Statement of Qualifications and Proposal Submitted to The Port of San Francisco for Seawall Lot 337 and Pier 48
February 14, 2008

John Doll
Port of San Francisco
Pier 1, The Embarcadero
San Francisco, CA 94111

Dear Mr. Doll:

On behalf of Federal Development and its Seawall Partners LLC Team, we are pleased to submit our response to the Request for Developer Qualifications/Proposals (RFQ) for a Mixed Use Development of Seawall Lot 337 and Pier 48. This very exciting project requires a developer with a clear vision and a deep commitment to achieving something that reflects and embodies the enormous amount of work by Port staff and the public that has lead to this selection process. The Port’s project objectives clearly identify its needs and hopes of the project and our project has been designed to respond directly to these needs.

Federal Development, together with its partners, Lehman Brothers, and Construction Management and Development, Inc., the Seawall Partners LLC team, currently based at 921 Front Street, lower level, San Francisco, CA 94111, will be the local development entity for the development and execution of Seawall Lot 337 Project. We believe our team’s decades of development, management and finance experience, with complex, mixed-use projects, combined with our patience and understanding of the decision-making process in high profile Public/Private Partnerships makes us uniquely qualified to undertake this development. Our ability to manage and implement the entire design, marketing, development, and finance process enables us to propose a Public/Private Partnership to collaborate with the Port of San Francisco. Through the lessons we have learned from our extensive experience in Public/Private Partnerships, Federal Development is perfectly situated to meet the needs of this project and provide the Port with:

- A partner who is dedicated to the success of the project
- Collaborative development of a comprehensive project plan
- Seamless execution of the plan
- Property management and maintenance services to ensure the continued value of the property

We relish the opportunity of participating with the Port of San Francisco and the public in the process of selecting a developer and settling upon a design and development concept for the site. Our ultimate goal is to help the Port meet its urgent financial needs through the creation of a truly exemplary addition to the rich fabric of urban life that is San Francisco.

Sincerely,

Barry Freeland
Division Manager
Federal Development LLC
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Executive Summary

DEVELOPMENT TEAM

The Seawall Partners LLC development team will be lead by Federal Development, a Washington DC based, International Development Company, which specializes in the development of Public lands using Public/Private partnerships. Federal Development is a team characterized by depth and breadth of experience, financially viable plans, sustainable design, signature architecture, local, national, and international networks, and a dedicated passion to the development of large, mixed use projects that are creative, realistic, and synergistic in nature. The team, based in San Francisco, is rich is both San Francisco and Northern California Experience.

The Master Development entity is composed of:

Federal Development LLC
398 Foam Street, Suite 200
Monterey, CA  93940
Contact: John Infantino
Phone: (831)333-9700
Fax: (202) 386-9855
Cell: (202) 257-0878
Email: jinfantino@federaldevelopment.com

Lehman Brothers
555 California Street, 41st Floor
San Francisco, CA 94111
Contact: John Germain
Phone: (212) 526.-2787
Fax: (212) 520-0191
Email: jgermain@lehman.com

Construction Management and Development, Inc.
921 Front Street, Lower Level
San Francisco, CA  94111
David Gannon
(415) 296-5135
www.cmdintl.com

Federal Development will define its complete organizational approach to the SWL337 project working in partnership with the Port. Federal Development will serve as the master developer of the site based upon the mutually adopted business terms of the requisite long term leases for SWL337 and Pier 48. Federal Development will fund the development with a combination of its own equity and it will secure additional equity and debt necessary to fund the project through Lehman Brothers as well as other financing sources detailed herein. Federal Development will
assume the cost burden of all due diligence and initial planning efforts. Principals will assume
direct responsibility for the development and will have a major presence on site, meaning that a
principal owner of the development will be on site at appropriate levels until the plan is fully
entitled through the governmental approval process, construction is completed, and the project
fully executed.

The Master Developer principals, with primary offices in Washington, DC, Chicago, Illinois, and
New York, NY, will serve as the project executives. The principals of Federal Development and
Lehman Brothers have a seven-year history working together on mixed-use public/private
developments. This partnership will lead all other team members in achieving the mutual goals
of this project.

Federal Development’s current Senior Project Manager of its Castle Commercial Center project,
Mr. Barry Freeland, will head up the local on-site project team. Mr. Freeland will be supported
with in-house staff with skills in project management, development, construction, marketing,
asset management and training program capabilities as identified below. In addition to support
from CM&D’s David Gannon, and Lehman Brothers, Federal Development will retain a team of
top quality design, engineering, marketing and other technical professionals, as required,
including the consultants described below who have contributed to this initial proposal.

The Architectural Design Team will be lead by CP Wang, principal of CY Lee + Partners,
Taipei, The firm maintains a local San Francisco office and has recently won approval for a
landmark building at Candlestick Point, as well as being noted as the designers of the 2004
tallest building in the world, Taipei 101. The Design team will include Dana Merker, Principal-
in-Charge of the local architectural firm Patri-Merker.

Paul Lettieri of The Guzzardo Partnership will head up the landscape design team.

Swinerton Builders an accomplished and well known San Francisco general contractor is on the
team along with Construction Management & Development Inc. (CMD). CMD is based in
Honolulu with offices around the world, including San Francisco and Washington DC.

Local legal and land use matters will be handled by Brett Gladstone of Gladstone and Associates.
The Federal Development’s legal team for all other matters is from the San Francisco office of
Gibson, Dunn and Crutcher, LLP.

Nat Taylor, an independent planning consultant, and David Gazek, Federal Development’s local
staff expert, will process the entitlements.

THE PROJECT

The Federal Development Project Concept calls for integrating revenue producing new land uses
within a matrix of substantial open space. The new uses include a 170-room Four Star Hotel, two
office buildings, a 450-unit residential building and a 2,500 seat theater facility. The open space
will be created primarily at the podium (top) level of a 4-story parking facility that will cover
most of the site and serve the parking needs of the new uses as well as providing replacement
parking for the AT&T Ballpark. The perimeter edges of the parking structure will taper down as
it approaches adjacent streets, allowing for a gradual slope from street level to the top of the
podium structure. At the key intersections of Third Street and Terry Francois Boulevard, and at the corner of Third and Mission Rock Street, meandering and gracious upwardly sloping walkways, lined with retail shops and restaurants, will invite visitors onto the site to enjoy the views and to access the podium level attractions. A major expanse of podium level open space at the site’s northeast corner will accommodate and be made available for active sporting events including soccer, football or baseball or could be the temporary (but long-term) home for Cirque de Soleil. Retail space with 30’ deep modules will front along the 3rd street frontage. Owens Street will extend into the site approximately half way in order to provide vehicular access to the garage which, in turn will provide access at grade level to the hotel, the office buildings and the residences.

At the water’s edge, Federal Development will establish a point of entry for human-powered small craft such as kayaks and canoes with access directly into McCovey Cove.

The project includes long term lease of Pier 48. In the near term, uses for Pier 48 would include maritime related activities as permitted under the Burton Act and consistent with the BCDC Seaport Plan. These might include exhibition events and leasing of raw shed space (as is) to conventional maritime-related businesses such as boat rental and storage, ship chandlery stores and the like. In the longer term, Federal Development will seek approvals to permit private offices for maritime related businesses, restaurants, retail, and visitor entertainment space.

PROJECT BENEFITS

• New landmark quality state-of-the-art 2,500-seat performing arts center/arena facility for the City, for concerts, , political rallies, educational events, dog shows certain events that currently avoid San Francisco due to lack of venues of this size

• At least $15,000,000 yearly revenue to the Port of San Francisco for its yearly operations. Cumulative ground rent payments including participation in net cash flow, through the out years of the leases, could reach $1.75 billion.

• 5 to 7 acres of gracious and inviting recreation and open space areas (both elevated for views and non-elevated for bayside walks) to be available for use by visitors, office workers, residents and hotel guests in Mission Bay, local sports clubs and teams, playgrounds for children , other forms of recreation and open space activities.

