On-Going as of Summer 2015 | **Size:** 121,000 s.f.  
**Cost:** \$25 M | **Location:** Yosemite, California

**Hotel Del Coronado Rehabilitation**

**Type:** Resort Hotel | **Date:** 2004 | **Size:** 410,000 s.f. | **Cost:** \$33 M  
**Location:** Coronado, California

**Ghirardelli Square Rehabilitation**

**Type:** Hotel & Mixed-Use | **Date:** 2008 | **Size:** 140,000 s.f. | **Cost:** \$30 M  
**Location:** San Francisco, California

**Olympic Club Rehabilitation & Additions**

**Type:** Athletic Club & Hotel | **Date:** 2006 | **Size:** 258,000 s.f. | **Cost:** \$65 M  
**Location:** San Francisco, California

**The Ritz-Carlton Lake Tahoe**

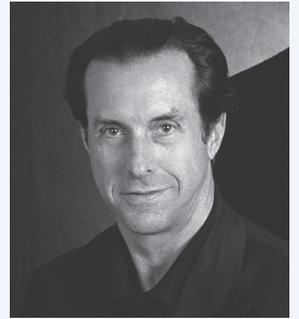
**Type:** Resort Hotel | **Date:** 2009 | **Size:** 528,000 s.f. | **Cost:** \$215 M  
**Location:** Lake Tahoe, California

**St. Francis Hotel Rehabilitation Master Plan**

**Type:** Urban Hotel | **Date:** 2009 | **Size:** 30,000 s.f. | **Cost:** \$10 M  
**Location:** San Francisco, California

**Mark Hopkins Hotel Renovation**

**Type:** Urban Hotel | **Date:** On-Going | **Size:** 300,000 s.f. | **Cost:** \$25 M  
**Location:** San Francisco, California



AHWAHNEE HOTEL, 1927



GHIRARDELLI SQUARE, 1899-1915



HOTEL DEL CORONADO, 1888



**MARK HORNBERGER, FAIA** *CONTINUED***Education**

Cornell University, College of Architecture, Bachelor of Architecture  
ETH - Zurich, Switzerland, Visiting Lecturer

**Professional Activities**

American Institute of Architects:  
AIA California Council, Capital Forum Chair  
AIA San Francisco Chapter Achievement Awards Committee  
AIA California Council Design Awards, Chair  
AIA California Council Design Awards  
AIA/San Francisco Chapter, International Practice Task Force, Chair  
AIA/ San Francisco Chapter, International Practice Committee  
AIA/National, International Practice Committee  
AIA/San Francisco Chapter, Nominating Committee, Chair  
AIA/San Francisco Chapter, Director  
AIA/San Francisco Chapter, Headquarters Committee  
AIA/San Francisco Chapter, Associates Committee  
SFMOMA Architecture and Design Forum, Chair  
Urban Land Institute

**Professional Affiliations**

American Institute of Architects  
National Council of Architectural Registration Boards  
San Francisco Planning & Urban Research (SPUR)  
Architectural Foundation of San Francisco  
Urban Land Institute  
San Francisco Heritage

**Licenses**

Registered Architect:  
California, Arizona, Colorado, Connecticut, Idaho, Michigan, Nevada, Oregon,  
Texas, Utah, Virginia, Washington, CNMI, NCARB

**Recognition**

- **Hotel Del Coronado:** City of Coronado Award for Design Excellence
- **Olympic Club:** California Preservation Award
- **Treasure Island Master Plan:** AIA Honor Award

**Publications:** Architectural Record, Conde Nast Traveler, Hospitality Design Interiors, Lodging Hospitality, Los Angeles Times, The New York Times, Resorts & Great Hotels, Resort & Recreation Magazine, San Francisco Chronicle/Examiner, San Jose, Mercury News, Snow Country Magazine, Travel & Leisure, Urban Land Institute Journal



THE RITZ-CARLTON LAKE TAHOE, 2009



OLYMPIC CLUB, 1911



MARK HOPKINS HOTEL, 1926



**JOHN DAVIS, AIA, NCARB**

Principal-in-Charge

John graduated with honors with a Bachelor of Environmental Design from the University of Colorado. He is a registered architect and an active member of the American Institute of Architects and the Urban Land Institute. Mr. Davis has had over 24 years of specific experience in design and construction of urban and resort hotels, historic rehabilitations, multi-building mixed use developments, as well as campus life and recreation, and student services facilities for Universities and Colleges.

His ability to blend interior programmatic requirements and spaces with the exterior architecture and surrounding exterior landscape, results in the design of highly integrated and satisfying places for people to live, work, and interact.

As Studio Director, John oversees the management of major projects. He is responsible for organizing the project teams and for assuring that projects are completed on schedule and within budget. John has been the Project Principal for numerous successful hospitality and resort projects. The following is a list of relevant project experience where John Davis, AIA led multi-disciplinary teams as Project Manager:

**The Ahwahnee Hotel Comprehensive Rehabilitation**

**Type:** Hotel | **Date:** Projects are On-Going as of Summer 2015 | **Size:** 121,000 s.f. | **Cost:** \$25 M | **Location:** Yosemite, California

**Hotel Del Coronado Rehabilitation**

**Type:** Resort Hotel | **Date:** 2004 | **Size:** 410,000 s.f. | **Cost:** \$33 M | **Location:** Coronado, California

**Ghirardelli Square Rehabilitation**

**Type:** Hotel & Mixed-Use | **Date:** 2008 | **Size:** 140,000 s.f. | **Cost:** \$30 M | **Location:** San Francisco, California

**Olympic Club Rehabilitation & Additions**

**Type:** Athletic Club & Hotel | **Date:** 2006 | **Size:** 258,000 s.f. | **Cost:** \$65 M | **Location:** San Francisco, California

**The Ritz-Carlton Lake Tahoe**

**Type:** Resort Hotel | **Date:** 2009 | **Size:** 528,000 s.f. | **Cost:** \$215 M | **Location:** Lake Tahoe, California

**Mark Hopkins Hotel Renovation**

**Type:** Urban Hotel | **Date:** On-Going | **Size:** 300,000 s.f. | **Cost:** \$25 M | **Location:** San Francisco, California

**St. Francis Hotel Rehabilitation Master Plan**

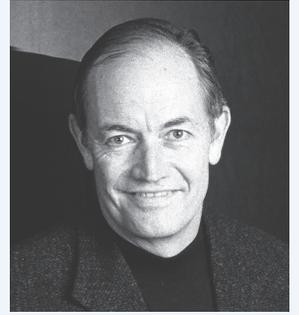
**Type:** Urban Hotel | **Date:** 2009 | **Size:** 30,000 s.f. | **Cost:** \$10 M | **Location:** San Francisco, California

**Fairmont Sonoma Mission Inn and Spa**

**Type:** Resort Hotel | **Date:** 2002 | **Size:** 120,000 s.f. | **Cost:** \$20 M | **Location:** Sonoma, California

**Renoir Hotel Renovation**

**Type:** Urban Hotel | **Date:** On-Going | **Size:** 135 rooms | **Cost:** \$50 M | **Location:** San Francisco, California



HOTEL DEL CORONADO, 1888



OLYMPIC CLUB SAN FRANCISCO, 1911



GHIRARDELLI SQUARE, 1899-1915



**LYNN MEZZATESTA, AIA, NCARB**

Project Architect

Ms. Mezzatesta is a graduate of University of Oregon with a Bachelor of Architecture. She has also completed studies at The American School in Switzerland, and at the American Academy in Rome. Lynn is a licensed architect in California and New York State.

Ms. Mezzatesta has over 25 years of extensive design expertise in large complex hospitality, rehabilitation, and mixed use residential projects. She has been actively involved as a Senior Project Architect at Hornberger + Worstell and has contributed to many of the firm's major hospitality and historic rehabilitation projects.

The following is a list of relevant project experience where Lynn Mezzatesta led multi-disciplinary teams as Project Architect.

**The Ahwahnee Hotel Comprehensive Rehabilitation**

**Type:** Hotel | **Date:** Projects are On-Going as of Summer 2015 | **Size:** 121,000 s.f. | **Cost:** \$25 M | **Location:** Yosemite, California

**Hotel Del Coronado Rehabilitation**

**Type:** Resort Hotel | **Date:** 2004 | **Size:** 410,000 s.f. | **Cost:** \$33 M | **Location:** Coronado, California

**Ghirardelli Square Rehabilitation**

**Type:** Hotel & Mixed-Use | **Date:** 2008 | **Size:** 140,000 s.f. | **Cost:** \$30 M | **Location:** San Francisco, California

**Olympic Club Rehabilitation & Additions**

**Type:** Athletic Club & Hotel | **Date:** 2006 | **Size:** 258,000 s.f. | **Cost:** \$65 M | **Location:** San Francisco, California

**The Ritz-Carlton Lake Tahoe**

**Type:** Resort Hotel | **Date:** 2009 | **Size:** 528,000 s.f. | **Cost:** \$215 M | **Location:** Lake Tahoe, California

**Mark Hopkins Hotel Renovation**

**Type:** Urban Hotel | **Date:** On-Going | **Size:** 300,000 s.f. | **Cost:** \$25 M | **Location:** San Francisco, California

**St. Francis Hotel Rehabilitation Master Plan**

**Type:** Urban Hotel | **Date:** 2009 | **Size:** 30,000 s.f. | **Cost:** \$10 M | **Location:** San Francisco, California

**Fairmont Sonoma Mission Inn and Spa**

**Type:** Resort Hotel | **Date:** 2002 | **Size:** 120,000 s.f. | **Cost:** \$20 M | **Location:** Sonoma, California



MARK HOPKINS HOTEL, 1926



RITZ CARLTON LAKE TAHOE, 2009



HOTEL DEL CORONADO, 1888



## **APPENDIX C**

### Plant Construction Detailed Qualifications

# Palace of Fine Arts

SAN FRANCISCO RECREATION AND PARK DEPARTMENT

CONCEPT PROPOSAL

PLANT CONSTRUCTION COMPANY, L.P.

May 19, 2015

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1. Company Overview
2. Team Resumes
3. Relevant Experience

### SUBMITTED TO:

San Francisco Recreation and Park Department  
Attn: Cassandra Costello, Property Manager  
[cassandra.costello@sfgov.org](mailto:cassandra.costello@sfgov.org)

### SUBMITTED BY:

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[www.plantconstruction.com](http://www.plantconstruction.com)



# Company Overview

# 1

## COMPANY BACKGROUND

Founded in 1947, Plant Construction Company has grown to be a leader in the construction industry by concentrating on the exceptional execution of the work with 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 preconstruction services, construction management and general contracting services. Plant's expertise includes:

- Occupied hotel renovations.
- Renovation and adaptive reuse of existing, historic buildings.
- Large, master planned mixed-use developments.
- Seismic bracing of major buildings.
- Office buildings and tenant improvements.
- Facilities for private institutions including schools, museums and religious groups
- Retail shell and tenant interiors for national and international brands.

While the majority of this work has been performed in California, Plant has completed projects throughout the United States and in Canada. A firm of more than 250 individuals, Plant is ranked among the "Top 400 General Contractors" nationwide by *Engineering News-Record* magazine. Winner of numerous individual project awards, Plant takes particular pride in having received a special Craftsmanship Award from the California Chapter of the American Institute of Architects. 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.



(top) Presidio Landmark  
(bottom) Ritz-Carlton Club + Residence

## CORE VALUES



### **FINEST CONSTRUCTION SERVICES**

Plant's technical expertise includes everything from small tenant interiors to high-end retail flagship stores to new construction of large mixed-use retail developments. We are recognized for providing our clients with an outstanding level of personal service.



### **EFFICIENTLY PERFORMED, DELIVERED ON SCHEDULE**

We are always looking for ways to increase efficiency on our projects, from utilizing the latest technology to assigning appropriately trained staff. We have an outstanding record for delivering projects on schedule.



### **QUALITY CRAFTSMANSHIP**

We employ approximately 200 carpenters and laborers that are skilled and capable craftsmen. This gives Plant the ability to perform a range of services from moving a single door to remodeling 10,000 sq. ft. of retail space to building a 125,000 sq. ft. new department store.

## COMPANY HISTORY

Since our founding in 1947, Plant Construction Company has been devoted to providing “The Finest Construction Services, Efficiently Performed and Delivered on Schedule”. Tom, Buck and Dave Plant founded the organization and at that time, it was known as “Plant Brothers”. The first offices were established on the second floor of a brick building at 1168 Battery Street in what used to be the produce district of San Francisco and is now known as Levi’s Plaza.

Plant’s first job was the conversion of an old wooden barge to a duck-hunting lodge. The barge had been sunk and, without insurance, there was little hope of recovery. Plant Brothers Corporation persevered and salvaged the barge by digging tunnels in the mud at low tide and hand sawing off the pilings on which the barge was impaled. These rough beginnings were the basis for what would become the Plant Construction Company that exists today.

Early work consisted of custom home construction including some of the finest in Marin County and the first home on the present Belvedere Lagoon development. During that period, the need for public schools provided Plant some early business and kept it afloat for a time, but the work was scarce and very competitive. At the outbreak of the Korean War, Plant was selected by the Navy to reactivate and operate its Naval Reserve Shipyard in Alameda and for the following few years the company spent most of its time dry-docking and repairing Naval vessels and merchant ships. Plant also won a bid from the San Francisco Port Authority to construct the San Francisco fireboat, “Phoenix”, which is still in service today. At the end of the war, the yard was shut down and the Plant brothers once again turned their full attention to construction.

Tom Plant directed Plant Construction Company along a path of selective commercial and industrial work along with quality performance that produced good references and more business. As the years went by, a demand developed for conversion of historical, industrial and warehouse buildings into office space and other uses. This demand was closely followed by the City’s requirement of the seismic upgrading of these buildings as they were converted. Along with the demand for more and better office space came similar demands for hotels, retail outlets and restaurants. Plant developed considerable expertise in all of these areas and the volume of work increased. In turn, our management and field forces increased in number, as did our capability to handle complex, demanding projects.

During the 1970’s, management of the business shifted from Tom Plant to his son, David G. Plant. Beginning in 1990 management transitioned again to the current management group, a limited partnership. Chris Rivielle, president of the general partner Plant/Allison Corporation, became the 5th chief executive of the company in 2015, 68 years after its founding. While the names and managers have changed over the years, the unswerving dedication to the original motto, “The Finest Construction Services, Efficiently Performed, Delivered on Schedule”, remains.



Plant Brothers Corporation founded in 1947 in San Francisco by Tom, Buck, and Dave Plant.



While operating the shipyard in Alameda, Plant built the fire boat Phoenix for the city of San Francisco.

# Team Resumes

# 2



## Michael Tzortzis, LEED AP

Construction Manager

Mike joined Plant in 1999 as a project manager with several years of experience working in the architecture, engineering, and construction industry. He has extensive expertise working on both new construction and renovations of existing buildings, including working in and around occupied facilities. Mike has managed numerous retail projects with demanding schedules and complicated phasing. As the construction manager, he will have overall responsibility for the successful completion of the project.

### EXPERIENCE

#### **Pier 70, San Francisco (\$1 billion)**

The Port of San Francisco has given Exclusive Negotiation Rights to Forest City, our client, to redevelop the 26 acre waterfront parcel of Pier 70 in San Francisco. This \$1 billion mixed-use development project will include new office, retail, housing, and parking. Extensive infrastructure improvements are necessary to serve this new development, including new streets, new utilities, and raising the overall site elevation to account for the anticipated rise in sea level.

#### **Pier 38, San Francisco (\$6 million)**

Phased renovation and structural upgrade of Pier 38 to convert the building to office and, potentially, retail or restaurant use. The project is currently in preconstruction planning with an expected construction start date of fall 2015.

#### **Nordstrom, Corte Madera, CA (\$47 million)**

Construction of new foundations and structure for the expansion and relocation of the Nordstrom Corte Madera store. Work included new vertical and horizontal enclosure with two new entrances replacing the existing, voluntary seismic upgrade, and complete renovation of the interior.

#### **San Francisco Theological Seminary, San Anselmo (\$2.5 million)**

Complete interior and exterior renovation to both Hunter and Baird Halls on the San Francisco Seminary campus. Work included complete renovations and MEP upgrades throughout the 21-unit student dormitory units of Hunter Hall and the conversion of the interior of Baird Hall from office space to dormitory housing. The project was located on an active seminary campus surrounded by a quiet residential neighborhood.

#### **Equinox Fitness Club, San Francisco (\$6 million)**

This upscale fitness club is located in the former headquarters of the Pacific Stock Exchange, a 1929 Art Deco jewel in the heart of the San Francisco financial district. The centerpiece of the Exchange Building is the trading hall, with its soaring 45-foot high glass ceiling. This open, airy space now provides a setting for the primary exercise floor. However, a significant portion of the club is located in the basement and ground floors of the neighboring 155 Sansome Tower, also an Art Deco landmark. These floors now house a yoga studio, spa and 25-yard lap pool. The project included extensive demolition and conversion of 34,000 sq ft to adapt the space and create dynamic interiors for the club's youthful corporate clients.