• Potential creation of a green public walkway around Pier 48 (if it does not interfere with the proposed Pier 48 maritime features) and potential creation of a green space in the 34,000 square foot “valley” in the middle of the two Pier 48 fingers, which green space would be used for educational features concerning San Francisco wetlands flora, fauna and wetland restoration activities throughout the Bay.

• Extension of the Bay Trail along the waterfront and extension of the San Francisco’s Blue Greenway further south into Mission Bay toward the proposed green space that runs through the residential blocks in Mission Bay from China Basin towards the piers; this will facilitate the creation of a continuous means of walking from the western terminus of China Basin to the Bay without leaving green space.

• Historic renovation of Pier 48 to Secretary of the Interior Standards for multiple revenue-producing uses including maritime-related tenancies to potentially include repair aprons
on its southern side and vessel berthing on its northern side, and for warehousing and light industrial activities, especially those for artists and, presuming a Seaport Plan change, for exhibition space, meeting room space for Mission Bay residents and scientists, restaurants and retail.

- Water access for kayaks, and other forms of human-powered small crafts near Pier 48.
- Outdoor space for Cirque de Soleil or Teatro Zinzanni tent structures, or indoor arena space should either want to provide indoor entertainment.
- Outdoor space oriented around a modern bandshell for outdoor “lawn” concerts within a “Great Lawn” area when it is not occupied for staged events such as Cirque de Soleil.
- Parking of up to 2,000 spaces for AT&T Ballpark events.
- Waterfront restaurants for the Mission Bay residents and workers, and destination restaurants along the northern and southern portion green spaces on the site to capture the best Bay views and Ballpark views.
- Neighborhood serving retail spaces along 3rd Street frontage, to be a continuation of the retail frontages planned up and down this stretch of Third Street.
- Retail (not necessarily neighborhood-serving) underneath the green space and along the two grand stairs that bring pedestrians from the corners of the site to the open space atop the garage.
- 170-Room Four Star Hotel and conference center to serve AT&T Ballpark patrons, UCSF Campus users, private bio-tech industry executives and patients/employees of the future hospital on 16th Street.
- Class A office space to serve spill-over from UCSF Campus and related biotech industries as well as conventional downtown San Francisco office demands.
- Residential apartments with ‘for sale’ and rental components.
- Exemplary application of sustainable design and development principles to LEED Platinum standards for energy efficiency, solid waste reduction, use of recycled materials, and low-tech retention, filtration and re-use of on-site storm water.
- Creation of clean energy to power some of the on site structures by creating solar panel installations atop certain buildings in the project, including atop the retail structures.
- Restoration of wildlife to the site by creating saltwater features close to the Channel, and near the piers, planting of native plants throughout the Seawall lot, and a nature walk through the Seawall site and along the Bay Trail that highlights native plants and birdlife historically on San Francisco Bay.
- Creation of wildlife enhancing physical features along the enlarged park that will be built along Terry Francois Blvd.
- Explore the possibility of altering the portion of Terry Francois Boulevard between Piers 48 and 50 to create a new cove from which wildlife can be viewed from vantage points on the open space above the garage. A pedestrian/vehicular ramp would cross over the cove so that pedestrians and vehicles can move north to south along Terry Francois Boulevard.
• Sports oriented retail entertainment uses, within the Seawall site (or after Pier 48 restrictions are lifted, within Pier 48) such as batting cages, miniature golf for children, golf practice cages, and classrooms for sports clinics.

• Exhibition space (on the Seawall lot or Pier 48 or both) that will replace some of the exhibition space that will be displaced from the Design Center Area over the next decade. Prior to amendment of the Sea Port Plan, all Pier 48 Exhibition Space will be maritime related.

• Pier 50. Continue Port maintenance operations, and continuation of current maritime, light industry and warehouse uses, with enhanced access from the southern portion of Terry Francois Boulevard.
LEAD DEVELOPER

Federal Development LLC is a national real estate development firm specializing in the master development of publicly owned real estate assets by creating and implementing public/private partnerships of varying dimensions and complexity between public and private entities. By assisting local, regional and national governments, Federal Development enables its public partners to maximize the value of its underutilized real estate properties in order to generate additional economic value, implement public policy and provide enhanced benefits to the community.

Federal Development assists both the public and private sectors in forming successful partnerships by structuring fair and reasonable sharing of risks and responsibilities, costs and benefits. Federal Development works closely with its public partners to establish project objectives, create project vision, prepare development programs, undertake market demand analyses and identify development constraints and opportunities. Federal Development manages the development and construction process resulting in quality residential, retail, commercial, and various other institutional and hospitality projects. The firm also serves as a master developer and owner’s representative for public partners that actively sponsor public/private partnership development projects.

Federal Development structures customized public/private partnerships so that they meet the opportunities and constraints of its public partners, including defining levels of responsibility, targeting economic returns, preserving ownership positions, and establishing community outreach programs. Federal Development’s organizational strength comes from its ability to coordinate diverse and talented teams that are well-suited for the needs of its individual projects. In our various projects, each Federal Development team assembled has taken into account the specific necessities and challenges of the project at hand.

Federal Development in partnership with Lehman Brothers as its financial partner and lender has formed a team of professionals that will take Seawall 337 from concept to completion and then manage property.

Federal Development is an international development company whose primary focus and project experience is on Public/Private Partnerships. Based in Washington DC, Federal Development has projects throughout the United States, including California, Western and Eastern Europe, Asia and the Caribbean. The projects span 10 countries, 11,000 acres of property, over 20 million square feet of mixed-use development and billions of dollars in its development pipeline.

John Infantino CEO. Mr. Infantino is the founder and Chief Executive Officer of Federal Development LLC worldwide. He currently oversees the international portfolio of development projects. He manages an executive team responsible for implementing on-time and on-budget development and management performance that balances risks, responsibilities, costs and benefits for all stakeholders.
Gary Helminski, Senior Vice President of Development. Mr. Helminski will be the Executive Development Manager. Mr. Helminski is responsible for managing and supporting all of the firm’s development, construction and project managers on both owned and managed development and construction projects. He manages the regional development directors and oversees local development management staff.

Barry Freeland, Division Manager and Senior Project Manager. Mr. Freeland will have the day-to-day responsibilities of managing the development team. Mr. Freeland has served as the Senior Development Manager on many projects over the past 25 years including the recently approved Candlestick Point project. Federal Development will open a large San Francisco office to support Mr. Freeland and on-site project management staff.

Kevin Wolf, Assistant Project Manager. Together with Mr. Freeland, Mr. Wolf will manage day-to-day activities of the Seawall 337 design and development activities. Prior to joining Federal Development, Mr. Wolf worked as a Developer/Sales Associate for Sansome Pacific Properties/Arroyo & Coates in San Francisco, CA

David Gazek, Entitlement Manager. Mr. Gazek will handle project entitlements, including regulatory, permitting and land use approvals. Mr. Gazek has over 20 years experience in development, redevelopment, corporate real estate, and consulting, He is currently coordinating the development consultant team responsible for the preparation of technical studies related to the environmental review process.

Minghuan Du, Development Associate. Mr. Du will be responsible for the project financial analysis and budgets. He evaluates project costs, develops budgets for proposals and edits project proposals. He will assist in maximizing profitability. He has been active in Federal Development’s Castle Commerce Center project (California), and the Beihai (China) cargo and port development...

Wei Huang, Development Associate. Ms. Huang will assist in project financial analysis as well as landscape design, planning, and architectural management. She is currently responsible for the financial analysis, design, and planning for the Del Rey Oaks mixed-use resort development project in Monterey.

LEHMAN BROTHERS

Lehman Brothers' Real Estate group is a full-service provider of capital and advisory services to the commercial real estate, lodging and gaming industries. The group has a presence in all of the major international markets, with investment bankers in New York, Los Angeles, London, Milan, Tokyo and Hong Kong. Our franchise is built upon leadership across the full spectrum of products, including strategic advisory, initial public offerings, common stock, investment grade and high yield debt, preferred stock, convertible securities, bank loans, mezzanine debt, commercial MBS and private placements.
Construction Management & Development Inc

Construction management & Development Inc (CM&D) is a strong project partner and world leader in construction management. David Gannon, who is based in CM&D’s San Francisco office, and noted for his experience as the University of California, San Francisco Medical Center Construction Manager, will lead the construction management team.

DESIGN TEAM

The support team is an all star cast of experienced and effective professionals that will bring both the excitement and expertise a project with Seawall 337’s potential deserves. Federal Development’s senior project manager has developed close working relationships with the principal members of the design and project team on recent local projects.

Architecture

Project Design Architect: CY Lee + Associates, of Taipei, under the direction of CP Wang. CY Lee + Associates are perhaps best known for having designed Taipei 101, the world’s tallest building, in 2004. More locally, CP Wang’s design for the 465-unit 18 story condominium tower at Candlestick Point has recently won approval from the San Francisco City Planning Commission. CP Wang designs are world famous.

The local office of CY Lee + Partners is run by Neal Tang, Project Architect, who has trained under CP Wang and has worked primarily on San Francisco projects over the past two years.

Local Architect: Patri-Merker Architects. Under the direction of Dana Merker, Principal, design specialists from Patri-Merker Architects will assist the CY Lee + Partners team with architectural design and planning consultation and for leading the effort to achieve the highest LEED certification reflecting fundamental principles of sustainable design.

Landscape Architect: The Guzzardo Partnership (TGP). Paul Lettieri, principal with San Francisco’s premier landscape architecture firm, will lead the project’s design effort on all public spaces, open spaces and recreation facilities. Among its many achievements, TGP is noted for its podium design landscaping features. This project continues long running business relationships with key project managers.

Historic Architecture: Page & Turnbull, Architects. Page & Turnbull was established in 1973 to provide architectural and conservation services for historic buildings, resources and civic areas. We are headquartered in San Francisco with offices in Sacramento and Los Angeles. We are one the first architecture firm in the San Francisco Bay area to dedicate our practice to historic preservation. Holding more than 100 awards for our work, we are among the longest-practicing such specialty firms in the country.

Legal Counsel

Land Use Attorney: Gladstone & Associates. Brett Gladstone is one of the top land use attorneys in San Francisco. Gladstone & Associates focuses solely on real estate development,
permit and land use law. The three attorneys comprising Gladstone & Associates specialize in zoning law, building codes, real estate entitlements, condominium and planned developments and subdivision issues. Their expertise provides a breadth of experience in solving a wide range of real estate problems confronting the firm’s clients, from small projects to large, complex matters. This project continues long running business relationships with key project managers.

**Non Land-Use Real Estate Counsel: Gibson, Dunn & Crutcher LLP.** This firm will continue to build upon its long-standing reputation as one of the leading law firms in the United States. Given the depth of experience that their lawyers possess, the range and breadth of industry contacts, and their understanding of the varied marketplace in which their clients do business, they are uniquely able to bring a “market-aware,” result-oriented approach to construction projects, environmental concerns, and real estate transactions.

**Planning consultant: Taylor Associates.** Nathaniel (Nat) Taylor has been working on San Francisco land use issues for much of his 30+ year professional career. He began his career as a staff member of the San Francisco Planning Department prior to entering the world of private development, project management and consultancy. This project continues long running business relationships with key project managers.

**Construction and Engineering**

**Construction Manager: CM&D.** CM&D have a strong relationship with both Federal Development and Lehman Bros.

**General Contractor: Swinerton Builders.** Eric Foster and Swinerton Builders are familiar names in San Francisco. The company is noted for its efficient cost effective construction practices, LEED certifications and quality of finished product. Marvin Peper will lead the construction team. Swinerton has provided Federal Development with preliminary construction cost estimates and input on sustainable building practices.

**Civil Engineer: BKF Engineers, Todd Adair.** As a Principal and Project Manager at BKF, Mr. Adair has been extensively involved in engineering design and management with all facets of civil engineering including site development for residential subdivisions, commercial developments and roadway and highway improvements.

**Traffic Engineering: DMJM Harris.** Tim Erney is a principal transportation engineer with DMJM Harris, and is the manager of the Transportation Engineering Department in the firm’s Oakland office. Tim has over 11 years of profession experience, focusing on transportation planning and traffic engineering. Tim has managed and directed the technical analysis for over 50 transportation studies in San Francisco, including such high-profile projects as the new M.H. de Young Memorial Museum, Candlestick Point / Hunters Point Shipyard EIR, Transit Center District Plan EIR, and Parkmerced Redevelopment EIR. In addition, Tim has conducted numerous site access/circulation, transit planning, parking, traffic calming, and transportation demand management projects. In these projects, Tim has led detailed analyses of intersection, freeway mainline and on-ramp/off-ramp operations; transit circulation and capacity; parking occupancy and demand estimates; pedestrian and bicycle circulation; traffic demand modeling and traffic forecasting; and, simulation of intersection and roadway conditions. Recently, Tim
has spearheaded the office’s Sustainable Transportation practice, which has been promoting transit-oriented designs, walkable/bikeable neighborhoods, and alternative transportation modes.

**Marketing**

**Commercial Leasing: David Klein, NAIBT Commercial Real Estate.** David is a broker with 25 year’s experience with this prominent San Francisco brokerage firm and brings valuable insight and knowledge about the local commercial property market.

**Residential Marketing: Chris Foley, Polaris Group residential Brokers.** Polaris is a well known and reliable San Francisco firm. Polaris will provide Federal Development with local market information and strategic advice throughout the project design process so that the residential project is intelligently positioned to appeal to local market demands. This project continues long running business relationships with key project managers.

**Community Outreach**

**Community Relations and Outreach: Barbary Coast Consulting.** Barbary Coast Consulting is a full-service public affairs company serving clients throughout the Bay Area. Their diverse set of clients for-profits, non-profits, government agencies, educational institutions, utilities, real estate interests, and technology companies count on them to help them navigate the complex avenues of government relations, community outreach, messaging, political strategy, and media relations.

**Organizational Chart**

![Organizational Chart Image]

*Resumes and firm qualifications are in the following pages.*
Federal Development LLC

John Infantino – Chief Executive Office

John Infantino is the founder and Chief Executive Officer of Federal Development LLC worldwide. He currently oversees an international portfolio of development projects in the United States, Western and Eastern Europe, Asia and the Caribbean that spans 10 countries, 11,000 acres of property, over 20 million square feet of mixed-use development and billions of dollars in the development pipeline. He manages an executive team responsible for implementing on-time and on-budget development and management performance that balances risks, responsibilities, costs and benefits for all stakeholders.

Mr. Infantino has extensive experience in the development and asset management of large mixed-use master-planned projects, the redevelopment of closed military bases, and the utilization of enhanced-use leases for the development of government properties. Prior to 2001, he served as a development consultant for LCOR Inc. following his service as Vice President of that firm. During his tenure, Mr. Infantino’s clients included government agencies, public authorities and universities, as well as private landowners and institutional investors. He was also responsible for the development of senior housing projects in Virginia, Maryland, North and South Carolina and the District of Columbia. His work included the evaluation of privatization of U.S. Department of Defense military housing and the redevelopment of closed military bases throughout the United States, in addition to public/private educational, residential, technology and medical development projects. Mr. Infantino led development teams for large-scale mixed-use projects for which he served as Project Executive, including a $160 million mixed-use medical center complex redevelopment; a $400 million mixed-use, transit-oriented, smart-growth "Main Street" development; and a Congressionally-approved business and development plan for a $450 million mixed-use Town Center incorporating up to three million square feet of development in the District of Columbia.

Prior to 1997, Mr. Infantino served as Senior Executive for real estate partnerships based in the United States, Europe and Hong Kong. In this capacity he managed the development of residential, commercial and hotel projects throughout the United States. He also served as a principal and development officer for various Infantino family financed, owned and managed development projects.