#### **942 Market Street, San Francisco (\$15.1 million)**

Residential conversion of 42,000 sf building in downtown San Francisco. Work included major structural modifications to this concrete and steel, 7-story building with unusual L-shaped plan that wraps around a neighboring building. The building contains 28 residential units as well as 4,300 sf of commercial space.

### EDUCATION

BS, Civil Engineering  
California State University, San Francisco

### CERTIFICATIONS

LEED Accredited Professional

### REFERENCES

Mr. Ted Reed  
Norstrom, Walnut Creek  
(925) 930-7959  
ted.reed@nordstrom.com

Ms. Lisa Kirby  
Callison Architecture, Inc.  
(206) 623-4646  
lkirby@callison.com

Mr. Alan Owings  
Forest City Development  
(415) 593-4241  
alanowings@forestcity.net

### ADDITIONAL EXPERIENCE

- The Bentley School, Lafayette
- Evelyn and Walter Haas Jr. Trust, San Francisco
- Farallon Capital Management, San Francisco
- 190 Ninth Street, San Francisco
- Nordstrom, Roseville
- Pacific Longshoreman's Association, San Francisco
- 1335 Sutter Street, San Francisco
- Norstrom, Walnut Creek, CA
- Hamlin School, San Francisco
- Pets in Need, Redwood City, CA



## Greg Bonderud

Preconstruction Manager

Greg joined Plant in 2014 to manage our preconstruction department. He has over 25 years of commercial construction experience with balanced focus as a project executive and preconstruction manager on adaptive re-use of base building core & shell, corporate office, healthcare, hospitality, retail/mixed-use, multi-unit residential and land development projects. He received a BS in Construction from Arizona State University and MBA from San Francisco State University.

As Preconstruction Manager, Greg is responsible for leading efforts in project planning, field surveys, site evaluation and logistics planning, budgeting, cost control, procurement, BIM 3D modeling, BIM 5D estimating and constructability reviews. Greg will take a proactive role in providing clients and project teams with information necessary to make reliable business decisions during the design and procurement cycles of projects.

### EXPERIENCE AT PLANT

#### Bay Meadows - Res 4, San Mateo (\$45 million)

New construction of a five-story residential condominium building over a basement parking level. When complete, this building will contain 80 luxury condominiums, 150 parking spaces, exterior gathering spaces, and a host of other amenities totaling 226,000 square feet.

#### Bay Meadows - MU 3a, San Mateo (\$43 million)

New construction of a four-story residential condominium building over a basement parking level. When complete, this building will consist of 75 condominiums, 140 parking spots, and ground level retail within its 165,000 square feet.

#### 5000/7000 Marina Blvd., Brisbane, CA (\$15 million)

140,000 sf, two building office campus renovation. Scope includes curtain wall replacement, interior renovation of all public areas, ADA code upgrades, MEP modernization and site work improvements.

#### Van Ness Residential Mixed-Use, San Francisco (\$143 million)

New construction of a 460,000 sf, 421 unit residential apartment building. 14 levels above grade, 2 levels of below grade parking, Type I cast-in-place.

#### Dogpatch Residential Mixed-Use, San Francisco (\$109 million)

New construction of a 323,000 sf, 251 unit, mid-rise residential apartment building in the Dogpatch neighborhood of San Francisco. The project will have 8 levels of above grade construction and 1 level of below grade parking. Type 1 cast-in-place and Type 5 wood frame combination.

### EXPERIENCE PRIOR TO JOINING PLANT

- **Tropicana Hotel Tower, Las Vegas, NV (\$600 million)**  
Served as the preconstruction manager for construction of a new 36 story, 2,500 room hotel and 4,000 car, 11-level parking structure in Las Vegas.
- **Durant Hotel, Berkeley (\$6 million)**  
Renovation of an existing 120,000 square foot, 5-story hotel in Berkeley.
- **Grand Hyatt Union Square, San Francisco (\$30 million)**  
Lead preconstruction efforts on this high-rise hotel renovation in downtown San Francisco.

### EDUCATION

BS Construction  
Arizona State University

MBA  
San Francisco State University

### ADDITIONAL EXPERIENCE PRIOR TO PLANT

- Fisherman's Wharf Marriot Hotel, San Francisco (\$10 million)
- Las Vegas Hilton Casino, Las Vegas, NV (\$56 million)
- 995 Market Street, San Francisco (\$9 million)
- Bently Holdings, San Francisco (\$6 million)
- Lumosity Corporate Headquarters, San Francisco (\$6 million)
- Zendesk Corporate Headquarters, San Francisco (\$10 million)
- Square, Inc., San Francisco (\$4 million)
- Dropbox, San Francisco (\$12 million)
- Microsoft Corporation, Mountain View (\$30 million)
- Charles Schwab Corporate Headquarters, San Francisco, CA (\$25 million)
- Barclays Global Investors + Scudder Kemper, San Francisco, CA (\$10 million)
- Gap Corporate Headquarters, San Francisco, CA (\$8 million)
- Getty Center Beverly Park, Los Angeles, CA (\$11 million)

# Relevant Experience

# 3

Since the company's founding in 1947, we have consistently approached each project with a focus on service to our client. The needs of each client and the demands of each project take precedence over short term financial considerations. We strive to be totally flexible in applying our skills to the needs of each client. This focus has allowed us to develop a wide range of expertise, and has provided us with opportunities to work on a variety of projects including the following relevant experience:

## HISTORIC PRESERVATION

- Ahwahnee Hotel
- Presidio of San Francisco National Historic Landmark District:
  - Presidio Landmark
  - Presidio Buildings 101 + 103
  - Walt Disney Family Museum
- Reliance Building (adaptive reuse to Hotel Burnham)
- Georgetown Centre (part of the Georgetown National Historic Landmark District)
- Fairmont Hotel
- Jessie Street Substation (the facade was incorporated into the Contemporary Jewish Museum)
- San Francisco Ferry Building (originally Union Ferry Depot)
- Temple Sherith Israel
- Cork Factory Lofts (originally Armstrong Cork Company)
- Flood Building
- Ritz-Carlton Club + Residences (Old Chronicle Building)
- Pacific Place
- 140 New Montgomery
- San Francisco Friends School
- One Market Street
- 800 Market Street
- Clift Hotel
- Shell Building
- Temple Emanu-El
- Olympic City Club
- 400 Post Street
- City College of San Francisco - John Adams Campus
- Old Solano County Courthouse

## HOSPITALITY

- Ahwahnee Hotel
- Fairmont Hotel
- Hotel Burnham at the Reliance Building
- Hotel Palomar at Pacific Place
- Palace Hotel
- Clift Hotel
- Parc 55 Hotel
- Ritz-Carlton Club + Residences
- Westin - Room Conversion
- Westin Restaurant Bar + Public Spaces
- Presidio Landmark
- Cork Factor Lofts
- Olympic Club Addition + Renovation
- Sports Club / LA at the Four Seasons Hotel
- Westin Hotel
- Hilton San Francisco Union Square
- MKT Restaurant - Bar at the Four Seasons Hotel
- Minneapolis Lifestyle Centre, Block E
- Nob Hill Spa

## PARKS AND RECREATION + PRESIDIO + PORT OF SAN FRANCISCO

- Lands End Lookout
- Chinese Recreation Center
- Ahwahnee Hotel
- Presidio Landmark
- Presidio Buildings 101 + 103
- Presidio Buildings 102
- Walt Disney Family Museum
- Thoreau Center for Sustainability
- 1202 Fort Scott
- Los Padres National Forest Ranger Stations
- Belles Street Townhomes
- Letterman Digital Arts Center - Executive Offices
- Alcatraz Quartermaster's Warehouse
- Pier 70
- Pier 38

## WORK WITH TMG PARTNERS

- Zynga Headquarters
- 680 Folsom Street
- 75-95 Hawthorne Street
- One South Van Ness
- 600 Battery Street
- Pier 38
- One Market Street
- Common Sense Media
- Aegis Media

## Ferry Building

San Francisco, California

Built in 1898, the Ferry Building has long been a symbol of the San Francisco waterfront. A century later, its rehabilitation included removal of portions of the original 2nd floor structure and all of the modern era 3rd floor structure in the nave space to create a dramatic three-story atrium along the entire length of the building. Once again, the Ferry Building is the public center of the city's waterfront, housing an open marketplace at street level, as well as offices on the 2nd and 3rd floors. Since re-opening, the Ferry Building has won several awards including the 2003 National Preservation Honor Award from the National Trust for Historic Preservation.



### PROJECT STATS

**Owner**

Wilson Meany Sullivan

**Architect**

SMWM

Page & Turnbull

**Approximate Value**

\$50 million

**Completion Date**

February 2003

## Presidio Landmark

Presidio of San Francisco, California

Conversion of the 70 year-old Public Health Service Hospital, located in Presidio of San Francisco, to residential use. The 237,000 square foot building, renamed the Presidio Landmark, contains 154 studio, one- and two-bedroom rental units. The project received LEED Gold certification.



### PROJECT STATS

**Owner**

Forest City Development

**Architect**

Perkins + Will

**Approximate Value**

\$57 million

**Completion Date**

July 2010

## 680 Folsom Street

San Francisco, California

Total renovation of an existing steel-frame 12-story vacant office building with basement parking level and mechanical penthouse level (floor 13). The total building area is approximately 550,000 square feet with floor infills at the first/second levels and the addition of two additional building floors. The project included a voluntary seismic upgrade, new base building cores including new restrooms and elevators at all levels, new emergency generator, fire sprinkler, plumbing, HVAC and electrical systems, and removal and replacement of the exterior precast façade with a new high-performance glazed curtain wall system. The project received LEED Platinum certification.



### PROJECT STATS

**Owner**  
Boston Properties

**Developer**  
TMG Partners

**Architect**  
Skidmore, Owings & Merrill  
(SOM)

**Approximate Value**  
\$125 million

**Completion Date**  
December 2013

## 140 New Montgomery

San Francisco, California

Renovation and seismic upgrade of the historic Pacific Telephone Building in downtown San Francisco for continued office use. The scope of work included seismic strengthening to meet current code standards, MEPS systems replacement and modernization, facade restoration and window replacement, and renovation of the historic lobby. The project has received LEED Gold certification.



### PROJECT STATS

**Owner**  
Wilson Meany  
Stockbridge Capital Group

**Architect**  
Perkins + Will

**Approximate Value**  
\$60 million

**Completion Date**  
November 2013

## Belles Street Townhomes

Presidio of San Francisco, California

As a part of the PSHS District adaptive re-use plan, the Presidio Trust identified a site within the district appropriate for a small new residential construction project. The Belles Street Townhomes were integrated into a group of smaller scale residential and office buildings next to the Presidio Landmark. This part of the project consists of seven, 4-story, luxury townhomes. Each unit includes approximately 2,470 square feet of interior space including a garage, and 700 square feet of exterior decks at the third floor balconies and roofs. The building structure is load bearing metal framing on a concrete slab over grade beams. Each unit received LEED for Homes Platinum certification.



### PROJECT STATS

**Owner**

Forest City Development

**Architect**

WRNS Studio

**Approximate Value**

\$7.3 million

**Completion Date**

August 2010

## Ritz-Carlton Club + Residences

San Francisco, California

Conversion of the historic Chronicle Building, dating from 1890, into new condominium and time-share units for the Ritz-Carlton. Work included the removal of 1960's era steel cladding and restoration of the original brick exterior, demolition of portions of the existing building, extensive excavation, structural upgrades, and construction of 8 additional above-grade floors. The new 24-story building contains 101 residential units and retail space totaling approximately 225,000 square feet.



### PROJECT STATS

**Owner**

R.C. Chronicle Building L.P.

**Architect**

Charles F. Bloszies Architects

**Approximate Value**

\$91 million

**Completion Date**

December 2008

## Zynga Tenant Improvements

San Francisco, California

250,000 square feet of tenant improvements including base building structural modifications in an existing occupied 6-story plus concourse level office building. The project included the removal of two 6-story high escalators and the installation of an operable skylight to create an open atrium area in the center of the tenant's space. New cross connection bridges were incorporated at the upper floors to provide access to the new elevator openings on floors 2 thru 6. The project also included a new private building entrance on 8th Street, private gym, ground floor cafe, a large full service kitchen capable of serving 4,000 meals a day to Zynga staff, and multiple other amenities to reflect this social gaming company's unique culture and identity.



### PROJECT STATS

**Owner**  
TMG Partners

**Client**  
Zynga

**Architect**  
NicholsBooth Architects

**Approximate Value**  
\$29.5 million

**Completion Date**  
August 2011

## The Landmark at Union Square

San Francisco, California

An adaptive re-use project, The Landmark at Union Square comprises 39 upscale condominium units above a retail space housed in an historic building constructed in 1908 for the Home Telephone Company. The seven-story, steel-framed structure is clad in Colusa sandstone and ringed internally by a perimeter brick curtain wall. It was 100% pre-sold even before construction was completed. The building is listed as a San Francisco Landmark and is eligible for listing on the National Register of Historic Places.



### PROJECT STATS

**Owner**  
MaeDevor, LLC

**Architect**  
Huntsman Architectural Group

**Approximate Value**  
\$10 million

**Completion Date**  
November 2004

## Palace Hotel

San Francisco, California

Renovation of 553 guestrooms including fully remodeled bathrooms at the Palace Hotel in San Francisco. Work also includes upgrades to the hotel corridors, lobby toilet rooms, fitness center, main entry, and ADA upgrades. The project is proceeding in phases so the hotel can remain open for business throughout construction.



### PROJECT STATS

**Owner**

Kyo-Ya Hotels & Resort

**Architect**

Indidesign

**Interior Architect**

Arcsine Architecture

**Approximate Value**

\$14 million

**Completion Date**

June 2015

## Flood Building

San Francisco, California

The historic Flood Building posed two challenges. First, to renew the identity of the building by restoring the Beaux Arts style architecture and repairing the Colusa sandstone façade. Second, to substantially alter the structure of the lower three floors to create a retail center with a modern feel suited to its tenants. Both objectives were accomplished while upper floors were fully occupied by office tenants.



### PROJECT STATS

**Owner**

Wilson Meany Sullivan

**Architect**

KMD Architects

**Approximate Value**

\$9 million

**Completion Date**

September 1993

## Hotel Burnham at the Reliance Building

Chicago, Illinois

Restoration and conversion of the classic 1896 Reliance Building created an elegant 12-story, 123-room boutique hotel in downtown Chicago. Work included restoration of marble walls and ceilings, mosaic floor tiles and decorative wrought iron staircases and elevator cages, as well as the building's famous terra cotta and glass facade. Plant also re-created the original granite and bronze storefront. The project has won numerous awards including an AIA Honor Award and a National Trust for Historic Preservation National Preservation Award. The Reliance Building is a national historic landmark and is listed in the National Register of Historic Places.



### PROJECT STATS

**Owner**  
McCaffery Interests

**Architect**  
Antunovich Associates

**Approximate Value**  
\$14 million

**Completion Date**  
October 1999

## Presidio Building 101 + 103

Presidio of San Francisco, California

Rehabilitation and conversion of 2 historic buildings at 101 & 103 Montgomery Street. The project includes adaptive re-use, seismic retrofit, and conversion into office-use for these historic Army Barracks in the Main Post of the Presidio of San Francisco originally built in the late 1800's. The project has received LEED Gold certification.



### PROJECT STATS

**Owner**  
The Presidio Trust

**Architect**  
BAR Architects

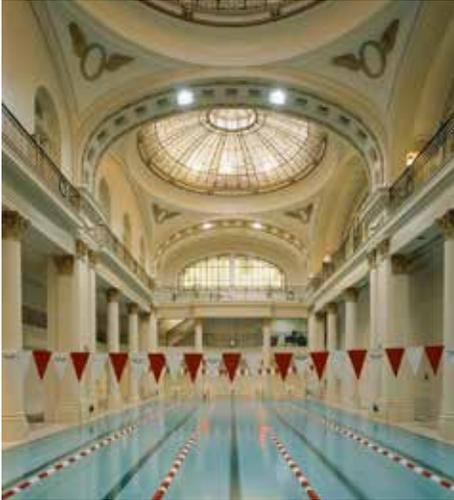
**Approximate Value**  
\$20 million

**Completion Date**  
August 2011

## Olympic Club Addition + Renovation

San Francisco, California

Construction of an eight-story structure that sits adjacent to the Olympic Club's current facility. The existing club building was completely renovated and reconstructed to merge the original historic building on Post Street with the new building. The final product is a completely new facility for the Club, sporting 18 hotel rooms, two indoor pools, two gymnasiums, nine squash and handball courts, a restaurant, a full sports bar, a snack bar, two exercise studios, 6,000 sf of exercise equipment, 4,000 wood lockers, corporate offices, and parking for 130 cars.