Education

- Bachelor of Arts/Urban Planning, Brown University, Providence, RI
- Construction Management, New York University Real Estate Institute, New York, NY
- Real Estate Investment Executive Conference, Princeton University, Princeton, NJ
- Institute of Real Estate Management, National Association of Homebuilders, Washington, DC
Gary Helminski – Senior Vice President

Gary Helminski is Senior Vice President of Development with Federal Development. He also serves as Managing Director – Federal Development Services, a division offering development management services to third-party public and private clients. Mr. Helminski is responsible for managing and supporting all of the firm’s development, construction and project managers on both owned and managed development and construction projects. He is also responsible for all design, construction and development activities throughout the U.S., coordinating regional and project office development activities including scheduling, budgeting, and horizontal and vertical construction activities, as well as permitting and entitlements. He manages the regional development directors and oversees local development management staff.

Mr. Helminski’s experience includes providing turn-key development management services to private sector and government clients. He has provided financial, design and construction feasibility analysis; negotiated land sales, purchase and lease agreements; drafted ownership agreements; and management consultant services. He has led teams in the market analysis, financial analysis, acquisitions, design and construction for corporate relocations, new construction, re-development and renovations across a wide variety of product types.

Mr. Helminski was Managing Director and Regional Manager for Project and Development Services of Jones Lang LaSalle; Washington, DC from 2002–2007 where he grew the Mid-Atlantic PDS practice from 14 staff and $4M in revenues to 70 staff and $16.5M in revenues over 5 years, established PDS offices in Philadelphia, Baltimore, and Richmond, and expanded the business practice into hotels, mixed-use, residential, retail, performing arts and healthcare projects. At Arthur Andersen in Washington, DC, Mr. Helminski was Partner, Corporate Finance / US Real Estate Group, and the National Director of Development Management Services from 2000–2002. As the national leader of their program management practice, he provided strategic consulting services and program/development management services to public and private sector clients, and managed and leveraged a consultant team staff of 10.

Education

- Diploma in Real Estate Development, New York University, New York, NY
- Bachelor of Architecture, Rhode Island School of Design, Providence, RI
- Bachelor of Fine Arts, Rhode Island School of Design, Providence, RI

Barry Freeland – Senior Development Manager

Barry Freeland is a Senior Development Manager for Federal Development. He is responsible for entitlement and development activities related to the Castle Commerce Center master-planned development in Merced, CA. With over 20 years of real estate development experience, Mr. Freeland’s areas of expertise include:

Land Planning – Recruited and managed teams of civil engineers, architects, and other consultants to design and develop retail commercial, single-family and multi-family low- and mid-rise projects.
Entitlements – Built teams and handled very difficult processes such as general and specific plan amendments for projects ranging up to 800 single-family dwellings and 769 attached condos; managed the technical as well as the political processes.

Land Acquisition – Duties included locating projects, due diligence research and reporting, analysis, creating business plans, and negotiating terms, and processing and obtaining entitlements.

Financing – Areas of involvement included profit and loss, balance sheet and cash flow statements, and packaging and processing project financing.

Administrative – Experience in staff formation and management, including hiring and training accounting staff, purchasing managers, superintendents, marketing, and warranty personnel.

Offsite Construction Management – This includes mass grading, major streets, intersection signalization, utility extensions and high voltage relocations, as well as managing the development of on-site infrastructure in subdivisions and high density projects.

On-Site Construction Management – Experience as project manager, construction superintendent, off-site construction manager, and general superintendent, with over 100 workers on-site on a daily basis, managing both horizontal and vertical construction and tenant improvements.

Marketing/Leasing Management – Built teams of sales people, lenders, and title officers, managed all aspects of project sales including model home complex development, advertising, training, sales office setup, option sales, and DRE processing through escrow closings, managed a leasing office that serviced both residential and commercial properties, and was involved in strategic planning, project analysis, market research, public relations, and community outreach.

Warranty and Liability Management – Set standards for construction teams that included California SB 800 construction defects standards, wrap-up insurance, zero-defect quality control, and a well-documented warranty department.

Mr. Freeland’s specific work experience includes Project Manager for Top Vision Development LLC, self-employed Land Acquisition and Development Consultant, Contracts Manager for Signature Properties, Independent Contractor / Consultant / Project Manager for Shaw Development and KCI Inc., Land Acquisition and Forward Planning Project Manager for KB Homes, and General Manager of FSco Inc.

Education
- Certificate course in Urban Planning (UC Berkeley), Economics (University of Maryland), and numerous courses in real estate finance, investment, development and banking
- BA in History, Minor in Business Management, Sonoma State University, Rohnert Park, CA 1970
- AA in Electronics, Santa Rosa Junior College, Santa Rosa, CA, 1968
Kevin Wolf is the Assistant Project Manager and Director of Broker Relations for Federal Development’s California projects, with specific responsibilities for project management and entitlement at the Del Rey Oaks Resort and Castle Commerce Center projects.

Mr. Wolf received his education from California State University in Chico, CA, where he earned his Bachelor of Science in Business Administration with an emphasis in Marketing. He has also earned his Real Estate Salesperson’s License from the State of California.

Mr. Wolf has previously worked as a Developer/Sales Associate for Sansome Pacific Properties/Arroyo & Coates in San Francisco, CA. Among other achievements and responsibilities, Kevin was involved with over $80 million of commercial real estate and infill investment acquisitions and $50 million dispositions located in the western United States. In addition, he also coordinated all aspects of the acquisition and disposition process, including opportunity generation and qualification, site evaluation, entitlements, financial analysis, proformas, transaction structuring, negotiations, due diligence, demographic research, and ongoing transaction administration.

While working for Sansome Pacific Properties/Arroyo & Coates, Mr. Wolf also successfully managed, renovated, and improved mixed-use and shopping center developments; prepared and developed site plans, elevations, sign programs, and detailed work-letter exhibits; and ensured all delivery conditions were met and all improvements finalized. Mr. Wolf was also successful at interfacing and managing relationships with the corporate, commercial brokerage, and legal communities in order to research, negotiate and elect to execute short and long-term lease agreements to meet the asset and company goals. He also negotiated/restructured new and existing lease transactions to address emerging opportunities, while emphasizing value creation for growth via re-tenancy in order to maximize value.

Prior to this, Mr. Wolf worked for Corewest in Sacramento, CA as a Loan Officer. While in this position, he closed over $14 million of financing and refinancing loan transactions and gained a comprehensive understanding of the residential lending arena.

Education

Bachelor of Science in Business Administration, Marketing Emphasis, California State University, Chico, CA, 1997

Professional Affiliations and Additional Honors

- Real Estate Salesperson’s License, State of California
David Gazek is a Project Manager with Federal Development. He is responsible for all project entitlements, including regulatory, permitting and land use approvals. He is currently coordinating development team consultants responsible for the preparation of technical studies related to the Environmental Review Process.

Mr. Gazek has over 20 years experience in development, redevelopment, corporate real estate, and consulting, with a successful track record in driving complex projects, creative problem solving, negotiating, and managing multiple entities. He brings to the team strong financial, strategic planning, communication, marketing, project management, and team building skills.

Mr. Gazek has experience providing services in real estate acquisitions and development, facilities planning and asset valuation and management for commercial, residential, industrial and mixed-use properties involving strategic planning and programming, due diligence, feasibility and market studies, financial analysis, entitlements, disposition and development agreements, project management, adaptive re-use, affordable housing, marketing, lease negotiations, fiscal impact analysis, and loan underwriting and workouts for many major clients. He has provided developers, corporations and cities with predevelopment services in planning, urban design, entitlements, community liaison and consultant coordination for commercial, industrial, residential, and resort projects. Projects included redevelopment, land development, urban infill, site plans, feasibility studies, facilities programming, design guidelines, city master plans, EIRs, and transportation plans. He has managed up to a 25-person division responsible for negotiating development agreements and managing the predevelopment process for over $400 million of office, residential, retail, and hotel projects. Mr. Gazek has also served as a corporate real estate consultant working with businesses, workplace effectiveness groups, and strategic partners on portfolio planning, strategic planning, site selection, due diligence, acquisition, and program management.