### PROJECT STATS

**Owner**

Olympic Club

**Architect**

Hornberger + Worstell

**Approximate Value**

\$75 million

**Completion Date**

September 2006

## Ahwahnee Hotel

Yosemite, California

The project entails Fire and Life Safety improvements to the Ahwahnee Hotel, a National Historic Landmark, located in Yosemite National Park. The scope of work includes the installation of automatic fire sprinkler, fire/smoke detectors and fire alarm systems throughout the 100 room hotel, including all the public spaces, guest rooms, and back-of-house areas. Installation of the systems necessitates the careful dismantling of historic finishes and the restoration of these same finishes to their original appearance and composition.

The scope of the project expanded to include the addition of an egress stair. This is a design-build project that consists of replacing an existing exterior stair, dismantling and rebuilding parts of the historic stone facade, complete renovations of two guest rooms, and two separate interior stairs.



### PROJECT STATS

**Owner**

National Parks Service

**Client**

DNC

**Architect**

Fire + Life Safety:  
Architectural Resources Group

**Design-Build Egress Stair:**

Hornberger + Worstell

**Approximate Value**

\$6.5 million

**Completion Date**

August 2011

## One Market Street

San Francisco, California

One Market is a piece of San Francisco history, built in 1917 by Southern Pacific Railroad as its headquarters. In 1999, Plant began extensive renovation of the 350,000 square foot building, altering the structure to accommodate new technology and cabling: fiber optics, high-speed access cables, T-3 and FM-based communication. Work included new stairs, elevator renovation, demolition of the interior, new building systems and renewal of the beautiful exterior masonry.



### PROJECT STATS

**Owner**

TMG Partners

**Architect**

McCluskey & Associates

**Approximate Value**

\$42 million

**Completion Date**

February 2001

## Walt Disney Family Museum

Presidio of San Francisco, California

Conversion of 3 historic Army Buildings into a new museum and library celebrating the life and work of Walt Disney. Work included the construction of a glass atrium gallery, restoration of the original brick buildings, extensive excavation and underpinning to create an underground theater and sub-basement, structural and seismic upgrades. The 3 building campus houses permanent and traveling exhibits, as well as a library and archives totaling approximately 100,000 square feet.



### PROJECT STATS

**Owner**

Walt Disney Family Foundation

**Architect**

Page & Turnbull  
Rockwell Group

**Approximate Value**

\$52 million

**Completion Date**

May 2009

## Fairmont Hotel

San Francisco, California

The Fairmont, an historic hotel located atop Nob Hill, required extensive renovation that comprised upgrading all guestrooms and remodeling guest bathrooms, as well as renovation of the main lobby, meeting rooms, ballrooms, restaurants and the exterior facade. Other work included the repair and replacement of building systems, extension of systems such as fire sprinklers, installation of new elevators, re-roofing all buildings and a new roof deck. The project was completed with the hotel in full operation with minimal disruption to guests.



### PROJECT STATS

**Owner**

Fairmont Hotel Management, L.P.

**Architect**

Gensler

**Approximate Value**

\$52 million

**Completion Date**

May 2001

## Clift Hotel

San Francisco, California

Renovation of an historic hotel located in the theatre district of San Francisco. Work included upgrading all guestrooms and public spaces on a fast track schedule. Also included in the scope was the renovation of the exterior façade and the preservation of the historic “Redwood Room” bar and lounge. The job required collaboration with a world-renowned designer and industry leading developer. All work was with the hotel in full operation, with minimal disruption to guests.



### PROJECT STATS

**Owner**

Ian Schrager Hotels

**Architect**

Philippe Starck, Freebairn, Smith & Crane, and Levikow Associates

**Approximate Value**

\$25 million

**Completion Date**

September 2001

## APPENDIX D

### Tipping Associates Detailed Qualifications

# TIPPING

STRUCTURAL ENGINEERS

STATEMENT OF QUALIFICATIONS  
FOR THE PALACE OF FINE ARTS  
SAN FRANCISCO, CA

*May 20, 2015*

# TIPPING

**PUSHING THE BOUNDARIES OF ENGINEERING TO ACHIEVE OUR CLIENTS' BUSINESS AND PROJECT GOALS, SINCE 1983.** Tipping Structural Engineers' approach unites fresh perspectives, courageous creativity, technical mastery, and an advanced understanding of structural behavior to bring the greatest value in structural and seismic engineering to our clients' projects.

**COLLABORATION** So that the greatest advantages might accrue to our clients' projects, Tipping aims for early collaboration with our partners in design and construction. By working together from the outset, we build value engineering into the design process, drawing on our staff's technical expertise and trademark ingenuity. Our approach, inventiveness, and drive to control project costs result in *construction savings, expedited schedules, and improved performance. Major systems—mechanical, structural, and seismic—can be more simply and economically integrated, eliminating clumsy detailing and improving overall efficiency.*

For the owner, *integrated value engineering is perhaps the greatest benefit of this early collaboration.* By working together before design begins, *the design and construction team establishes a common basis for cost-saving solutions and has the opportunity to make better decisions as the project unfolds.*

**INNOVATION** Taking the stance that structural design is a creative art, over the decades Tipping has developed a wide range of award-winning, innovative seismic solutions that have resulted in *proven performance for projects with complex functional challenges:* We have pioneered *self-centering, vertically post-tensioned shear wall and rocking frame systems* that have delivered cost-efficient, high performance to a wide array of projects. As lead participants in the FEMA P807 project, we designed and developed a method of practicable, cost-efficient *proportional-strength retrofitting of weak-story wood-framed buildings*, a revolutionary concept in seismic rehabilitation. We've pioneered green-building solutions, which include *resource-efficient framing and the use of low-cement concrete* of our own designs. For more than thirty years, research, development, and continual creative exploration have been at the core of our practice.



## TIPPING STRUCTURAL ENGINEERS

1906 Shattuck Avenue  
Berkeley, California 94704  
(510) 549-1906  
[www.tippingstructural.com](http://www.tippingstructural.com)

In Business Since 1983  
Total Employees 33

## KEY CONTACTS

Steven Tipping, SE, Founding Principal  
[s.tipping@tippingstructural.com](mailto:s.tipping@tippingstructural.com)

Leo Panian, SE, Principal  
[l.panian@tippingstructural.com](mailto:l.panian@tippingstructural.com)

# TIPPING Buzz

Beyond being technically superior, Tipping is conscientious of the programmatic needs of buildings and extremely creative in finding economical solutions to complex problems. Their creativity and economical approach have been integral to numerous successful programs for TMG Partners. We consider them to be one of our best relationships.

**MATT FIELD | CHIEF INVESTMENT OFFICER AT TMG PARTNERS**

One of the secrets of my success as a developer of old industrial warehouses is that my first call is always Steve Tipping... With his experience and insights, I am confident that I will not waste my precious rehab dollars on the structural upgrade.

**RICK HOLLIDAY | FOUNDER AT HOLLIDAY DEVELOPMENT**

Tipping's mastery of the technical aspects of their trade is obvious in everything they do, but the artfulness with which they use their science is what is truly remarkable. They've helped us to see the art in their science, judiciously pushing the boundaries of engineering to help achieve our project and mission goals... For us, Tipping is not a consultant, they are a partner.

**TOM EARLEY | FMR. DIRECTOR OF DEVELOPMENT AT BRIDGE HOUSING**

The overall balance we experience when working with Tipping is special. They are technically creative, collaborative in every respect when it comes to constructability, are vested in cost effective designs, pay extreme attention to detail and blend comprehensive and unique sustainability elements into their structural evaluations. They work with us as a team, appreciate our view point, value our experience, and are committed to helping turn designs into completed projects.

**PHIL WILLIAMS, PE, LEED AP | FMR. VICE PRESIDENT AT WEBCOR BUILDERS**

# TIPPING Green

**TIPPING IS A RECOGNIZED LEADER** in sustainable design, sought after by architects and building owners who share the commitment to reduce the short- and long-term impact of building construction on the environment.

**A VIEW TOWARD SUSTAINABILITY GUIDES OUR ANALYSIS OF EVERY DESIGN PROBLEM AND IS AN ESSENTIAL PART OF EVERY SOLUTION.** We design to reduce the carbon footprint of every structure by:

- coupling its thermal properties with passive solar design;
- detailing for longevity and adaptability;
- protecting the building by designing for enhanced seismic performance;
- specifying low-cement concrete and high-recycled-content steel; and
- avoiding construction waste and reducing costs.

**RESEARCH** Over the past thirteen years, Tipping has made concerted efforts to research and analyze alternative, resource-efficient materials just entering the marketplace:

- structural insulated panels (SIPs)
- straw bale, rammed earth, bamboo
- resource-efficient wood framing, timber frame
- low-cement concrete

To our projects' great successes, we have collaborated with suppliers and contractors to develop and implement new approaches. On five projects thus far, Tipping innovations (our resilient lateral systems and green concrete mixes) have garnered **LEED innovation credits**.

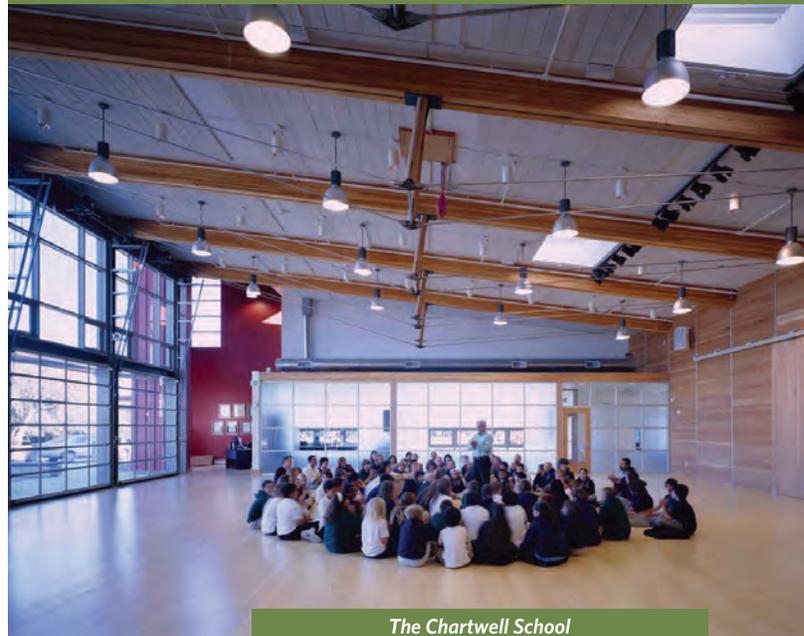
## **SUSTAINABILITY-ORIENTED DESIGN STRATEGIES**

The following are illustrative of how we have collaborated with architects and owners to meet—and exceed—ambitious green goals.

### **The Chartwell School (2007)**

- Under a Kresge Foundation grant, we developed—alongside the concrete supplier—a low-cement mix comprising 30 percent cement and 70 percent slag.
- *This approach achieved a net CO<sub>2</sub> emissions reduction of 45 percent without any added cost*, a significant improvement over the 18 percent net reduction typically achieved

- 35 Excellence in Engineering Awards
- 1 Living Building
- 16 LEED Platinum projects
- 12 LEED Gold projects
- 5 projects with LEED innovation points from Tipping innovations
- 7 net-zero-energy buildings
- 7 AIA COTE Top Ten Green Projects



The Chartwell School

# TIPPING Green

with fly-ash mixes, which come with a 10 to 15 percent cost premium and constructability problems.

- We implemented resource-efficient framing on the project, which resulted in a 30 percent reduction in total lumber use. That cost saving then allowed the specification of FSC lumber for the project.

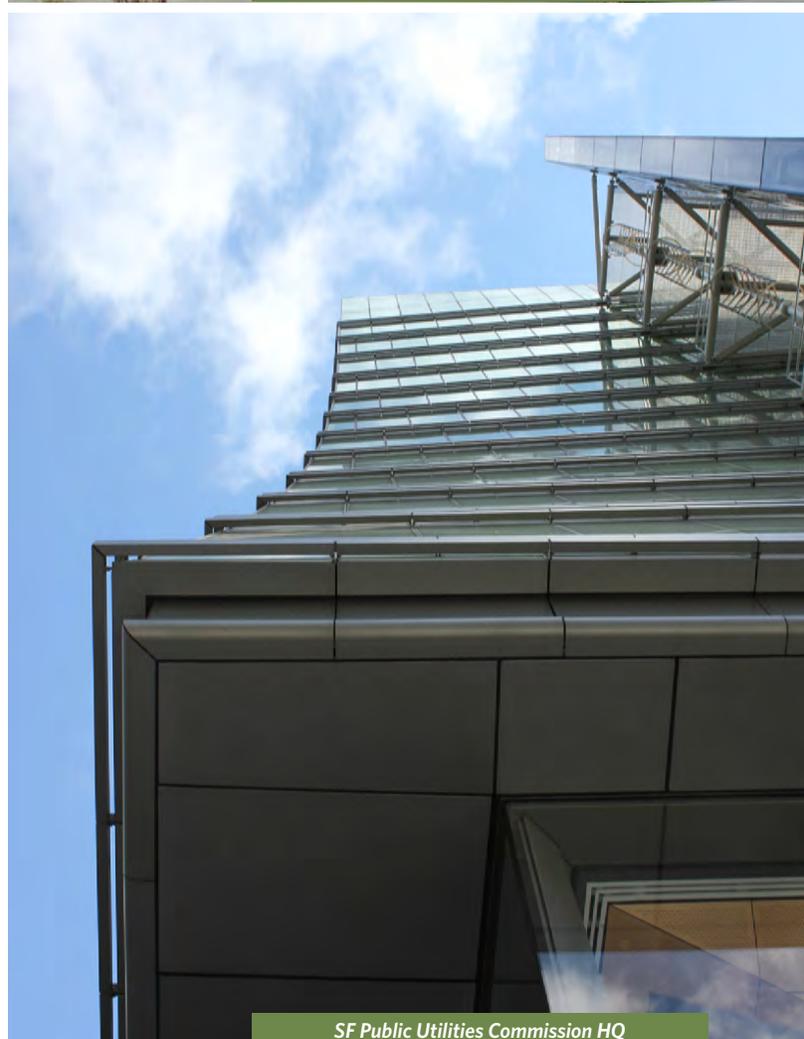
## The David Brower Center (2009)

- Our concrete mixes, designed through an iterative process with the concrete supplier, saved the project 1 million pounds of CO<sub>2</sub> emissions, with typical Portland cement replacements of 50 to 70 percent.

## San Francisco Public Utilities Commission HQ (2012)

Tipping's sustainable design solutions:

- added a thirteenth story to the project (thereby increasing density) owing to the reduced floor-to-ceiling heights that resulted from our lateral system design;
- reduced steel reinforcement—and materials emissions—by 50 percent owing to our optimized link-beam design;
- decreased the project's carbon footprint by 7.4 million pounds of CO<sub>2</sub> emissions owing to our specially designed green-concrete mixes;
- increased the building's resilience—and, by extension, the longevity of the investment—by delivering immediate-occupancy performance while saving the project \$5 million (or \$18/sf) in direct and indirect structural costs, and \$27.7 million in downstream and VE costs.