Education
- MBA, UCLA Graduate School of Management, 1985
- MA Architecture/Urban Planning, UCLA Graduate School of Architecture and Urban Planning
- BA Urban Studies, Vassar College

Professional Affiliations and Additional Experience
- Speaker, International Conference of Shopping Centers (ICSC)
- Instructor of Urban Design and Planning, USC and Southern California Institute of Architecture
- Media experience: television, radio, newspaper, magazine
- Private Pilot, single engine airplane
Minghuan Du – Project Manager

Minghuan Du is a Development Associate with Federal Development with over 4 years of expertise in project development, financial analysis and information system design. He has been active in Federal Development’s Castle Commerce Center (California) development, Beihai (China) cargo and port development and the development of a Chinese theme park in Berlin, Germany. He has been responsible for the creation of financial models and building financial pro formas to estimate the profitability of Federal Development’s proposed projects.

Mr. Du is responsible for analyzing project feasibility, researching information related to prospective and existing projects using the internet and a wide variety of public sources. He is also skilled in researching and analyzing reports submitted by professional market research organizations. He evaluates project costs, develops budgets for proposals and edits project proposals. He communicates closely with customers, project partners and investors to assess prospective partners, projects and proposals.

Mr. Du is also skilled in the analysis and design of information systems including GIS and satellite graphic data. He has designed and managed a GIS database using Microsoft Access and has been responsible for product presentations to potential customers.

Education

- MS, Information Systems, Marshall University, Huntington, WV, 2002
- BA Management Information Systems, Marshall University, Huntington, WV, 2001

Wei Huang – Development Associate

Wei Huang is a Development Associate with Federal Development with expertise in real estate and urban development, landscape design and planning, and architecture. She has been active in the real estate development field for over five years in both the US and Shanghai. Currently, she is responsible for the financial analysis, design, and planning for the Del Rey Oaks mixed-use resort development project in Monterey, CA, in addition to assisting both the entitlements and development managers for the Federal Development West Coast region. Ms. Huang also coordinates site planning activities undertaken by Federal Development and its various architectural firm team members.

Ms. Huang has wide experience in a broad range of real estate development functions both as an employee and as an intern, putting to good use a comprehensive understanding from an investor and developer’s perspective of real estate finance, economics, market analysis, public and private development, project management, and legal and policy issues. She is skilled in the preparation of development plans for proposals, site plan development, and financial analysis throughout the US, primarily for public/private projects. She has worked on landscape designs, planning and development for a wide variety of project types including public and private parks, plazas, schools and institutions, and business improvement districts, as well as mixed-use commercial developments and housing projects. She has worked with urban design and master planning
concepts and drawings for civic, institutional commercial and residential clients and has assisted Mr. Wei Dun Shan, a widely recognized Chinese architect, in the development of several architectural design projects including housing projects, conference centers and stadiums.

Ms. Huang is experienced in the use of Auto CAD, Photoshop, Premiere, Illustrator, In-design, 3DS Max, and Microsoft Office.

Education

- MDesS Harvard University Graduate School of Design, Cambridge, MA, 2006
- MLA, University of Southern California, Los Angeles, 2005
- BLA Tongji University, College of Architecture & Urban Planning, Shanghai, China, 2002
CM&D

Company Profile

Construction Management and Development, Inc. (CM&D) was established in 1991. CM&D is a real estate project management firm with offices in Honolulu, Los Angeles, San Francisco, Chicago, New York, Seattle, Miami, Dallas, Las Vegas, Singapore, Bangkok, Seoul, Dubai and San Jose (Costa Rica). CM&D provides comprehensive project and construction management services during the Pre-Construction and Construction phases including Pre-Construction Services (i.e., Assistance in Securing Financing, Project Review and Assessment, Due Diligence, Design Review and Cost Estimating), Development Management, Design Management, Project Management, Bid Phase Services (Pre-qualifying contractors, Bid Package Preparation, Bid Submittal Analysis), Owner’s Project Representative Services during Construction Phase, Project Accounting and Job Costing, and Special Consulting Services. CM&D provides the leadership to manage the entitlement, design, and construction process with efficient, disciplined procedures. CM&D directs and coordinates all the activities of the design, entitlement, and construction. Our key personnel include regional project directors, project/construction managers, cost estimators and value engineers, with diverse backgrounds in architecture, engineering, construction and accounting. Together, they represent many decades of experience in the construction industry, offering a level of specialized technical expertise few project management firms can equal.

CM&D specializes in project and construction management services. CM&D utilizes a sound project management delivery system and provides focused project direction and develops disciplined team framework and project vigilance. Our systems enable us to deliver the financial security and risk management demanded by our clients. Our consistent management processes produce results that are predictable and successful.

Key Team Members

James B. Salter, CCI, Chief Executive Officer / President

Mr. Salter's career in the construction industry spans three decades. He is presently a building and development consultant for numerous redevelopment agencies throughout the western United States. Through CM&D, Mr. Salter provides exclusive construction and development project management to developers, architects, engineers, and municipalities.

Over the years, Mr. Salter has been involved in all phases of the building process from planning, site acquisition, and pre-design budgeting, through design, procurement, underground construction and utility installation, site work, and field construction.

Mr. Salter has also developed an appreciation for the value of teamwork and functions as a resource to engineers, architects, and owners.

Education

- U.C. San Diego
James A. Gomes, Chief Operating Officer

Mr. Gomes complements CM&D with a wide range of construction, construction management, and resort development experience. His vast experience spans a variety of projects including turn key, design build, and bid type.

Over the last decade Mr. Gomes has specialized in hotel/resort projects including an increasing number of vacation ownership developments. His projects include the Kaanapali Ocean Resort, Hilton Hawaiian Village Kalia Tower and Parking Structure Renovation, Hilton Grand Vacations Lagoon Tower Timeshare, Sheraton Maui Redevelopment, Ihilani Resort, Mauna Lani Bay, Hotel Le Lagon and Mauna Lani Racquet Club. With this expertise, he has developed extensive field personnel and coordination strategies and a skill to expedite resolution when availability or application concerns arise.

Mr. Gomes works especially well in teamwork environments where success depends upon his ability to work closely with team members to achieve shared goals for professionalism and client satisfaction. With his expertise, Mr. Gomes has developed extensive field personnel and coordination strategies and a skill to expedite resolution when availability or application concerns arise.

Dave Gannon, Senior VP, Division Manager (Northern California)

Mr. Gannon specializes in hospital, medical center, and large commercial projects. Mr. Gannon’s areas of expertise include CPM scheduling, design management, budget control, and overall construction management.

Education

- Bachelor of Science/Civil Engineering Tech
- Associate of Science/Structural Engineering Cogswell College
C.Y. Lee Architects & Planners

Company Profile

C.Y. Lee & Partners, Architects & Planners (CYL) is an architectural firm of partnership, it consist of C.Y. Lee, C.P. Wang and the four other partners. CYL, with headquarters in Taipei, was founded in 1978. Between 1995 and 2001, it continually expanded the branches in Shanghai, Beijing and Shenyang in China and SF in U.S.A. Currently, there are around 200 employees working for CYL. The business in Taiwan, South China, Southeast Asia and West America is handled by general manager V.T. Wu; and James Wang is in charge of the business in great China.

For the past 30 years, CYL has grown into a firm with wide range of experience through working on great amount of various types of projects, which enable us to meet any challenges in architectural planning, design and construction supervision. CYL believes that the value of Eastern culture is the abs for creation of great architecture and takes it as our philosophy to create modern architecture in the 21st century.