# TIPPING Greenest

## **SF PUBLIC UTILITIES COMM HQ**

San Francisco, CA

LEED-NC Platinum certified

## **PACKARD FOUNDATION HQ**

Los Altos, CA

NZE, LEED-NC Platinum certified

## **SBSR SUSTAINABILITY TREEHOUSE**

Glen Jean, WV

NZE, Living Building Challenge targeted

## **THE OMEGA CENTER FOR**

**SUSTAINABLE LIVING** Rhinebeck, NY

NZE, Living Building certified

LEED Platinum certified

## **EL CERRITO RECYCLING AND ENVIRONMENTAL RESOURCE CENTER**

El Cerrito, CA

NZE, LEED-NC Platinum certified

## **THE DAVID BROWER CENTER**

Berkeley, CA

LEED Platinum certified

## **MARIN COUNTRY DAY SCHOOL,**

**STEP 2** Corte Madera, CA

NZE, LEED Platinum certified

## **MICHAEL J. HOMER SCIENCE AND STUDENT LIFE CENTER**

Atherton, CA

LEED Platinum certified

## **LANCASTER LOFTS** Oakland, CA

NZE, LEED Platinum certified

## **CHARTWELL SCHOOL** Seaside, CA

LEED Platinum certified

## **SMARTSPACE SOMA**

San Francisco, CA

LEED-NC Platinum certified



Packard Foundation HQ

## **STATION CTR FAMILY HOUSING TOD**

Union City, CA

LEED for Homes Platinum certified

## **WEST BRANCH LIBRARY** Berkeley, CA

LEED Platinum targeted

## **BISHOP O'DOWD H.S. ENVIRONMENTAL SCIENCE CENTER**

Oakland, CA

LEED Platinum targeted

## **UC MERCED RECREATION CENTER**

**NORTH** Merced, CA

LEED Platinum targeted

## **YOSEMITE ENVIRONMENTAL EDUCATION CENTER**

Yosemite, CA

LEED Platinum targeted

## **2001 MARKET | 38 DOLORES**

San Francisco, CA

LEED-NC Gold certified

## **UCSB OCEAN SCIENCE EDUCATION BUILDING** Santa Barbara, CA

LEED Gold certified

## **ORINDA CITY HALL** Orinda, CA

LEED Gold certified

## **H2HOTEL** Healdsburg, CA

LEED NC Gold certified

## **PRESENTATION CTR** Los Gatos, CA

LEED Gold certified

## **MARIN COUNTRY DAY SCHOOL, STEP 1**

Corte Madera, CA

LEED Gold certified

## **270 BRANNAN** San Francisco, CA

LEED Gold targeted

## **NUEVA HIGH SCHOOL** San Mateo, CA

LEED Gold targeted

## **IDEAS Z-SQUARED DESIGN FACILITY**

San Jose, CA

NZE, NZC, LEED Gold targeted

## **680 FOLSOM** San Francisco, CA

LEED-NC Gold targeted

## **UCB'S CAMPBELL HALL** Berkeley, CA

LEED Gold targeted

# TIPPING Retrofit

**SINCE 1983 TIPPING STRUCTURAL ENGINEERS HAS NOT ONLY** completed hundreds of retrofit projects in the San Francisco Bay Area but also has been recognized by our peers for excellence in seismic retrofit innovation and design. Our work on the **Hearst Greek Theatre** and **2850 Telegraph Avenue** in Berkeley; the **I. Magnin building** in Oakland; the **Carquinez Senior Apartments** in Richmond; **680 Folsom Street**, the **Landmark at One Market Street** and **Pacific Place** in San Francisco have all been honored with awards for excellence in structural engineering by the Structural Engineers Association of California, (SEAOC), the Structural Engineers Association of Northern California (SEAONC), and the National Council of Structural Engineers Association (NCSEA). In addition, **2850 Telegraph Avenue** was awarded “*Top Project of the Last Decade Involving the Seismic Retrofit of an Existing Concrete Structure*” from the Applied Technology Council and the Structural Engineering Institute (ATC/SEI) in 2009.

- Our rocking frame and mode-shaping spine technologies have been adapted and applied to diverse structural configurations in order to deliver recentering capability to buildings in case of a seismic event.
- Responding to a request from FEMA, we coupled our expertise in advanced nonlinear history analyses and insight into structural behavior to develop a revolutionary but simple and cost-effective approach (the Relative-Strength Method) to strengthening weak-story buildings.
- In many cases, our seismic solutions have increased usable square footage, avoided exposed bracing while accommodating new mechanical systems, and preserved program space.
- Owing to our single-pivot-single-bearing innovation, a 1960s vintage steel building has been given a seismic performance that meets or exceeds current code expectations (for instance, interstory drifts are 25 percent better than that required by current code) while saving \$4 million dollars over a previously approved scheme.
- In a daring retrofit of a nine-story building, to create an expansive retail space, we removed 86 percent of the existing concrete columns and all floor framing below the fifth floor. In essence, we built a new steel building within the existing concrete framework while accommodating the owner’s tight budget.

In short, our advanced knowledge of seismic behavior; our passion for design excellence and detailed, coordinated drawings; and an unequalled expertise in advanced nonlinear history analysis have delivered cost-effective high performance seismic design to our client’ projects, sometimes saving millions of dollars in project costs.



680 Folsom Street

# TIPPING Retrofits

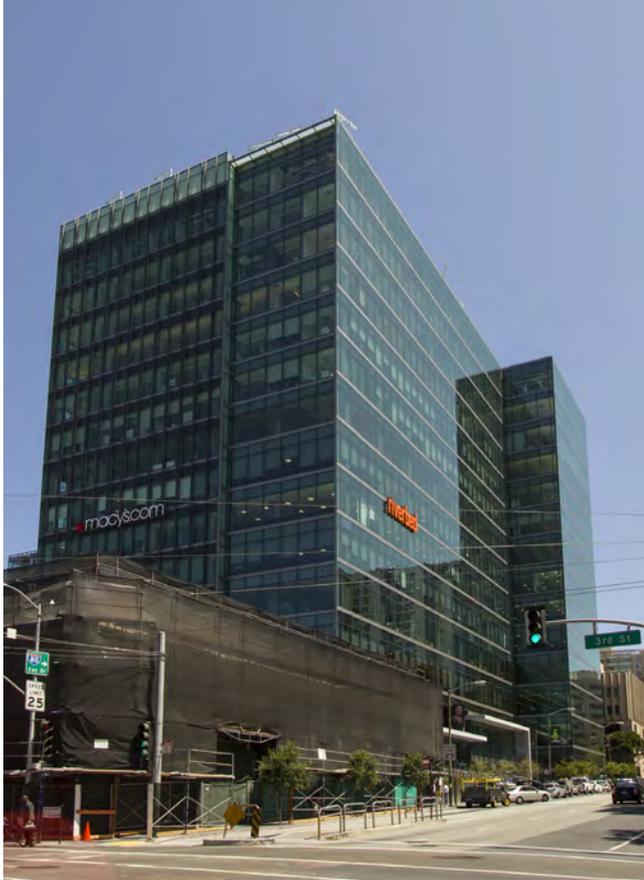
155 5th Street *San Francisco, CA*  
278 Post Street *San Francisco, CA*  
333 Grant Avenue *San Francisco, CA*  
400 Post Street *San Francisco, CA*  
475 Brannan Street *San Francisco, CA*  
600 Battery Street *San Francisco, CA*  
680 Folsom | 50 Hawthorne *San Francisco, CA*  
729 Tennessee Street *San Francisco, CA*  
1000 Van Ness Avenue *San Francisco, CA*  
1275 Market Street *San Francisco, CA*  
1455 Market Street *San Francisco, CA*  
2300 Harrison Street *San Francisco, CA*  
Clocktower Lofts *San Francisco, CA*  
Coffin-Redington Building (300 Beale) *San Francisco, CA*  
The Landmark at One Market Street *San Francisco, CA*  
One South Van Ness Avenue *San Francisco, CA*  
Ritz-Carlton Hotel *San Francisco, CA*  
Pacific Place *San Francisco, CA*  
Stuart Hall, Convent of the Sacred Heart High School  
*San Francisco, CA*  
Westin St. Francis Hotel *San Francisco, CA*  
2150 Shattuck Avenue *Berkeley, CA*  
2850 Telegraph Avenue *Berkeley, CA*  
UCB's Hearst Greek Theatre *Berkeley, CA*  
Berkeley Montessori *Berkeley, CA*  
Our Lady of the Oaks Chapel *Applegate, CA*  
Emeryville Warehouse Lofts *Emeryville, CA*  
I. Magnin Building *Oakland, CA*



Pacific Cannery Lofts *Oakland, CA*  
CalShakes' Bruns Amphitheater *Orinda, CA*  
Hacienda Apartments *Richmond, CA*  
Carquinez Senior Apartments *Richmond, CA*  
IDEAs Z-Squared Design Facility *San Jose, CA*  
Bay Area Discovery Museum *Sausalito, CA*

# TIPPING Projects

680 FOLSOM STREET SAN FRANCISCO, CA



- Transformation of steel-moment-framed 1963 building from “Class C” to “Class A” office space.
- Lateral system: a central concrete core pivots atop a single friction-pendulum slider bearing in the basement.
- The core engages all floors of the existing steel moment frame, compels all floors to lean uniformly, spreads inelastic action evenly throughout the entire steel frame, and makes single-story collapse impossible.
- The system marshals and spreads the strength of the existing frame uniformly throughout the height of the building; the frame acts as a spring that returns the building to plumb after an earthquake.
- The single core pivoting on a single bearing solution resulted from an intensive value engineering effort that saved \$4 million on a \$110 million project.

*2015 SEAONC Excellence in Structural Engineering, Award of Excellence*

*2014 NCSEA Excellence in Structural Engineering, Outstanding Project Award*

*2014 SEAOC Excellence in Structural Engineering, Award of Excellence*

*LEED Platinum certified*

*Architect: SOM*

*Developer: TMG Partners*

*Contractor: Plant Construction Company*

*Size: 566,000 gsf*

*Construction cost: \$130 million*

*Completed: 2014*

EXECUTED AS TIPPING MAR

# TIPPING Projects

CARQUINEZ SENIOR APARTMENTS RICHMOND, CA



- Five-story reinforced-concrete James Plachek landmark.
- Ground floor of mostly glass street-front walls, with cast-in-place concrete (with punched openings) exterior walls above; and on the other two sides, a classic weak-story configuration with a large torsional irregularity.
- Project challenges were to strengthen structure without displacing tenants of 36 apartments and an Alzheimer's day-care center, and to provide life-safety seismic performance for \$1 million.
- Conducted nonlinear response history analysis to evaluate existing building and calibrate the new walls.
- Developed seismic bracing scheme that provided strength and toughness at the ground floor while limiting the seismic forces transmitted to the upper floors.
- Delivered shelter-in-place capacity on budget, at a cost 17 to 25 percent less than other engineering firms' schemes.

*SEAONC 2012 Excellence in  
Structural Engineering Award  
NCSEA 2011 Excellence in  
Structural Engineering Award*

*Architect: Weir Andrewson  
Owner: BRIDGE Housing Inc.  
Contractor: Saarman  
Construction cost: \$949,500  
Gross Area: 35,747 sf  
Completed: 2010*

EXECUTED AS TIPPING MAR

# TIPPING Projects

## HEARST GREEK THEATRE BERKELEY, CA



- Restoration and seismic retrofit that brought structure's seismic rating from "Poor" to "Good."
- Tipping strengthened and stiffened the critical areas dominating the structure's movement and designed the retrofit in harmony with its natural dynamic modes.
- New strongback columns were hidden in the colonnade's existing cavities and founded on large concrete footings anchored by 40-foot drilled piers. Reinforcement was installed in the existing void in each column, which was then filled with concrete.
- Old copper roofing removed, the center protrusion chipped away and replaced with a reinforced concrete yoke tying new reinforcement together; glass-fiber reinforcing polymer added to the back of the entire colonnade; foundation stabilized under each column with large concrete underpinning piers, jacked to transfer existing loads to the piers.

*2014 SEAONC Excellence in Structural Engineering, Award of Merit, Historic Preservation*  
*2013 NCSEA Excellence in Structural Engineering, Award of Excellence, Renovation/Retrofit*  
*2013 SEAOC Excellence in Structural Engineering, Award of Excellence, Historic Preservation*  
*2013 California Preservation Foundation Awards, Preservation Technology and Craftsmanship*

*Architects: Cody Anderson Wasney;  
Page and Turnbull (conceptual study)*  
*Developer: UC Berkeley Capital Projects*  
*Construction Cost: \$5.6 million*  
*Gross Area: 67,000 sf*  
*Completed: 2012*

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# TIPPING Projects

PACIFIC PLACE SAN FRANCISCO, CA



- Renovation and reprogramming of the historic Pacific Union Building was designed to accommodate the Old Navy flagship store and the Palomar Hotel.
- Creating open retail space necessitated the removal of 86 percent of the existing concrete columns and all floor framing below the fifth floor.
- Architect, engineer, contractor, and cost estimator collaborated in an iterative design process prior to the completion of lease negotiations in order for project costs to be reliably determined in pre-design.
- A new steel building was built within the existing concrete framework, obviating traditional costly shoring prior to new construction and demolition. The existing grid layout was altered to accommodate the new programmatic needs, while the brittle and aging building was provided with a structural system capable of resisting large earthquakes.

*2000 American Institute of Steel Construction  
Engineering Award of Excellence, National  
Winner*

*1999 NCSEA Excellence in Structural Engineer-  
ing, Best Structure Award*

*1998 SEAOC Excellence in Structural Engineer-  
ing, Award of Excellence*

*1998 SEAONC Excellence in Structural Engineer-  
ing, H.J. Brunnier Award for Design Excellence*

*Architect: Gensler*

*Owner: Pacific Resources*

*Contractor: Plant Construction Co.*

*Construction cost: \$53 million*

*Gross Area: 225,000 sf*

*Completed: 2000*

# TIPPING Projects

1000 VAN NESS AVENUE SAN FRANCISCO, CA



- An historic building on Auto Row, seismically renovated, with a new steel-framed structure added over a seven-level, below-grade parking garage.
- Includes fifty residential units, twelve movie theater auditoriums, several restaurants, retail stores, and a health club.
- To minimize the disruption of usable space and especially of the historic lobby by concrete shear walls, in-slab collectors were built to direct seismic forces from the old building to the new steel frame.
- The project's foundation is one of the first examples of applied micropile technology in the city.
- At the last minute, incoming tenant Crunch Fitness Center requested a large opening through a just-completed transverse shear wall in order to add architectural drama to their space. The request was accommodated by adding shotcrete reinforcement around the new opening.

*Architect: Field Paoli Architects (base building)*

*David Baker and Partners (residential)*

*Developer/Owner: TMG Partners, Holliday Development, Burnham Pacific*

*Gross Area: 450,000 sf*

*Completed: 1997*

# TIPPING Projects

333 GRANT AVENUE SAN FRANCISCO, CA



- Steel-framed, sandstone-clad building with alabaster columns had been empty and boarded up for years.
- This 1914 seven-story building gained new life with the addition of modern life-safety systems to protect against fire and earthquake hazards.
- The existing construction consists of steel framing supporting concrete floors and masonry exterior walls.
- The major seismic upgrade called for a completely independent lateral load-resisting system using a combination of shear walls and a moment frame of reinforced concrete, which provided architectural flexibility while protecting the structural integrity of the aging and brittle structure.
- A subsequent architectural renovation involved the conversion of the existing space into a luxury apartment complex featuring new balconies, new stairs and elevators, a new roof deck, and a new HVAC system.

*Architect: Huntsman Architects*

*Construction cost: \$12 million*

*Gross Area: 52,000 sf*

*Developer: Maefield Development*

*Completion: 2001*

EXECUTED AS TIPPING MAR

# TIPPING Projects

I. MAGNIN BUILDING OAKLAND, CA



- The I. Magnin project is a seismic retrofit of a historic four-story steel-framed building using propped shear walls, which allowed the owner to preserve the classic art-deco terra-cotta-and-stone facade while retaining the maximum open floor space.
- The system consists of a tall, slender concrete shear wall propped near the top with multistory diagonal steel braces. During large earthquakes, the slotted bolted friction connections of the steel props, along with flexural yielding at the base of the shear wall, provide seismic energy dissipating mechanisms.
- This system creates a high-performance lateral system that is less expensive and less architecturally intrusive than either steel-braced frames or concrete shear walls acting alone.

*Outstanding Project Award from the National Council of Structural Engineers Associations in 2001*

*Architect: Ibsen Senty Architecture*

*Owner: SRM Associates*

*Contractor: WestFour Corporation*

*Size: 64,000 gsf*

*Construction cost: \$1.7 million*

*Completed: 2000*

# TIPPING Projects

THE LANDMARK AT ONE MARKET SAN FRANCISCO, CA



- Large-scale architectural and structural renovation of an eleven-story historic building; constructed in 1917 on a foundation of timbers driven into deep deposits of bay mud, its structure consists of a vintage riveted steel frame with in-fill masonry façade walls.
- Retrofit scheme needed to address such challenges as poor soil conditions, limited access for construction, historic preservation, and minimum original lateral bracing.
- Design team added two 33-ft-square, 150-ft-tall, hollow concrete cantilever towers in existing light wells and two solid concrete shear walls to provide strength, stiffness, and toughness. The towers and their foundations were constructed completely within the interior spaces of the structure, seamlessly integrating with the existing building.
- Increased usable square footage, avoided exposed bracing, and accommodated the new mechanical systems.

*1999 SEAOC Excellence in Structural Engineering, Award of Excellence*  
*1999 SEAONC Excellence in Structural Engineering, Award of Excellence*

*Architect: McCluskey & Associates*  
*Developer: TMG Partners*  
*Gross Area: 420,000 sf*  
*Construction cost: \$50 million*  
*Completed: 2000*

# TIPPING Sectors

## **CIVIC/PUBLIC**

Moscone Convention Center Expansion *San Francisco, CA*  
Golden Gate Bridge Visitor's Pavilion *San Francisco, CA*  
SF Public Utilities HQ *San Francisco, CA*  
Orinda City Hall *Orinda, CA*  
Berkeley Libraries, South and West Branches; Master Plan *Berkeley, CA*  
El Cerrito Recycling and Resource Center *El Cerrito, CA*

## **COMMERCIAL**

680 Folsom Street seismic retrofit *San Francisco, CA*  
Packard Foundation HQ *Los Altos, CA*  
David Brower Center *Berkeley, CA*  
Square, Inc. renovations and TI *San Francisco, CA*  
Zynga, Inc. renovations and TI *San Francisco, CA*  
Pixar Animation Studios conversion, 53rd and 45th Streets *Emeryville, CA*  
2150 Shattuck Avenue seismic retrofit *Berkeley, CA*  
Pacific Place seismic retrofit *San Francisco, CA*

## **SCHOOL (K-12)**

Crystal Springs Uplands Middle School *Belmont, CA*  
Children's Day School *San Francisco, CA*  
Nueva Upper School, Bay Meadows *San Mateo, CA*  
Junipero Serra High School, Center for Arts and Sciences and Aquatics Center *San Mateo, CA*  
SHS Michael Homer Student Life Center *Atherton, CA*  
Marin Country Day School *Corte Madera, CA*

## **HIGHER EDUCATION**

SJSU Student Wellness Center *San Jose, CA*  
UC Berkeley's Campbell Hall Seismic Replacement Building *Berkeley, CA*  
UC Berkeley's Haas School of Business *Berkeley, CA*  
UC Berkeley's Durant Hall renovation *Berkeley, CA*  
UC Santa Barbara's Ocean Sciences Education Building *Santa Barbara, CA*  
UC Merced's Recreation Center North *Merced, CA*



Moscone Center Expansion

## **MEDICAL OFFICE BUILDING/LABORATORIES**

Kaiser Permanente Victorville MOB *Victorville, CA*  
Kaiser Permanente MOBs *Kailua-Kona, HI*  
2850 Telegraph Avenue *Berkeley, CA*; seismic retrofit  
CPMC Surgical Simulation Facility tenant improvements *San Francisco, CA*  
740 Heinz Avenue *Berkeley, CA*

## **CULTURAL AND INSTITUTIONAL**

Commonwealth Club *San Francisco, CA*  
San Francisco Conservatory of Music *San Francisco, CA*  
Mastercard Pavilion at Weill Commons *Rohnert Park, CA*  
Terrace Café at the California Academy of Sciences *San Francisco, CA*  
Napa Valley Museum *Napa, CA*  
Our Lady of the Oaks *Applegate, CA*

## **MULTIUNIT HOUSING**

Maui Golf and Beach Club *Wailea, HI*  
2001 Market | 38 Dolores *San Francisco, CA*  
Broadway | Sansome Apartments *San Francisco, CA*  
1180 Fourth Street *San Francisco, CA*  
Rene Cazenave Apartments *San Francisco, CA*  
Mission Walk at Mission Bay *San Francisco, CA*  
Oxford Plaza Housing *Berkeley, CA*

\*ALL NEW CONSTRUCTION EXCEPT WHERE NOTED

# TIPPING Projects

## MAUI GOLF AND BEACH CLUB WAILEA, HI



- Consists of converting an existing seven-story, '80s-era, 310-room concrete hotel into approximately 46 luxury condominiums.
- Includes significant alteration to the existing structure, the construction of new facilities, and extensive site improvements, resulting in a total of approximately 400,000 gross square feet of renovated and new space on the multi-acre sloped beachfront site.
- New construction includes two-level, concrete-framed “molokini level” units, partially below grade, supporting sod and landscaped roofs; a freestanding open-air entry pavilion; a concrete-framed spa building constructed on top of an existing structure; a restaurant building, partially below grade, supporting a sod and landscaped roof; and a freestanding open air bar adjacent to the main pool.

*Architect: de Reus Architects*

*Owner: Proprietary*

*Size: 307,700 gsf*

*Construction cost: \$80 million*

*In design*

INITIATED AS TIPPING MAR

# TIPPING Projects

2129 SHATTUCK MIXED-USE HOTEL HIGHRISE BERKELEY, CA



- Located at the corner of Shattuck and Center Street, the project reflects the culture and spirit of Berkeley's vibrant downtown.
- As proposed, the 2129 Shattuck development, which would raze the existing Bank of America building on the site, includes a replacement Bank of America and 8,000-square-feet of restaurant and café space on the ground floor; a 92-car garage on the second floor; a 280-room hotel with conference facilities on floors 3-12; and between 35 and 45 condos across the top six floors of the 330,000-square-foot building.
- The project will strengthen Downtown Berkeley as a visitor destination; provide new office space to serve growing downtown businesses and private-sector spin-offs from UC Berkeley; enhance streets to favor pedestrians and make inviting urban places; and a high-intensity high-rise development close to BART.

*Architect: JRDV Architects*

*Owner: Center Street Partners, LLC*

*330,000 gsf*

*Construction cost: \$135 million*

*In design*

# TIPPING Projects

H2HOTEL HEALDSBURG, CA



- The sister property to the acclaimed luxury Hotel Healdsburg and located just down the road on the Redwood Highway, h2hotel was built on the site of a defunct gas station.
- Designed throughout with an acute eco-consciousness and incorporates the latest in environmental technology.
- Certified LEED Gold NC, the hotel includes such sustainable components as solar panels, a living roof, innovative heating and air systems, an underground cistern for water collection, and construction using sustainable and local materials.
- Features a solar-heated pool adjacent to Foss Creek and a custom bike rack with bicycles available to the public.
- Spoonbar is a lively, modern Mediterranean café on the ground floor of the hotel that features a unique spoon-filled water-wall opening onto the sidewalk through wide-open cantina doors.

*Architect: David Baker and Partners*

*Owner: Hotel Healdsburg*

*Size: 32,540 gsf*

*Construction cost: \$12 million*

*Completed: 2010*

*Photo courtesy of David Baker and Partners*

# TIPPING Projects

HOTEL HEALDSBURG HEALDSBURG, CA



- Three-story, 55-room, wood-framed hotel over PT podium slab; divided into two sections, connected by a bridge at each level.
- Includes meeting facilities, a carriage house workout room, swimming pool, a 3000 sf spa, and award-winning landscaped gardens.
- Winner of the Gold Nugget Grand Award; the AIACC Merit Award; Small Firms, Great Projects Award; and the AIA Redwood Empire Design Merit Award.

*Architect: David Baker and Partners*

*Owner: Hotel Healdsburg*

*Size: 45,739 gsf*

*Project cost: \$21 million*

*Completed: 2001*

*Photo courtesy of Cesar Rubio*

# TIPPING Team

**FOR MORE THAN THIRTY YEARS**, Steve Tipping has advanced the science and art of structural engineering, pioneering creative yet pragmatic design solutions for a broad range of projects. His accomplishments in seismic retrofit design have been especially crucial to the Bay Area. At the same time, his emphasis on constructability has culminated in an expertise in cost- and resource-efficient solutions.

Steve pioneered the use of vertical post-tensioning to deliver self-centering capability to concrete walls; Tipping Structural Engineers has applied progressive iterations of this lateral system to the design of bold projects such as the SF Public Utilities Commission headquarters, the Rene Cazenave Apartments, and UC Berkeley's Campbell Hall. Most recently, Steve applied a novel retrofit system for 680 Folsom in San Francisco; its design is based on the effects of the central spine (*shinbashira*) pivoting in a stone well found in centuries' old Japanese pagodas.

In early 2013, Steve was included for the second time in *Engineering News Record's* Top 25 Newsmakers, for his post-tensioned concrete-core shear-wall innovation as it contributed to the great success of the SFPUC headquarters. In 2006 Steve was selected as a Top 25 Newsmakers for his research developing a simple, corrugated-metal shear-wall assembly that has great potential for lowering construction costs and improving the seismic performance of multiunit housing projects. This research project also earned Steve an Excellence in Structural Engineering Award in 2009 from SEAONC.

After working for several Bay Area engineering firms, he founded Steve Tipping and Associates in 1983. Steve served as a board member and president (2002–2003) of SEAONC and was inducted as a fellow of the organization in 2004.

A graduate of Clemson University, Steve began his engineering career as first lieutenant with the US Army Corps of Engineers at Fort Sill, Oklahoma, and soon thereafter completed a tour of duty in Vietnam.

STEVEN B. TIPPING, SE FOUNDING PRINCIPAL



## RELEVANT PROJECTS

Wailea Golf and Beach Club *Wailea, HI*  
680 Folsom Street, *San Francisco CA*  
Hearst Greek Theatre, *Berkeley CA*  
Pacific Place | Palomar Hotel, *San Francisco CA*  
One Market Street, *San Francisco CA*  
333 Grant Avenue, *San Francisco CA*  
1000 Van Ness, *San Francisco, CA*  
San Francisco Opera tenant improvements  
(War Memorial Building)  
Ritz Carlton, *San Francisco CA*  
Westin Saint Francis Hotel, *San Francisco CA*  
Presidio: Buildings 36, 38, 86, 87, 106, 1000,  
1001, 1002, and 1004, *San Francisco CA*  
Washington Memorial (2013 post-earthquake  
evaluation and retrofit design),  
*Washington DC*  
Lincoln Memorial (2013 post-earthquake  
evaluation and retrofit design),  
*Washington DC*  
Carquinez Senior Apartments (James  
Plachek), *Richmond CA*  
UC Berkeley's Durant Hall, *Berkeley CA*

License: SE, CA 2257,  
CE, CA 25101

# TIPPING Team

**FOR THE LAST SEVERAL YEARS**, Leo has directed Tipping Structural Engineers' business operations, overseeing the integration of staff scheduling and workflow with strategic planning, accounting, and information technology; guiding technical strategy and staff development; and implementing best practices in engineering.

Leo has successfully managed many of Tipping's ambitious projects, including the **SF Public Utilities Commission Headquarters** building, **UC Berkeley's Campbell Hall**, and an IDIQ contract with the **National Parks Service** that includes the 2011 post-earthquake evaluation of the **Washington Monument**. He is currently principal-in-charge for San Francisco's **Moscone Center** expansion. Several of his projects have garnered regional and national recognition for innovation and engineering excellence, including Berkeley's **2850 Telegraph Avenue** and the historic **Pacific Place** and **Landmark at One Market Street** in San Francisco. While he has a wealth of experience in a range of project types, he specializes in steel and concrete structures with a focus on seismic engineering.

Leo has been a leader in furthering seismic design practice and has championed the use of damage-resistant, post-tensioned concrete walls for earthquake resistance. As such, he is managing Tipping's PT-wall research project funded by a grant from the Pankow Foundation. The goals are to validate Tipping's PT system for industry-wide application through experimentation and analysis; formulate guidelines; and establish standards and code provisions. Research will be conducted at Lehigh University, with the participation of seismic engineering professors from UC Berkeley, Stanford University, and the University of Washington.

Leo holds an MS in structural engineering from UC Berkeley and a BS in structural engineering from UC San Diego; he joined Tipping in 1997 and was named principal in 2011.

LEO PANIAN, SE PRINCIPAL



## RELEVANT PROJECTS

License: SE, CA 4526

Wailea Golf and Beach Club *Wailea, HI*  
Moscone Convention Center *San Francisco, CA*  
San Francisco Public Utilities Commission HQ  
*San Francisco, CA*  
Golden Gate Bridge Visitors Pavilion  
*San Francisco, CA*  
Square, Inc. *San Francisco, CA*  
650 Townsend | Zynga *San Francisco, CA*  
740 Heinz Avenue *Berkeley, CA*  
Washington Memorial (2013 post-earthquake  
evaluation and retrofit design),  
*Washington DC*  
Lincoln Memorial (2013 post-earthquake  
evaluation and retrofit design),  
*Washington DC*  
Pacific Place | Palomar Hotel, *San Francisco CA*  
Sonoma State University's Weill Pavilion  
*Rohnert Park, CA*  
UC Berkeley's Campbell Hall *Berkeley, CA*  
UC Merced's Recreation Center North  
*Merced, CA*  
UC Berkeley's Haas School of Business  
*Berkeley, CA*

# TIPPING Awards

## **680 FOLSOM STREET** San Francisco, CA

2015 SEAONC Excellence in Structural Engineering, *Award of Excellence*  
2014 NCSEA Excellence in Structural Engineering, *Outstanding Project*  
2014 SEAOC Excellence in Structural Engineering, *Award of Excellence*

## **525 GOLDEN GATE, SFPUC HQ**

San Francisco, CA

2013 NCSEA Excellence in Structural Engineering, *Outstanding Project*  
2013 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
2013 SEAONC Excellence in Structural Engineering, *Award of Merit, Sustainability Category*  
2013 PTI Awards, *Award of Excellence*

## **UCB'S HEARST GREEK THEATRE**

Berkeley, CA

2013 NCSEA Excellence in Structural Engineering  
2013 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
2013 California Preservation Foundation Awards, *Preservation Technology and Craftsmanship*

## **JUNIPERO SERRA'S ARTS & SCIENCES & AQUATIC FACILITY** San Mateo, CA

2012 ENR Best Projects, *Best in Category, K-12 Education Project*

## **PACKARD FOUNDATION HQ**

Los Altos, CA

2012 ENR Best Projects, *Best of the Best, Sustainable Design*

## **THE DAVID BROWER CENTER**

Berkeley, CA

2010 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
2010 SEAONC Excellence in Structural Engineering, *Award of Excellence*

## **CARQUINEZ SR APTS** Richmond, CA

2012 SEAONC Excellence in Structural Engineering, *Award of Merit, Sustainability Category*  
2011 NCSEA Excellence in Structural Engineering, *Award of Excellence, Retrofit/Alteration Category*

## **CORRUGATED SHEET-STEEL SHEAR**

### **WALL RESEARCH**

2009 SEAOC Excellence in Structural Engineering, *Award of Excellence in Study/Research/Guidelines Category*

## **ORINDA CITY HALL** Orinda, CA

2007 SEAOC Excellence in Structural Engineering, *Small Project Excellence Award*  
2006 NCSEA Excellence in Structural Engineering, *Outstanding Project Award*  
2006 SEAONC Excellence in Structural Engineering, *Award of Excellence, Best Use of New Technology in New Construction*

## **2850 TELEGRAPH AVE** Berkeley, CA

2009 Applied Technology Council/Structural Engineering Institute of ASCE, *Top-Seismic-Project-of-the-Decade Award, Concrete Structure Category*  
2006 SEAONC Excellence in Structural Engineering, *Award of Excellence, Best Use of Conventional Technologies in a Building Retrofit*  
2006 SEAOC Excellence in Structural Engineering, *Certificate of Merit, Best Use of Conventional Technologies in a Building Retrofit*

## **LOU HARRISON RESIDENCE**

Joshua Tree, CA

2002 SEAONC Excellence in Structural Engineering, *Award of Excellence*

## **STRAW-BALE HOUSING**

Heilongjiang Province, N.E. China

2006 SEAONC Excellence in Structural Engineering, *Award of Excellence, Special Use Structures*  
2006 SEAOC Excellence in Structural Engineering, *Certificate of Merit, Special Recognition*

## **I. MAGNIN BUILDING** Oakland, CA

2001 NCSEA Excellence in Structural Engineering, *Outstanding Project*  
2001 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
2001 SEAONC Excellence in Structural Engineering, *Award of Excellence*

## **STANFORD ESCONDIDO VILLAGE**

Palo Alto, CA

2000 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
2000 SEAONC Excellence in Structural Engineering, *Award of Excellence*

## **PACIFIC PLACE** San Francisco, CA

2000 American Institute of Steel Construction, *Engineering Award of Excellence*  
1999 NCSEA Excellence in Engineering, *Best Structure Award*  
1998 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
1998 SEAONC Excellence in Engineering, *H.J. Brunnier Award for Excellence in Design*

## **THE LANDMARK AT ONE MARKET STREET** San Francisco, CA

1999 SEAOC Excellence in Structural Engineering, *Award of Excellence*  
1999 SEAONC Excellence in Structural Engineering, *Award of Excellence*

# TIPPING Clients

## A

Ankrom Moisan Architects  
Anshen and Allen | Stantec Architecture

## B

Bank of America  
BAR Architects  
Barker Pacific Group  
Barneys NY  
Bay Area Discovery Museum  
Bayer Pharmaceutical Division  
Bentley School  
Bishop Ranch  
BNIM  
Bohlin Cywinski Jackson  
Boora Architects  
Boulder Associates Architects  
Brand and Allen Architects  
BRIDGE Housing

## C

Cahill Contractors  
Charles Pankow Builders  
Cody Anderson Wasney Architects  
The Commonwealth Club  
Cornerstone Properties  
Cuschieri Horton Architects

## D

Dan Smith and Associates  
David Baker and Partners  
DeReus Architects  
Discovery Land Company  
Disney IMD  
DGA Architects  
DLR Group  
Dominican University

## E

EHDD Architecture  
Equity Community Builders

## F

Fernau and Hartman Architects  
Field Paoli

## G

Gensler  
Gicklhorn Lazzarotto Partners  
Google  
Gould Evans

## H

Harley Ellis Devereaux  
Holliday Development  
Huntsman Architectural Group

## J

Jamestown Properties  
Jensen Architects  
Jones Lang LaSalle

## K

k2k development  
Kanner Architects  
Kava Massih Architects  
KMD Architects  
KTGY Group, Inc.  
Kwan Henmi Architecture Planning, Inc.