Key Member

Chung Ping WANG

Professional Experience:
1975 ~ 1978  Designer Murphy, Downey, Wofford & Richman, Architects St. Louis, Missouri, U.S.A.
TEACHING:
1980 ~ 1981  Tunghai University, Taiwan Department of Architecture, Associate Professor
1981 ~ 1987  Tam-kang University, Taiwan Department of Architecture, Associate Professor

Education:

❖ 1971, B. Sc in Architectural Engineering Tunghai University 1973, M.A. in Architecture Washington University
Patri Merker Architects, Inc.

Company Profile

Patri Merker Architects, Inc. is an architecture, interior design, planning, and renovation firm with offices in San Francisco and Oakland, California. In 1996, our Principals and Senior Associates established the firm as a successor to Whisler-Patri, founded in 1963. Our Senior Associates have been integral team members for over two decades and have actively participated in the firm's evolution into one of the Bay Area's leading architectural practices. Patri Merker Architects is recognized for its broad range of design services from due diligence, planning, and government approvals for new and existing uses to all phases of architectural design and management.

The firm and its individual associates have received numerous professional awards honoring the high quality of work performed. Our 30 person firm is comprised of 7 senior staff and 20 architects/planners and designers.

Key Team Member

Dana Merker, AIA, Principal

With more than 30 years of experience in architecture, renovation, interior design, and planning, Dana Merker takes a hands-on approach to managing projects and works closely with clients from project budgets and contacts to bidding and construction administration.

Project Experience:

- Old U.S. Mint/Museum of the City of San Francisco
- Intercontinental Hotel San Francisco
- Macy’s Union Square, San Francisco
Page & Turnbull

Company Profile

Page & Turnbull was established in 1973 to provide architectural and conservation services for historic buildings, resources and civic areas. We are headquartered in San Francisco with offices in Sacramento and Los Angeles. We are one the first architecture firm in the San Francisco Bay area to dedicate our practice to historic preservation. Holding more than 100 awards for our work, we are among the longest-practicing such specialty firms in the country.

Our staff includes licensed architects, architectural designers, architectural historians, conservators, and planners. We approach projects with expertise, passion and flexibility and are committed to the conservation of significant resources where these resources can be made to function for present and future needs. All our professionals meet or exceed the Secretary of the Interior’s *Historic Preservation Professional Qualification Standards*.

Key Team Member

**J. GORDON TURNBULL, FAIA Principal**

Jay Turnbull has served as architect and urban designer in San Francisco and New York, where he worked at Skidmore, Owings and Merrill, gaining early experience on an urban scale, and the New York City Office of Midtown Planning & Development. He was Architect of San Francisco Architectural Heritage for five years while maintaining a practice in historic architecture. In 1981, he joined Page & Turnbull to direct architectural work. His thoughtful and deliberate approach to the restoration of historic buildings applied to projects throughout California, touching nearly every important historical renovation project in San Francisco. Former president of San Francisco Architectural Heritage and a Peer Reviewer for the U.S. General Services Administration Design Excellence program, he has published and lectured widely on preservation related matters. He has been preservation architect for numerous National Register and locally recognized landmarks, and has consulted extensively on the seismic retrofit of historic buildings. His work has been honored by the National Trust for Historic Preservation, American Institute of Architects, California Preservation Foundation and other national, regional and local organizations.
The Guzzardo Partnership Inc.

Company Profile

The Guzzardo Partnership, Inc., founded as Guzzardo and Associates, Inc., in 1963, has been involved in many successful and innovative projects in both the public and private sectors in California, around the nation, and internationally. Our experience ranges from master planning through completion of construction, and with a unique and creative approach to design challenges, we have achieved results that are realistic, and successful. Our specialized experience in Land Planning and Landscape Architectural design has been further developed by working on many unique high-quality environments.

We have focused on building our practice by maintaining excellent working relationships with our clients by consistently producing timely, high-quality, innovative and aesthetically notable work that responds to each client’s specific requirements. We bring a broader perspective to the design and planning process and can contribute to the design process from the development of the program to the evaluation of the constructed product.

We practice in a manner that responds to the client’s program, needs, budget and personality. This approach begins with the environmental requirements of the client’s program, and proceeds through the phases of design. The results reflect the environmental character and requirements of the site, the client’s budget, and the strong bond that develops between the client, the consultant, and the landscape.

We strive to maintain an open forum for the continuous input of all the team members in a Landscape Planning project. This includes the Architect, the General Contractor, and Project Managers within their respective management roles, as well as project arborist, civil engineers, and any other consultants critical to achieving an appropriate and dynamic solution for the project. We find that an interdisciplinary collaborative approach to design produces the best result.

Our staff of 22 Landscape Architects permits us to respond to demanding project schedules. Our staffing level allows us to undertake a wide range of design projects, which provides flexibility for the Principals to maintain close relationships with each client’s project.
PAUL T. LETTIERI, A.S.L.A.

Paul has been involved in many urban design, mixed-use and high density multi-family housing, from the master planning stage through detail design and construction documents. The relationship of interior and exterior landscapes and their interaction with the users of the site have long been a key component of his design efforts. Design that seamlessly couples the site, the client’s program and the user’s needs to create a unified idea is his goal on any design problem he undertakes. An element of pragmatism informs many of his designs while still allowing unique and exciting solutions to be built.

Paul joined Guzzardo and Associates, Inc. in 1978, and became an Owner in The Guzzardo Partnership, Inc. in October 2000. He has been the lead designer and project manager for many corporate office, high density residential developments, mixed-use and retail sites, parks, and landscape master plans including design guidelines in the Bay Area and internationally.

Prior to joining the firm, Paul was an instructor at the University of Illinois where he taught all levels of design and graphics studios. He holds a Bachelor's Degree from Rutgers University and a Master of Landscape Architecture Degree from the University of Illinois, Champaign-Urbana. He has been a licensed Landscape Architect in the State of California since 1980. He has also served as a visiting lecturer, instructor and design juror at the University of California Extension Program and Stanford University.
Taylor Associates

Key Team Member

NATHANIEL TAYLOR, PLANNING CONSULTANT

Mr. Taylor’s professional background covers over thirty years in which he has served as a city planner, real estate developer, real estate asset manager, and private planning and environmental consultant. He has participated in numerous projects involving urban, suburban and rural sites in various parts of Northern California.

Project Management for Large Scale Development

Mr. Taylor has extensive experience heading up multi-disciplinary planning and design teams for large-scale development projects. As Executive Vice President for Development at Grosvenor Properties, and as Vice-President of the S. H. Cowell Foundation, Mr. Taylor was responsible for formulating plans, obtaining entitlements, coordinating pre-construction bidding and securing project financing on a host of San Francisco and other projects in Northern California.

Representative Projects:

- Daniel Burnham Court, Van Ness at Post St. (Mixed Use (Retail, Office and Residential)
- 1700 California Street (Mixed Use retail, office and residential, on a 55-year ground lease)
- 150 Green Street (Office)
- Potrero Terrace (Rental apartments)
- Saint Francis Bay Phase III at Francisco Executive Park (High rise condominiums)
- Cowell Ranch, Brentwood California (4,900-ac master planned community)
- Marble Valley, El Dorado County (390-lot rural subdivision)

Urban Planning

Mr. Taylor served as staff with the San Francisco Planning Department where he was involved with long-range planning, policy and program development. He had responsibilities in the areas of housing policy analysis, residential rehab financing, Haight-Ashbury neighborhood planning and commercial district revitalization programs (e.g. Ocean Avenue). Mr. Taylor also participated with other City agencies and the public in drafting the City’s rent stabilization and condominium conversion legislation and regulations.

EDUCATION

- Bachelor of Arts, English Literature, Columbia University
- Masters in City Planning, University of Rhode Island
- California Real Estate License
Gladstone and Associates

Company Profile

Gladstone & Associates is a firm that solely focuses on real estate development, permit and land use law. The three attorneys comprising Gladstone & Associates specialize in zoning law, building codes, real estate entitlements, condominium and planned developments and subdivision issues. Their expertise provides a breadth of experience in solving a wide range of real estate problems confronting the firm’s clients, from small projects to large, complex matters.

The firm’s diverse clientele includes developers and property owners, non-profit housing developers, business owners and organizations, buyers and sellers of real property, and non-profit associations such as community and neighborhood groups and churches. The firm frequently oversees the preparation of environmental impact reports (EIRs) and negative declarations to ensure their legal adequacy.

Recent project work includes:

- Obtaining office entitlements for a new 300,000 sq. ft. San Francisco office building on 9th Street near Market Street (with co-counsel David Cincotta).
- Securing entitlements for the developer of 450-unit residential building in San Francisco’s Executive Park.
- Representing a developer in entitlements for a 194-unit condominium building in San Francisco’s Mission District.
- Representing the City’s largest chain of small hotels, Joie de Vivre Co., in its joint development of a 200-room waterfront hotel, Hotel Vitale, in front the San Francisco Ferry Building on land ground-leased from San Francisco’s Municipal Railway (with co-counsel Seven Vettel).

Key Team Member

Brett Gladstone, Attorney

Brett Gladstone completed his undergraduate work at Harvard (Magna Cum Laude) in 1980 and then received his law degree at Duke University. Mr. Gladstone spent eight years on the Board of Directors of the Greater San Francisco Association of Realtors, and is active in the San Francisco Planning and Urban Research Association.

Mr. Gladstone makes regular appearances before Bay Area planning commissions, city councils, boards of supervisors, landmarks boards and redevelopment agencies.

Mr. Gladstone regularly lectures on a variety of topics including development entitlements, condominium law, and planned developments.

Education

- B.A. 1980, Harvard University, Magna Cum Laude
- J.D. 1983, Duke University

Affiliations

- Licensed California Attorney
- Member, San Francisco Planning and Urban Research Association (SPUR)
- Lambda Alpha Land Economics Society
- Former Member, Redevelopment Agency Project Area Committee (Mid-Market Street)
Swinerton Builders

Company Profile

Swinerton Builders is a 120-year-old, employee-owned, general contractor based in San Francisco, with offices throughout the Western United States. Swinerton provides construction, construction management and design/build services for mixed-use, retail, offices, hotels, entertainment facilities, health care facilities, higher education, and residential projects. Swinerton is ranked as the 4th largest Green contractor in the U.S. and the 18th largest in General Construction by Engineering News-Record. As one of the oldest continually operating contractors in California Swinerton’s general contractor license is No. 92.

As a San Francisco-based contractor with extensive experience Swinerton has excellent relationships with local government agencies and subcontractors. Swinerton has completed more than six significant projects in Mission Bay including 500 Terry Francois Blvd. and the interiors for the Old Navy Headquarters.

Key Team Members

Eric Foster, Senior Vice President, General Manager, LEED Accredited Professional

Eric is General Manager for Swinerton Builders Northern California including the four Bay Area building and tenant improvement groups which account for more than $400 million in annual revenue. His duties include office and field construction administration, business and strategic planning, business development and estimating, client relations, scheduling, quality control, recruiting and professional training of staff. Previously, Eric was the Division Manager for the
Oakland Group. His responsibilities included the planning and construction of project, the supervision of the preconstruction effort, regular project reviews to insure conformance to the contract obligations and consultation with the project team should any major issues arise on the project. Eric’s 26 years of construction experience began as a Project Engineer with Swinerton on the 101 California St. high-rise project in downtown San Francisco. He has overseen numerous Swinerton projects in the San Francisco Bay Area including the San Francisco Museum of Modern Art. Eric is a LEED accredited Professional and holds a B.S. in Civil Engineering from UC Berkeley.

Dan Beyer Vice President, Preconstruction and Estimating Manager

As Manager of Preconstruction and Estimating Services, it is Dan’s responsibility to supervise all preconstruction activities and staff including establishing the project budget, preparing value management analyses, soliciting bids and awarding subcontracts.

Dan’s 40 years of construction experience includes 25 years with Swinerton estimating for a wide variety of project types including new construction and renovation of shopping centers, condominiums, hospitals, office buildings, and hotels, mainly in the San Francisco Bay Area.
DMJM Harris

Company Bio

DMJM Harris is a leading transportation and infrastructure engineering and management firm established in 1927, with over 2,500 employees nationwide. In 2006, DMJM Harris acquired Korve Engineering Inc., a premier traffic engineering and transportation planning firm in California. Now, DMJM Harris provides a full range of transportation planning, traffic engineering, and civil engineering design services to public and private sector clients throughout northern California, with offices in Oakland, San Jose, and Sacramento. These services include preparation of transportation studies for environmental review documents, traffic analysis and simulation, travel demand modeling, intersection signalization plans, traffic calming programs, pedestrian and bicycle planning, roadway signing and striping plans, and travel demand management programs. DMJM Harris’s transportation planning and engineering department is headquartered in its Oakland office, and serves San Francisco and the entire Bay Area.

Key Team Member

Tim Erney, AICP/PTP | Principal Transportation Engineer

Tim Erney is a principal transportation engineer with DMJM Harris, and is the manager of the Transportation Engineering Department in the firm’s Oakland office. Tim has over 11 years of profession experience, focusing on transportation planning and traffic engineering. Tim has managed and directed the technical analysis for over 50 transportation studies in San Francisco, including such high-profile projects as the new M.H. deYoung Memorial Museum, Candlestick Point / Hunters Point Shipyard EIR, Transit Center District Plan EIR, and Parkmerced Redevelopment EIR. In addition, Tim has conducted numerous site access/circulation, transit planning, parking, traffic calming, and transportation demand management projects. In these projects, Tim has led detailed analyses of intersection, freeway mainline and on-ramp/off-ramp operations; transit circulation and capacity; parking occupancy and demand estimates; pedestrian and bicycle circulation; traffic demand modeling and traffic forecasting; and, simulation of intersection and roadway conditions. Recent, Tim has spearheaded the office’s Sustainable Transportation practice, which has been promoting transit-oriented designs, walkable/bikeable neighborhoods, and alternative transportation modes.

Education and Certification:

- Master of Science in Transportation Engineering, University of California, Berkeley;
- Master of City Planning, University of California, Berkeley
- Certified planner (AICP), Professional Transportation Planner (PTP), and Engineer-In-Training (EIT)
NAI BT Commercial

Company Profile

NAI BT Commercial is one of the fastest-growing, most active commercial real estate services firms in Northern California. Founded in 1981, the firm provides clients with some of the best intimate local market knowledge in the industry, complemented by NAI Global’s professionally-managed international network, the largest of its kind. Locally owned NAI BT Commercial has 15 offices and a 325-member team known for its market leadership, collaborative corporate culture, knowledgeable and experienced professionals and commitment to client service.

Key Team Member

David A. Klein, SIOR, LEED AP, Senior Vice President/Partner

Mr. Klein’s real estate career spans 25 years, beginning as a California licensed transactional real estate attorney in Southern California in the early 1980’s. After relocating with his family to Northern California, Mr. Klein joined a start-up financial thrift as its Director of Real Estate and in the span of 2+ years, built the bank to 10 branches, 1 data center and 100,000 rsf of office space. He joined Bank of America N.T. & S.A. in 1983 as a Real Estate Manager for the 7-county San Francisco Bay Area territory. During his tenure, he was responsible for a portfolio of approximately 9 million rsf and in 1986 he managed the Bank’s Bay Area Surplus Property project, which resulted in the disposition of over 2 million rsf of excess Bay Area office and retail space.

Mr. Klein later joined Heitman Properties in late 1987 wherein he was responsible for the assets of the ATT Pension fund based in San Francisco. At this position, Mr. Klein was responsible for the $50 million upgrading and re-leasing of 44 Montgomery Street in San Francisco, a 42-story, 640,000 rsf mixed-use building in the Central Business District. At the time of his departure in 1993, the repositioning was completed and the building was 95% leased.