## L

Leddy Maytum Stacy Architects  
Lenar Mare Island  
Lick-Wilmerding High School

## M

Mark Cavagnero Associates Architects  
McCarthy Building Companies, Inc.  
Mercy Housing California  
Michael Willis Architects  
Mid-Peninsula Housing Coalition  
Mithūn / Mithūn Solomon

## N

National Park Service  
NBBJ  
Next World Capital  
Nibbi Brothers  
Nichols Booth Architects  
Noll and Tam Architects

## O

Omega Center for Sustainable Living

## P

Page and Turnbull  
Panoramic Interests  
Paulett Taggart Architects  
Perkins+Will | SMWM  
Perkins Eastman  
Pfau Long Architecture  
Pixar  
Plant Construction Company  
Podell Ventures  
Pollack Architecture  
The Prado Group  
The Presidio Trust  
Project Frog  
Prospect Sierra School  
Pulte Homes  
Pyatok Architects

## R

Ratcliff Architects  
Renzo Piano Building Workshop

## S

Saida and Sullivan Architects  
San Francisco Department of Public Works  
San Joaquin Group, LLC  
Sares Regis  
Schools of the Sacred Heart, San Francisco  
Seagate Properties, Inc.  
Siegel and Strain Architects  
Skidmore, Owings and Merrill LLP  
SKS Investments  
Square, Inc.  
SRM Associates  
Stanford University  
Starkweather Bondy  
Stockbridge Capital Partners  
STUDIOS Architecture  
Summit Bechtel Scout Reserve  
Sunset Development Company  
Swinerton Builders

## T

THA Architecture  
TMG Partners  
Toll Brothers

## U

University of California, Berkeley  
University of California, Davis  
University of California, Irvine  
University of California, Merced  
University of California, Riverside  
University of California, Santa Barbara  
University of California, Santa Cruz  
University of Arizona

## V

Sim Van der Ryn

## W

Wareham Development  
Washington University, St. Louis  
Webcor Builders  
West Bay Builders  
William McDonough and Partners  
Wilson Meany Sullivan Partners  
WRNS Studio

## Z

ZETA Design Build  
Zynga

# TIPPING

STRUCTURAL ENGINEERS

FOUNDED 1983

STAFF OF 33

35 EXCELLENCE IN ENGINEERING AWARDS

2 LIVING BUILDINGS, 1 CERTIFIED

16 LEED PLATINUM, 12 LEED GOLD BUILDINGS

7 NET-ZERO-ENERGY BUILDINGS

7 AIA/COTE TOP TEN GREEN PROJECTS

## APPENDIX E

Page and Turnbull Detailed Qualifications

## PAGE & TURNBULL QUALIFICATIONS



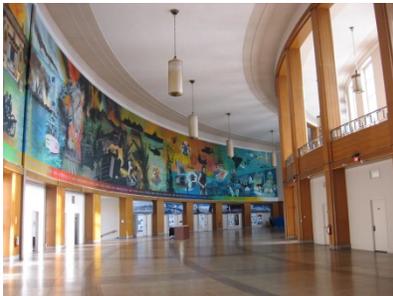
*Ferry Building Rehabilitation*



*Hotel Montgomery*



*Walt Disney Family Museum*



*Treasure Island Development Plan*



*Piers 1 1/2, 3, & 5 Adaptive Reuse*

### **Firm Profile**

Page & Turnbull is interested in the intersection between the built surroundings we have inherited and the way we live now. Our mission is to imagine change within historic environments through design, research, and technology.

Page & Turnbull was established in 1973 as Charles Hall Page & Associates to provide architectural and conservation services for historic buildings, resources and civic areas. We were one of the first architecture firms in California to dedicate our practice to historic preservation and we are among the longest-practicing such firms in the country. Our offices are located in San Francisco, Sacramento and Los Angeles.

Our staff includes licensed architects, designers and historians, conservators and planners. We approach projects with imagination and flexibility and are committed to the conservation of significant resources—where these resources can be made to function for present and future needs. Our services are oriented to our clients' time and budget. All our professional staff meet or exceed the Secretary of the Interior's *Historic Preservation Professional Qualification Standards*.

### **Relevant Projects**

- Treasure Island Development Plan, San Francisco, CA
- Mission Dolores Park Master Plan, San Francisco, CA
- Glen Canyon Park Master Plan, San Francisco, CA
- Hotel Montgomery Rehabilitation, San Jose, CA
- India Basin Park Master Plan, San Francisco, CA
- Piers 1½, 3, & 5 Adaptive Reuse, San Francisco, CA
- Ferry Building Rehabilitation and Adaptive Reuse, San Francisco, CA
- Walt Disney Family Museum, Presidio of San Francisco, San Francisco, CA
- Exploratorium at Pier 15, San Francisco, CA
- Hearst Castle, San Simeon State Historic Park, CA

## PAGE & TURNBULL TEAM



**H. RUTH TODD, FAIA, AICP, LEED AP**  
**Principal-in-Charge, Historic Preservation**

Ruth Todd, FAIA, AICP, LEED AP, serves in the role of Principal and leader of Page & Turnbull's Cultural Resources Studio. In 30 years of practice as an architect and physical planner, Ruth has led numerous design teams on projects that range from higher education projects, preservation architecture, planning studies and commercial revitalization. She is noted for her ability to represent a client's long term interests relative to planning, design and stewardship, and synthesizing these needs as part of a fast-paced collaborative and multi-disciplinary project team.

Ruth meets the Secretary of the Interior's Professional Qualification *Standards for Architecture and Historic Architecture*.



**CHRISTINA DIKAS**  
**Associate, Senior Architectural Historian**

Christina Dikas is a senior architectural historian with extensive experience surveying, researching, and evaluating historic properties. She manages the great majority of work in our Cultural Resources & Planning Studio. In addition to her grasp of architectural history and solid researching skills, Christina has proven an excellent communicator with great sensitivity to her clients' needs, recognizing the importance of flexibility and dialogue with clients. Christina has conducted numerous surveys, Historic Resource Evaluations (HREs), CEQA Cultural Resource Technical Reports, Section 106 Technical Reports, and Historic American Building Survey (HABS) documentation, for individual historic resources.

Christina meets the Secretary of the Interior's Professional Qualification *Standards for Architectural Historian*.



**ERIN OUBORG, ASSOCIATE AIA**  
**Associate, Designer / Conservator**

Erin Ouborg has over 10 years' experience as both a designer and architectural conservator, working on historic structures with a range of building materials including wood, brick, stone, terra cotta and concrete. She takes a whole building approach to investigation, guiding clients on the big picture rehabilitation issues to the technical details of repair. She has been highly influential on a number of Page & Turnbull's most meticulous projects, including the restoration of numerous historic buildings within our National Parks to award winning San Francisco projects, such as the Exploratorium at Pier 15. Erin is versatile, with experience in all phases of project planning from feasibility studies through end of construction.

## **APPENDIX F**

### RHAA Detailed Qualifications

# Firm Profile

## Background

Throughout its 57 year history, RHAA has held a commitment to creating places that enrich the fabric of their communities. Whether working in the heart of a city or in a pristine natural environment, the firm strives to find the spirit of the place and weave together history, nature, human relationships, stories, art, environment and culture to create unique and beautiful landscapes. We facilitate a design and visioning process to enable clients to see their ideas become reality. Numerous national and local design awards validate the high quality and success of this work. Testament to our high standard of service is the fact that a high percentage of our work comes from repeat clients.

## Practice

We are a 35 person landscape architecture and planning firm with offices in Mill Valley and San Francisco. RHAA is certified by the State of California and the Federal Government as a Small, Women-Owned and Disadvantaged Business. Our size and our philosophy of active principal involvement on projects allow us to provide boutique design services with the resources of a much larger firm. The open, collaborative spirit of the office encourages everyone to be a part of all projects. This energy carries through to the collaborative philosophy we enact with our clients. Staff allocation remains flexible in order to be able to meet the needs of diverse clients at all times.

## Historic Preservation

RHAA offers extensive experience working on properties with historic designations including National Historic Landmarks, National Register of Historic Places, California Historical Landmarks, and local landmarks. Our projects regularly undergo historic review with the State Historic Preservation Office, the National Park Service, and local preservation commissions. We design our projects for compliance with the National Historic Preservation Act and the Secretary of the Interior's Standards for the Treatment of Historic Properties. We have also prepared nomination and eligibility reports for the National Register of Historic Places. We work closely with agency staff to ensure that projects are designed from the beginning to comply with requirements for historic and cultural resources.

### LEGAL NAME

Royston Hanamoto Alley & Abey

### BUSINESS TYPE

Landscape Architects and Planners

### LEGAL STATUS

RHAA is a California corporation in business since 1958. Incorporated in 1967.

### MILL VALLEY OFFICE - PRINCIPAL PLACE OF BUSINESS

225 Miller Avenue  
Mill Valley, CA 94941

### POINT OF CONTACT

Douglas Nelson, LEED AP  
Principal in Charge  
415.383.7900  
doug.nelson@rhaa.com

### TAX IDENTIFICATION NUMBER

94-1649892



**rhaa**

# Palace of Fine Arts Rehabilitation

San Francisco, California

The Palace of Fine Arts is one of the most visited attractions in San Francisco. The Palace and the lagoon were created by architect Bernard Maybeck for the 1915 Panama-Pacific International Exposition, and are one of the finest examples of the union of architecture and landscape in America. As part of Carey & Co.'s project team, RHAA prepared a historic landscape report, a master plan for the park, and design plans for the rehabilitation. The \$5 million rehabilitation included reconstruction of the lagoon edge, pathways, and the surrounding landscape. The design incorporated a planted edge reminiscent of the park's original condition during the Panama-Pacific International Exposition, the title of the 1915 World's Fair in San Francisco.

## REFERENCE

Lena Ch'en  
City Project Manager  
City of San Francisco  
lena.chen@sfdpw.org  
415.557.4751

## PROJECT DATES

Design - 2006  
Construction - 2010

## PROJECT COST

Design - \$200,000  
Construction - \$5M

## SIZE

9.2 Acres



# Golden Gate Park Music Concourse

San Francisco, CA

Following the reconstruction of the de Young Museum and the California Academy of Sciences, and the addition of an underground parking garage, the historic Music Concourse received a major rehabilitation. RHAA prepared a master plan that provided an overall unified plan for these major projects. A detailed design was then prepared to preserve and rehabilitate the historic Music Concourse, resulting in a successfully completed \$15 million rehabilitation that included new pedestrian promenades and accessible paths, rehabilitation of the historic bosque of pollarded trees, turf and planting areas, fountains, and monuments. New upper and lower promenades provide accessible circulation throughout the Music Concourse. The Spreckels Temple of Music is once again an important venue for music and events in the park.

## REFERENCE

Dan Mauer  
Project Manager  
City of San Francisco  
30 Van Ness Avenue  
5th Floor  
San Francisco, CA 94102  
415.581.2542

## DATES

Design: 10/2001 - 11/2006  
Construction: 1/2004 - 1/2010

## PROJECT COST

Design Fee: \$200,000  
Construction: \$6.2M

## PROJECT SIZE

13.7 Acres



# Ahwahnee Hotel

Yosemite National Park, CA

RHAA worked with a multidisciplinary team to provide the historic Ahwahnee Hotel with a comprehensive rehabilitation that will ensure that the hotel continues to provide a world-class hotel destination in one of our most treasured national parks. The project provided life safety and code improvements, accessibility improvements, and operational and mechanical upgrades that raised the sustainability of the historic facility. RHAA is responsible for the preservation and rehabilitation of the historic landscapes around the hotel grounds. Work included rehabilitation of the hotel's reflecting pond, meadows, pool, and pedestrian pathways.

## REFERENCE

Randy Fong, Branch Chief of Design  
Yosemite National Park  
209.379.1022  
randy\_fong@nps.gov

## PROJECT DATES

Construction Completed  
January 2014

## PROJECT COST

Design - \$70,984



# Mission Dolores Park Rehabilitation Project

San Francisco, California

RHAA led a multi-disciplinary team of designers for the rehabilitation of Mission Dolores Park in San Francisco. As one of the city's most-used and most-loved neighborhood parks, Mission Dolores Park is in need of significant repair and accessibility upgrades. The project started with an intensive community participation phase, including multiple steering committee meetings, public workshops, and considerable community outreach. Gathering input and data from these dedicated community members will help the design team finish schematic design drawings that satisfy the goals of both the community & the city.

## OWNER

City of San Francisco

## REFERENCE

Jacob Gilchrist  
City Project Manager  
jacob.gilchrist@sfgov.org  
415.581.2561

## PROJECT DATES

Design - 2013  
Construction - 2015

## PROJECT COST

Design - \$250,000  
Construction - \$12M

## PROJECT SIZE

13.7 Acres





## Douglas Nelson

Landscape Architect, LEED AP  
Principal in Charge

### EDUCATION

Rhode Island School of Design,  
Bachelor of Landscape Architecture  
Rhode Island School of Design,  
Bachelor of Fine Arts

### CERTIFICATION

Landscape Architect, State  
of California #2047  
LEED Accredited Professional US  
Green Building Council  
CLARB Certification  
Historical Landscape Architect  
– meets the Secretary of the  
Interior’s Standards for Professional  
Qualifications

### ASSOCIATIONS

American Society of Landscape  
Architects  
National Association of Olmsted Parks

### MEMBERSHIPS

American Society of Landscape  
Architects  
National Association of Olmsted Parks  
California Preservation Foundation  
San Francisco Architectural Heritage  
The Garden Conservancy  
Northern California Historic American  
Landscape Survey (HALS) Group

Douglas Nelson brings extensive leadership experience in the planning and design of significant historic landscapes. His work includes preservation and rehabilitation of significant historic landscapes, National Historic Landmarks, and National Register of Historic Places properties. He combines the technical requirements of historic preservation with the design creativity of a landscape architect, resulting in projects that preserve the past and function for today’s needs. He has been involved with the preservation of San Francisco’s Golden Gate Park for many years, including preparing the park’s first comprehensive master plan and the successful National Register of Historic Places nomination. Other historic landscape work has included projects at the Presidio of San Francisco, Golden Gate National Recreation Area, Yosemite National Park, San Francisco’s Palace of Fine Arts, and numerous other state and local parks. Many of his projects include a public participation component, and Doug is skilled at conducting design and planning workshops. He is also an instructor in cultural landscapes at the University of California Berkeley Extension.

### Select Project Experience

**Ahwahnee Hotel Comprehensive Rehabilitation**  
Yosemite National Park, California

**Palce of Fine Arts Landscape and Lake Rehabilitation**  
San Francisco, California

**Golden Gate Park Music Concourse Rehabilitation**  
San Francisco, California

**Mission Dolores Park Rehabilitation Project**  
San Francisco, California

**Dublin Historic Park**  
Dublin, California

**Fort Point Coast Guard Station**  
Golden Gate National Recreation  
Area, San Francisco, California

**Presidio Main Post Cultural Landscape Report**  
Presidio of San Francisco, California

**Bidwell Mansion State Historic Park**  
Chico, California

**Casa Grande Historic Landscape Rehabilitation**  
Santa Clara County, California

**Conservatory of Flowers**  
Golden Gate Park Master Plan, San  
Francisco, California

**Curry Village Historic District Improvements**  
Yosemite National Park, California

**Marconi Wireless Stations Cultural Landscape Report**  
Point Reyes National Seashore,  
California

## **APPENDIX G**

### Proposed Lease Terms

May 22, 2015

San Francisco Recreation & Park Department  
501 Stanyan Street  
San Francisco, CA 94117  
Attn: Cassandra Costello

Re: Proposed Lease Terms Pursuant to Section 3a of the Submittal Requirements for the Palace of Fine Arts Request for Concept Proposals

Dear Cassandra:

This Term Sheet indicates the basis upon which TMG Partners and Flynn Properties, California corporations, or their nominee ("Tenant") is prepared to enter into a 99-year Master Lease with the City and County of San Francisco ("Landlord"), by which Landlord would lease to Tenant, and Tenant would lease from Landlord, the real property and improvements commonly known as the Palace of Fine Arts Exhibition Hall (aka "Palace of Fine Arts"). The goal of this proposed Master Lease is to provide for a full rehabilitation and renovation of this historic structure, thereby updating the Palace of Fine Arts to a rehabilitated facility while allowing for significant public access. This rehabilitation would be consistent with the Secretary of Interior's Standards for the Treatment of Historic Properties.

#### TMG Partners & Flynn Properties

TMG is a 30 year old, privately held, investment and development company based in San Francisco and operating throughout the Bay Area. The company has developed over 24 million square feet of commercial and residential space and has specialized in the adaptive re-use of older historic buildings similar to the Palace of Fine Arts, having unparalleled experience in this arena.

TMG was recently selected by The Port of San Francisco to redevelop Pier 38 and plans to return the historic, 106-year-old Bulkhead Building to active use after years of abandonment. In the past few years, TMG has rehabilitated numerous historic structures, including the Landmark @ One Market, The Hamm's Building, 208 Utah, 1000 Van Ness and Hamilton, Field all of which are described in further detail in Exhibit "A" attached hereto.

Founded in 1994, Flynn Properties has been an active investor and developer in the San Francisco real estate market for over two decades. Its core business has been repositioning historic buildings, and its projects include 225 Bush, 115 Sansome, 808 Brannan, 200 Kansas, 444 De Haro, 501 Second, and 875 Howard (in partnership with TMG). It also serves as managing partner for two fine hotels, the Auberge resort Esperanza, located in Los Cabos, Mexico, and The Carneros Inn, located in Napa, California. Its affiliate, Flynn Restaurant Group, owns and operates 660 restaurants in 28 states, generating \$1.5 billion in sales annually and directly employing 36,000 people.

TMG/Flynn have a diverse network of institutional capital relationships with which they have partnered on over \$6B of real estate investments and developments. References have been provided separately.

This letter (the "Term Sheet") is not intended to be legally binding on either party; however, this Term Sheet shall confirm the intention of the Tenant to enter into an exchange of information with respect to the Premises (as defined below) and to negotiate with Landlord concerning the terms of a proposed Master Lease on terms and conditions set forth in this Term Sheet and to be detailed in a future mutually acceptable written lease agreement between the parties (the "Master Lease") to be negotiated. TMG/Flynn has reviewed the lease form provided by the San Francisco Recreation & Park Department and finds the form generally acceptable.

1. Premises: A one-story building containing approximately 126,246 square feet of space (the "Building"), plus existing mezzanine space to be demolished. The Building which shall be rehabilitated and renovated by Tenant as described herein and as otherwise permitted by the terms of the Master Lease, is referred to herein as the "Premises".
2. Term: Ninety-Nine (99) years from the Commencement Date. The length of the Term is a factor in the negotiation, which allows TMG/Flynn to amortize the significant costs which will be expended to fund the Required Improvements and the Building Improvements. Tenant is willing to consider a shorter lease term, which may affect other terms of the transaction.
3. Exclusive Negotiating Agreement ("ENA"): If Tenant is selected through a future RFP Process, Landlord and Tenant shall promptly negotiate the terms of, and enter into, an exclusive negotiating agreement, in form and substance acceptable to both parties, in their sole discretion, which agreement shall provide that during the ENA Period, (i) Landlord and Tenant shall diligently pursue the negotiation of a Master Lease agreement for consideration by the Recreation and Park Commission, Board of Supervisors, and any other regulatory agency with jurisdiction over the lease agreement, which lease negotiation shall be completed within 12 months or such time as may be necessary to fully negotiate the Master Lease and receive all required regulatory approvals; (ii) Landlord shall not market and not solicit or accept any offers nor engage in any negotiations regarding the redevelopment or other disposition of the Property, except for the Master Lease described in this Term Sheet; (iii) Tenant and its contractors and representatives shall have: (a) reasonable access to the Premises, and (b) the right to contact all applicable governmental and regulatory agencies in connection with Tenant's proposed rehabilitation, redevelopment, and future use and occupancy of the Premises.
4. Due Diligence Period: Concurrent with the commencement of the ENA Period, Landlord shall deliver or otherwise make available to Tenant all of Landlord's documents, plans and specifications, and other information regarding the Premises, including the environmental and physical condition thereof ("Due Diligence Information"). Tenant shall have the opportunity to review the Due Diligence Information during the term of the Exclusive Negotiating Agreement (the "Due Diligence Period"), to obtain and review updated physical assessments and updated environmental reports of the Premises, and to make or have made such inspections of the Premises and all factors relevant to the use of the Premises with respect to environmental

matters, particularly with respect to the presence or absence of hazardous materials in, on or under the Premises, and to make or have made such other inspections and investigations of the Premises as Tenant desires.

During the Due Diligence Period, Tenant and its contractors and representatives shall have: (i) reasonable access to the Premises in order to conduct its due diligence investigations as described above, and (ii) the right to contact all applicable governmental and regulatory agencies in connection with Tenant's proposed rehabilitation, redevelopment, and future use and occupancy of the Premises. If at the end of this Due Diligence Period, Tenant has identified new information which would create an economic hardship that would materially impact the financial feasibility of Tenant's concept proposal, Tenant shall have the option to decline to move forward with the Master Lease.

5. Effective Date: The Master Lease shall become effective on the date on which the Master Lease is executed by Landlord and Tenant (the "Effective Date"), and all regulatory and legislative approvals of the Lease have been obtained, and all applicable appeal periods have expired, if any.

6. Required Entitlements/Building Permits: During the twenty-four (24) month period following the Effective Date of the Master Lease, Tenant shall diligently pursue, at Tenant's sole cost and with Landlord's cooperation, obtaining all regulatory approvals and permits required for Tenant's proposed rehabilitation, renovation and future use and occupancy of the Premises ("Required Entitlements"). If, as of the end of such twenty-four (24) month period, Tenant has obtained the Required Entitlements, Tenant shall proceed with plans and specifications for the Building Improvements described in Section 12 below, and submit such plans to obtain required building permits. If, as of the end of such twenty-four (24) month period, Tenant has not obtained the Required Entitlements, Tenant shall be allowed two – twelve (12) month extension periods to secure the Required Entitlements. If at the end of this 48 month period, Tenant has not obtained the Required Entitlements, Tenant shall have the option to terminate the lease.

7. Commencement Date: The Commencement Date of the Master Lease shall be date on which the Required Entitlements have been obtained and become final and non-appealable, and required building permits for the Base Building Work have been issued. Landlord shall deliver exclusive possession of the Premises to Tenant on the Commencement Date.

8. Schedule for Building Improvements. Promptly following the Commencement Date of the Master Lease, Tenant shall commence the Building Improvements, and use diligent efforts to complete all such work within twenty-four (24) months after the Commencement Date.

9. Rent Commencement Date: The "Rent Commencement Date" shall be the date that is the earlier of twenty-four (24) months following the Commencement Date, to allow time for Tenant to complete the Building Improvements, or the date that Tenant opens for business the Hotel portion of the project. Base Rent and applicable operating expenses shall be payable beginning on the Rent Commencement Date.

10. Base Rent: Base Rent for the Premises shall commence on Rent Commencement Date. Starting on the Rent Commencement Date, Base Rent shall be equal to \$700,000 each year, paid in monthly installments, and adjusted on the tenth (10<sup>th</sup>) anniversary of the Rent Commencement Date, and every ten (10)

years thereafter, by the increase in the Consumer Price Index during such ten (10) year period, with each increase to be no less than ten percent (10%) and no more than twenty percent (20%). Base Rent shall be NNN.

11. Percentage Rent: Tenant is amenable to providing Percentage Rent to allow Landlord to participate in the profitability of the project. Pending further development of the economics of the deal, Percentage Rent can be further explored by Tenant and Landlord.

12. Security Deposit: Upon the Commencement Date, Tenant shall fund a Security Deposit of \$250,000, to be refunded back to Tenant upon completion of the Building Improvements.

13. Building Improvements: During the Exclusive Negotiation Period, Tenant shall prepare a scope of work to repair and improve the existing base building (“Building Improvements”), all of which shall be subject to Landlord’s review and approval. All work shall be performed by Tenant in compliance with applicable Secretary of the Interior Standards for a historic renovation and in compliance with all Required Entitlements and other applicable legal requirements. As part of the Building Improvements, Tenant shall be permitted to construct, at its sole cost, mezzanine space in the Building, subject to Landlord’s approvals of plans and specifications, which approval may not be unreasonably withheld, thereby increasing the usable square footage of the Building.

14. Right of Offset: Tenant shall have the right to offset the cost of the Required Improvements and Recommended Seismic Improvements against Base Rent, thereby reducing its Base Rent obligations, up to a maximum of 50% of Base Rent per year. This offset shall be applicable to the first 20 years of the Term, at which time Tenant shall no longer have this Right of Offset.

15. Transfers: Prior to completion of the Building Improvements, Tenant shall not transfer its interest in the Master Lease to an unaffiliated third party, except with Landlord’s prior written consent, which Landlord may give or withhold in its sole discretion. Following completion of the Building Improvements, Tenant may transfer its interest in the Master Lease without Landlord’s prior written consent, but upon prior written notice to Landlord.

16. Subleasing/Non-disturbance Agreements: Tenant shall have maximum flexibility to sublease the Building, or a portion thereof, which, subject to Required Entitlements, could include for example, community uses, theater, event space, exhibit space, educational space, hotel, restaurant, and/or retail space, etc. as long as the use is consistent with a recreational use or ancillary to a recreational use as determined by Tenant. Tenant may enter into any arms-length subleases with unaffiliated third parties without Landlord’s consent. Landlord shall agree to execute non-disturbance agreements with subtenants on reasonable terms.

17. Parking: Tenant acknowledges the On-Site Parking and other available parking as described in the Nelson-Nygaard Transportation Assessment in the Existing Conditions Assessment. TMG/Flynn will work cooperatively with all applicable agencies to ensure that the project has adequate parking arrangements.

The 379 On-Site Parking spaces shall remain public parking, but shall be dedicated to public parking for users of the Building and the Palace of Fine Arts grounds. The details of any potential parking restrictions for the

On-Site Parking, including any potential use fees or maximum parking durations shall be negotiated to ensure viable access to the Project.

Tenant shall have the right, subject to Landlord approval of Tenant's plans, to modify the On-Site Parking areas to improve ingress, egress, and access to the building including but not limited to a new porte cochere and revised striping plans. Tenant shall be granted certain parking rights to allow for certain areas of the lot to be restricted for drop off, loading, valet, etc. The compensation for such rights shall be included in the Base Rent. All such work shall be at Tenant's sole cost. Tenant shall administer and manage the On-Site Parking.

18. Mortgagee Protections: The Master Lease shall allow Tenant full right to enter into leasehold mortgages and the Master Lease shall contain customary leasehold mortgagee protection provisions.

This proposal is not intended as, and does not constitute, a binding agreement by any party, nor an agreement by any party to enter into a binding agreement, but is merely intended to specify some of the proposed terms and conditions of the transaction contemplated herein. Neither party may claim any legal rights against the other by reason of the signing of this Term Sheet or by taking any action in reliance thereon. Each party hereto fully understands that no party shall have any legal obligations to the other, or with respect to the proposed transaction, unless and until all of the terms and conditions of the proposed transaction have been negotiated, agreed to by all parties and set forth in a definitive agreement which has been signed and delivered by all parties. The only legal obligations which any party shall have, other than the obligation to mutually pursue an exclusive negotiating agreement pursuant to Section 3 above, shall be those contained in such signed and delivered definitive Master Lease referred to above.

Yours very truly,

**TMG PARTNERS & FLYNN PROPERTIES,**  
California corporations

By:  \_\_\_\_\_  
Name: Matt Field  
Title: Chief Investment Officer, TMG Partners

By:  \_\_\_\_\_  
Name: Greg Flynn  
Title: Founder, Chairman, and CEO, Flynn Properties

## **APPENDIX H**

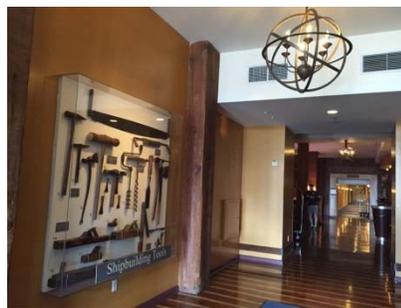
Additional information regarding hotels as recreational use in park settings

**Historic Hotels Located in Parks**

The following excerpts are examples of historic hotels located in restored buildings in Northern California parks, as well as a sample of lodgings in the national parks of the United States.

**Argonaut Hotel: Nautical-themed luxury in National Park at Fisherman's Wharf**

In partnership with the San Francisco Maritime National Historical Park, the Kimpton-owned Argonaut Hotel makes its home in the circa-1907 Haslett Warehouse, next to the historic Cannery building. Decor here is all about a nautical theme -- compasses, sails, rigging and ship wheels. The maritime motif continues in the on-site restaurant, the Blue Mermaid Chowder House & Bar. Many guestrooms also feature views of Fisherman's Wharf and the Golden Gate Bridge.



**The Inn at the Presidio**

A San Francisco Boutique Hotel in the Heart of the Presidio

Visitors can enjoy an overnight stay in the Presidio of San Francisco, a national park site and National Historic Landmark at the Golden Gate. Inn at the Presidio offers an authentic historic experience and exceptional recreational opportunities in a setting of immense natural beauty.

The historic hotel in San Francisco is located at Pershing Hall, an elegant home for bachelor officers when the Presidio was a U.S. Army post. The Georgian Revival-style building has been restored as a guest lodge featuring 22 spacious accommodations, including 17 suites with fireplaces. Space for celebrations and meetings is available inside the Inn and at several venues in easy walking distance on the Main Post, making us a wonderful event destination among hotels near Golden Gate Park.

Our San Francisco boutique hotel is the ideal starting point to discover America's most unique national park, as well regional destinations such as Union Square, the Golden Gate Bridge, the Ferry Building, the Marin Headlands, and the Sonoma/Napa wine country.

**Cavallo Point**

Fort Baker, set on 45 natural acres, was an army post built at the turn of the 20th century in the Marin Headlands. Designed in Colonial Revival style using symmetrical and classical elements, the historic buildings at Cavallo Point were thoughtfully placed around a 10-acre parade ground so as to take advantage of the area's majestic setting. Today, the newly refurbished officers' quarters offer myriad heritage accommodations, while the original residential appeal and integrity are complemented by comfortable appointments. The entire hotel is a sustainable luxury hotel and a statement of green living. It is the home of the Institute at the Golden Gate, an environmental program of the National Parks Conservancy, and the sister hotel to Post Ranch Inn in Big Sur.

**History**

Built in the style of the "Endicott Period," an era of peace from 1885 through 1928, when the United States Army sought to modernize as well as re-arm the coastlines, Cavallo Point represented the rebirth of the dilapidated armed forces.

In order to stem desertion rates, which had skyrocketed during the Civil War, and attract high-caliber recruits, the United States Army elected to improve the living conditions of soldiers.

Designed in the Colonial Revival architectural style as permanent housing for the Coast Artillery Corps (active from 1907-1950), the Army lodgings were a far cry from the cramped barracks the soldiers had formerly known. Fort Baker offered clean water, modern plumbing, and large, open interiors. The Army continued its campaign to improve its soldiers' living conditions by adding a small hospital and a gymnasium which included a reading room, a bowling alley, and a post exchange.

As the United States prepared to enter World War II, the army created the Harbor Defenses of San Francisco, which was given command over most of the Bay Area fortifications including Fort Baker, Fort Cronkhite, and Fort Barry. Fort Baker's Horseshoe Cove became the hub of the Harbor Defense's mine depot, where soldiers would load almost 800 pounds of TNT into metal mines that would be planted out at sea. Horseshoe Cove also hosted the Marine Repair Shop, which provided maintenance work for the civilian boats conscripted for use in the mine depot.

After Pearl Harbor and Hiroshima, the threat of air attack surpassed that of naval assault and Fort Baker became the headquarters for the Sixth U.S. Army Air Defense Command Region, which housed and deployed anti-aircraft missiles.

From 1970 until the 1990s, the 91st Infantry Division, or "The Wild West Division," was stationed at Fort Baker under the command of the Travis Air Force Base. The 91st had been active in both world wars, but was deactivated in 1945. One year later, the 91st was reactivated as a part of the U.S. Army Reserve. The Wild West Division was responsible for creating the training exercises used by the Army National Guard, the Army Reserve Combat Support, and the Combat Service Support.

During the "Wild West Division" era, Fort Baker was designated for transfer to the National Park Service when it was no longer needed as a military base. In 1973, it was officially listed as a Historic District in the National Register of Historic Places.

In 1995, the armed forces transferred the land to the Golden Gate National Recreation Area. By the end of 2000, there were no soldiers left at Fort Baker as the 91st moved on to Camp Parks, California.

As of 2002, Fort Baker was no longer a military post; it was a park.

In January of 2005, an agreement was reached between the city, the National Park Service, and developers that Fort Baker be renovated and turned into a retreat and conference center. Thirteen historic lodgings have been renovated as well as seven historic commons buildings.

Cavallo Point opened in July of 2008.

### **Pfeiffer Big Sur State Park**

Pfeiffer Big Sur State Park is proudly celebrating its 75th anniversary. Originally homesteaded by the children of Big Sur pioneers, John and Florence Pfeifferback in 1902, their children came to make their home on the north bank of Big Sur River.

Named after Julia Pfeiffer Burns, a respected pioneer around the Big Sur country, the park expands from the Big Sur coastline all the way to the 3,000 – foot ridges. The tall redwoods, tan oak, madrone and chaparral grow wild and lead you to an 80-foot waterfall whose cold water spills over granite cliffs and tumble down to the ocean from Overlook Trail.

John and Florence settled into their wildlife paradise and into their own habits. John was a devoted, although untrained, botanist who loved to study the local plants, coastal weather patterns and habits of birds and animals. An avid beekeeper, John's buzzing buddies produced sixteen tons of premium honey in a year. This was not enough to make a living on so the Pfeiffers made ends meet with farming, ranching and logging.

The Pfeiffer home was well known to travelers of the road and Florence's cooking was taken advantage of by many looking for some old fashion ranch hospitality. Although John was a generous host and graciously invited people to stay for days at a time, it didn't occur

to him to charge for the food or lodgings. After all, it was Florence that dealt with the majority of the chores; cooking, cleaning, washing the dishes, making the beds, laundry and hauling the water.

While John was content to take care of the cattle and hunt and fish with their guests, it was Florence that ran the homestead. The Pfeiffer's reputation for hospitality spread and as number of guests increased and their stay lengthened, Florence's patience got shorter.

One day, according to Florence's memoirs; A man whom Mr. Pfeiffer really disliked had stopped at the house to stay all night. He had four of his friends with him and a string of five pack animals. They had their supper, bed and breakfast. The next morning his friends left on the stage without even 'thank you.' Upon his departure the packer began to strike one of his mules with a stick, beating the animal relentlessly.

Finally seeing enough, Florence took a bold and brave move and confronted the man. It was unusual for women of that era to speak up to a man much less a guest, but Florence would not tolerate his actions any longer. She addressed him sternly and told him her mind and forbade him from beating the animal any further. As the man stood there, a mixture of astonishment and confusion, sudden inspiration took hold of Florence. She continued. "From now on," she said, " I expect to charge you so much for each horse, so much for each bed, and so much for each meal every time you stop here."

And without another word, in 1908 the Pfeiffer Ranch Resort was born. Florence's home style cooking and rustic accommodations brought in families attracted to the natural beauty of the lodge's surrounding and the couple's down home spirit. John died in 1941 at the age of 79 while Florence continued on until she passed at age 85. Today, Big Sur Lodge sits on that very spot, dedicated to the same hospitality and open armed welcome so cherished by the original owners.

In 1933, the State of California bought the homestead lands from John and Florence and named the new park in their honor, unveiling the Pfeiffer Big Sur State Park. The Big Sur Lodge has been keeping up the tradition of old-fashion hospitality, excellent service and appreciation of their guests. Some things in life just aren't meant to change.

### **Historic Lodges in National Parks**

From Hawaii Volcanoes National Park to Alaska's Glacier Bay, these historic lodges deliver location and creature comforts.

#### **Many Glacier Hotel, Glacier National Park, Montana**

Evening glacier tours are, naturally, one of the popular activities during a stay here. Surrounded by the Rocky Mountains, the hotel feels like a Swiss chalet, with windows opening to Swiftcurrent Lake and a dramatic lobby with tree trunks as the support poles. Opt for a suite with lake view and balcony, or a refurbished lakeside room. Then go outside and fly-fish in a setting that will soothe your soul, or take the ferry across the lake and hike to Grinnell Glacier.

#### **The Ahwahnee, Yosemite National Park, California**

Art Deco, Native American, Middle Eastern and Arts and Crafts influences all contributed to this 1927 landmark's design. More recently, a renovation drew upon Yosemite's historical archives to determine appropriate textiles and colors, giving an English country-house look to the interiors -- rich tapestries, stained glass and hand-stenciled beams. The most elaborate rooms feature balconies and views of Glacier Point, Yosemite Falls or Half Dome. After a day in the great outdoors, take your complimentary afternoon tea on the patio overlooking Glacier Point.

#### **Glacier Bay's Bear Track Inn, Glacier Bay National Park, Alaska**

Yes, you really can see black bears and moose from your bedroom at this gateway to Glacier Bay National Park. Guests praise the personal service -- look for appetizers and homemade cookies each afternoon -- and innkeepers can help arrange excursions from watching humpback whales to taking a dogsled ride. Ice climbing, fresh- and salt-water fishing, guided kayak trips, and visits to Admiralty Island to view brown bears are also popular. On your return, sink into the suede sofas and warm yourself by the lobby fireplace.

**[Greyfield Inn](#), Cumberland Island National Seashore, Georgia**

If an island with wild horses doesn't sound romantic enough, consider that secluded 16-room Greyfield -- the only inn on the island -- was the choice of John F. Kennedy Jr. and Carolyn Bessette for their 1996 wedding party. The former home is exuberantly southern, with a sprawling front porch, extensive gardens, and homegrown collards and kale on its locally sourced menu. The all-inclusive price includes everything you need to have a good time: three daily meals, bikes, kayaks, fishing equipment, beach gear and excursions with a naturalist to spot birds and wildlife. Sun yourself on 18 miles of wide beaches, or stroll through the exotic terrain of a maritime forest.

**[Crater Lake Lodge](#), Crater Lake National Park, Oregon**

Oregon may not bring to mind images of volcanoes, but the state has an explosive past. Crater Lake Lodge is positioned right at the end of a caldera (or huge crater) formed by the collapse of an ancient volcano. The upheaval produced lava walls stretching 2,000 feet high and the nation's deepest lake, an exquisitely clear, jewel-toned blue. You can learn about the park's geology on boat tours that run from late June to mid-September. At the lodge, ask for a lakeside guest room for the best views.

**[Alta Crystal Resort](#), Mount Rainier National Park, Washington**

Alta Crystal Resort lies just outside the northeast entrance to the park, giving it the closest proximity to Sunrise, the area's highest point. Each of Alta Crystal's 23 renovated suites has a fireplace and a small but fully equipped kitchen. An arched log entry and handmade doors enhance the appeal of the two-story honeymoon cabin. The pool and hot tub stay heated year round, and you can join the resort's bonfires, barbecues, and other nightly events in July and August (on weekends in other months).

**[Zion Lodge](#), Zion National Park, Utah**

This is the only lodging option that puts you inside Zion National Park. Western-style 1920s cabins combine fir flooring and oak-and-wicker dressers with modern amenities like 300-thread-count cotton sheets. Another 82 guest rooms and suites include private porches or balconies. A 100-foot-high cottonwood tree marks the front lawn, which has a great vantage point for stargazing. The lodge does its part to be a good park tenant. Cabin rooms include an on-demand water heater and LED lighting, and suites have filtered drinking water faucets (no water bottles are sold on site). A recent redesign of the restaurant's walk-in coolers will save a million gallons of water a year.

**[El Tovar](#), Grand Canyon, Arizona**

Built on the rim of the Grand Canyon in 1905, El Tovar was once so far from civilization that fresh water had to be delivered by train. It's since become one of our greatest national park treasures, with plenty of civilized touches, including suites with sitting rooms. Bring your morning coffee out to the front porch or lounge deck and gaze at the play of light on the canyon. Then head back inside for a hearty breakfast of Sonoran Eggs, with beans, chorizo, an array of salsas, and fry bread.

**[Jenny Lake Lodge](#), Grand Teton National Park, Wyoming**

Authentic log walls, handmade quilts, and down comforters make nights cozy in the cabins here at the base of the Tetons. The inclusive room rates cover breakfast and a five-course dinner daily, plus horseback rides, bike rentals, and the joy of having a front porch in one of the nation's most photographed mountain ranges. As part of a new sustainability effort, rooms have high-efficiency lighting and recycled carpet, and guests earn a \$10 credit each day they decline laundry services.

**[Volcano House](#), Hawaii Volcanoes National Park, Hawaii**

Closed for several years, Volcano House reopened in 2013 following a \$7 million renovation that preserved the character of architect Charles Dickey's original 1941 design. Talk about a view: some rooms overlook Kilauea, one of the world's most active volcanoes, while others face native Hawaiian rainforest of ohia lehua and koa trees, accented by tall hapuu tree ferns. Watching the crimson-feathered apapane fly from branch to branch while Halema'uma'u Crater erupts about two miles away is an otherworldly sensation. Even the fireplace in the hotel's Grand Lounge is made of lava rock.

A more complete list of hotels in national parks follows below:

3. Pisgah Inn - Blue Ridge Parkway
4. Many Glacier Hotel - Glacier National Park
5. Jackson Lake Lodge - [Grand Teton National Park](#)
6. [El Tovar](#) - Grand Canyon National Park
7. Lake Crescent Lodge - Olympic National Park
8. Crater Lake Lodge - Crater Lake National Park
9. Old Faithful Inn - [Yellowstone National Park](#)
10. Paradise Inn - [Mount Rainier National Park](#)
11. [Ahwahnee](#) - [Yosemite National Park](#)
12. Chisos Mountains Lodge - Big Bend National Park
13. Skyland Resort in Shenandoah National Park
14. Glacier Park Lodge in Glacier National Park
15. [Grand Canyon Lodge](#) in Grand Canyon National Park
16. Lake Yellowstone Hotel in Yellowstone National Park
17. Inn at Furnace Creek in [Death Valley National Park](#)
18. Jenny Lake Lodge in Grand Teton National Park
19. [Inn at the Presidio](#) in Golden Gate National Recreation Area
20. Wuksachi Lodge in Sequoia National Park
21. Lodge at Bryce Canyon in Bryce Canyon National Park
22. [Argonaut](#) in San Francisco Maritime National Historical Park.

## APPENDIX I

Letter of Interest California Historical Society



CALIFORNIA  
HISTORICAL  
SOCIETY since 1871

May 20, 2015

Adam Chall, Partner  
TMG Partners  
100 Bush Street, 26th Floor  
San Francisco, CA 94104

**RE: Interest in Working Together at the Palace of Fine Arts**

Dear Adam,

Thank you very much for our recent conversations and for your interest in partnering with the California Historical Society (CHS) as you prepare a response to the San Francisco Recreation and Parks Department's current Request for Concept Designs for the development of the Palace of Fine Arts.

CHS would be deeply interested and honored to work with any viable, dynamic project team with a creative and respectful preservation philosophy and a solid business model to continue to interpret and animate the Palace's, the PPIE's, the City's and the State's rich and remarkable history through exhibitions and educational programming. CHS would bring to any future development partner of the City's its own deep knowledge, management, and expertise in such cultural heritage programming, and I would be personally honored to share my 25 years of public history experience -- much of it focused on historic built environments.

Thus, should TMG Partners and Flynn Properties' proposal advance in the selection process, CHS be pleased to work with you on the development of exhibitions and educational programming at the Palace of Fine Arts as part of your adaptive reuse proposal for this iconic facility.

Yours appreciatively,

Anthea M. Hartig, Ph.D.  
Executive Director & CEO

## APPENDIX J

Letter of Interest Exploratorium



Piers 15/17  
San Francisco, CA 94111

May 20, 2015

Denise Pinkston, Partner  
TMG Partners  
100 Bush St, 26th floor  
San Francisco, CA 94104

Dear Denise,

This is a letter of interest to indicate that the Exploratorium would be pleased to work with TMG Partners and Flynn Properties on the development of exhibits to be installed at the Palace of Fine Arts as part of their plans for adaptive reuse of this iconic facility.

We are pleased to have the opportunity to work on a team with TMG Partners and Flynn Properties, both of whom we have enjoyed working with in the past. The Exploratorium and TMG Partners worked together to develop innovative interactive environmental installations for the Emeryville Public Market. Greg Flynn of Flynn Properties has been a valuable collaborative advisor to the Exploratorium who also serves as a member of the Exploratorium Board. Both TMG Partners and Flynn Properties have assisted the Exploratorium on a voluntary basis to advance our work in the community and we look forward to the opportunity to collaborate with you both on a project at the Palace of Fine Arts.

With our 43-year history as residents of the PFA, we envision unique, site-specific exhibits—similar in quality to those we developed with TMG for the Emeryville Public Market—but with content appropriate to the history, environment and planned renovation of this San Francisco landmark.

Best regards,

A handwritten signature in black ink, appearing to read "Silva Raker". The signature is fluid and cursive, with the first name "Silva" and last name "Raker" clearly distinguishable.

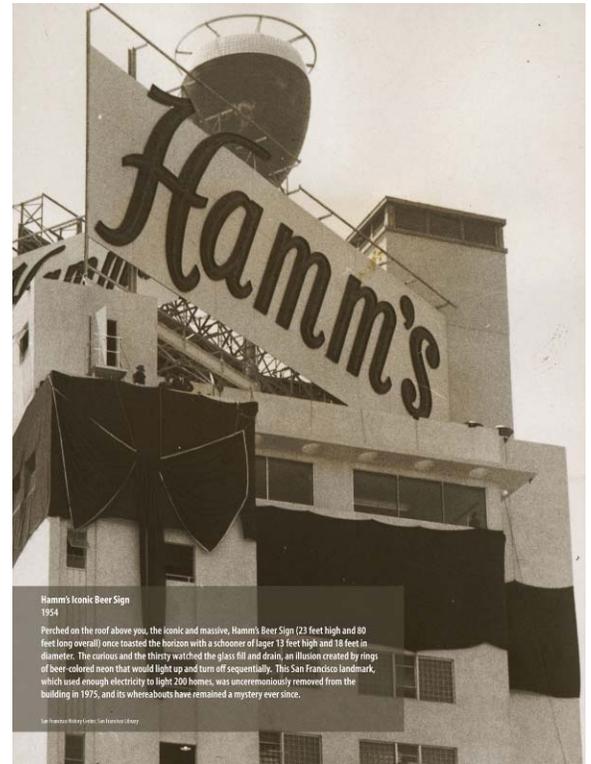
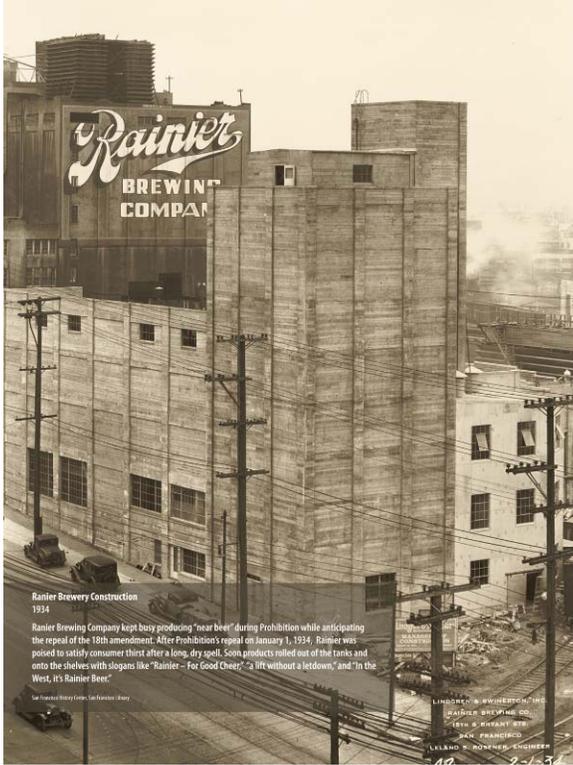
Silva Raker  
Director of Business Development

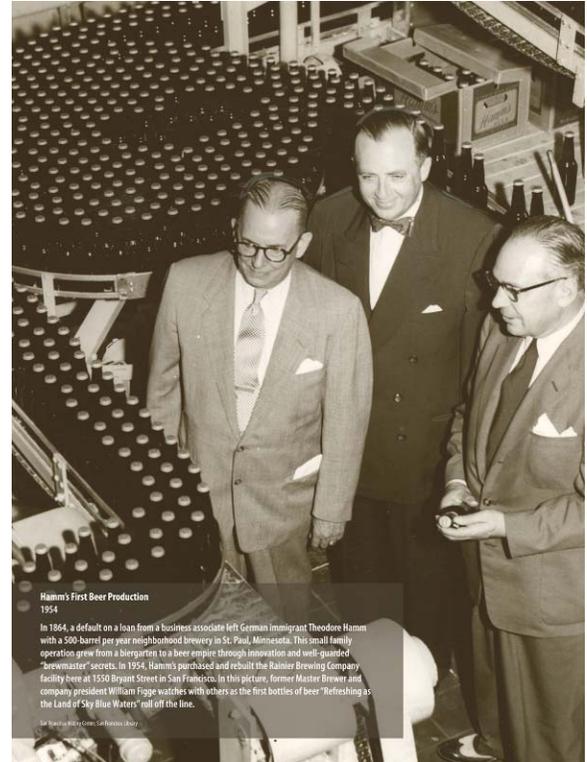
cc Shawn Lani, Founding Director, Studio for Public Spaces  
Adam Tobin, Managing Director, Exploratorium Global Studios

## APPENDIX K

### Miscellaneous Historical Photos

# Hamms Brewery





## Landmark at One Market



## 1000 Van Ness



## Hamilton Air Force Base