In 1993, Mr. Klein joined Cushman & Wakefield as a Director, Office Leasing in C&W’s downtown San Francisco office. While there, Mr. Klein was consistently a top performer for the firm, including winning the San Francisco Business Times Office Deal of the Year for Oakland, California in 2000. In 2001, he won C&W’s client Service Excellence Award for the Northern California region, made up of over 150 brokers.

In 2001, Mr. Klein joined NAI BT Commercial as a Senior Vice President in its downtown San Francisco office. In 2002, he was named Dealmaker of the Year and in 2004, Mr. Klein became a partner in the firm. In 2007, he earned his SIOR in both office and industrial designations and in 2008, became a LEED Accredited Professional.

His practice is national in scope and includes representation of buyers, sellers, landlords and tenants of industrial, office and retail space.
As Northern California’s leading planning and engineering consulting firm, BKF’s goal is to establish long-term working relationships with our clients by producing accurate, cost-effective work products and delivering them on schedule and within budget. With a staff of over 253 engineers, planners, surveyors and support personnel, BKF provides excellence in design services.
FEDERAL DEVELOPMENT LLC PROJECTS

Federal Development has over 30 projects globally. Below are some examples of Federal Development’s extensive portfolio of projects. In Northern and Central California alone, Federal Development is managing projects on two former military bases, managing nearly 100 commercial buildings.
Federal Development LLC is a national real estate development firm specializing in master development of publicly owned real estate assets by creating and implementing public/private partnerships of varying dimensions and complexity between public and private entities. By assisting local, regional and national governments, FEDERAL enables its public partners to maximize the value of its underutilized real estate properties in order to generate additional economic value, implement public policy and provide enhanced benefits to the community. FEDERAL assists its private partners by identifying opportunities, forming and managing dynamic and experienced development teams as well as creating financially sound development programs. A full range of development services is currently offered in the United States and Europe.

FEDERAL assists both the public and private sectors in forming successful partnerships by structuring fair and reasonable sharing of risks and responsibilities, costs and benefits. FEDERAL works closely with its public partners to establish project objectives, create project vision, prepare development programs, undertake market demand analyses and identify development constraints and opportunities. FEDERAL manages the development and construction process resulting in quality residential, retail, commercial, other institutional and hospitality projects. The firm also serves as a master developer and owner’s representative for public partners that actively sponsor public/private partnership development projects.

The FEDERAL Philosophy:
Participation is inclusive
Multiple options are identified and tested
Decisions are made by consensus
Participants share in the implementation of solutions
The community is kept informed

For its Public Partners, FEDERAL will:
Maximize public control of team, design, development and schedule
Reduce public capital investment
Optimize public non-capital investment
Generate non-tax income and tax revenue
Minimize or eliminate public risk
Deliver high-quality buildings on time and within budget

FEDERAL structures customized public/private partnerships so that they meet the opportunities and constraints of its public partners, including defining levels of responsibility, targeting economic returns, preserving ownership positions, and establishing community outreach programs.
REAL ESTATE SERVICES

ASSET MANAGEMENT
- Investment/Acquisition/Disposition Analysis
- Property Management
- Lease Review/Analysis
- Land Assemblage

MARKETING
- Feasibility Analysis
- Market Research
- Leasing/Releasing
- Sales
- Lease Restructuring

FINANCING
- Financial Analysis
- Transaction Structuring/Negotiations
- Loan and Property Dispositions

DEVELOPMENT
- Zoning Analysis
- Planning
- Architectural Design Management
- Environmental Impact Analysis/Reporting
- Permitting/Processing
- Value Engineering
- Development Management
- Project Management/Coordination of Services
- Consulting
- Structuring Public/Private Partnerships
- Creating Public/Private Partnership Finance Plans
- Managing the Public/Private Partnership Process
- Master Development of Planned Unit Developments

CONSTRUCTION
- Horizontal
- Vertical
- Historic Renovation
PUBLIC PARTNERS

Federal Development has created public/private partnerships with over 20 municipalities, counties, federal agencies and foreign governments. The following is a list of our public partners.

United States Army / Fort Bliss Garrison Commander
United States Army / Fort Monmouth Garrison Commander
United States Army / Fort Ord Redevelopment Authority
United States Air Force/Castle Aviation
United States Army Corps of Engineers - Baltimore
United States Army Corps of Engineers - New York
United States Army Corps of Engineers - Austin
United States Department of Defense
United States Department of Veterans Affairs
Armed Forces Retirement Home
Florida Armed National Guard
City of Del Rey Oaks
City of Baltimore
City of Spokane / INSTC Foundation
Merced County
Maryland Department of Transportation
Maryland Transit Administration
Durham Public Schools
Duke University Medical Center / University of North Carolina-Chapel Hill / Durham Tech / Durham Community College
Port of San Diego
Government of Antigua-Barbuda
Municipality of Venice / Nicelli SpA
Svilluppo Lazio / Port of Rome
Federal Development’s experience spans across the United States and Europe, with a variety of project types from urban redevelopment, transit oriented development, senior housing, golf course resort communities, to R&D and industrial parks.
MASTER DEVELOPMENT
OF
LARGE PUBLIC REAL ESTATE ASSETS
CURRENT PROJECTS
Port of San Diego – North Embarcadero
San Diego, CA

Federal Role: Master Developer / Property Manager

Public Entity: San Diego Port District
Use: Hotel, Office, Retail, Cruise Ship Terminal, Parking
Size: 3 million gsf
Location: San Diego, CA
Estimated Cost: $600,000,000

Development Profile

Several luxury hotels with bay views, a new cruise ship terminal, and retail space will become the first pieces of a long-planned urban waterfront revitalization and beautification project for San Diego’s North Embarcadero. As part of one of the most active ports in the United States, this development will become the centerpiece of San Diego Bay by capitalizing on the rich heritage of the maritime history of the nation’s seventh largest metropolis, providing memorable “places” with views to the bay and the city, as well as creating a pedestrian-friendly street level experience.

The development includes a 194,000 SF state-of-the-art cruise ship terminal, two 25-story anchor hotels (JW Marriott and Ritz-Carlton) totaling 1,097 rooms, a 180-unit condo hotel, a 20-story office tower, 134,000 SF of mixed-use retail including 45,000 SF on the pier, 3,917 structured public and private parking spaces, and significant public areas and open space.

Benefits to the Port District include:
- Comprehensive retail strategy
- Continuity of the streetscape image
- Common area management and operations
- Integrated facilities/management
- Coordinated design and construction effort
- Improved flexibility in project phasing, construction and coordination

Federal Development is the Master Developer and Property Manager for the project.
Castle Commerce Center
Atwater, Merced County, CA

Federal Role: Master Developer / Property Manager

Public Entity:
County of Merced,
U.S. Air Force

Use:
Aviation, Commercial, Industrial

Size:
800 acres/1,000,000 GSF,
11,800-foot runway

Estimated Cost:
$600,000,000

Development Profile:

Situated in the Central Valley, the heart of California’s agricultural region, Castle Air Force Base was one of the airfields utilized to train pilots and crewman during World War II. When the war ended, Castle was home to several air tanker squadrons and remained a training center for pilots and air crews. When Castle AFB closed in 1995, the Castle Air Museum Foundation assumed all responsibility for managing and displaying the museum’s collection of 44 planes on loan from the Air Force. Castle Airport opened in 1996 as a General Aviation Airport, and is being positioned as a heavy cargo / maintenance / training / educational facility. Expected to open in 2005 as the tenth campus in the renowned University of California system, UC Merced, the first American research university built in the 21st century, has its administrative offices located at Castle.

The 11,800-foot runway, which is 300 feet wide, is the fourth longest civilian runway in the state, just behind San Francisco. Sacramento’s Mather Airport is the only other airport offering a runway of sufficient length for heavy air cargo operations. The central location of Castle Airport in California and the excellent roadway infrastructure (Highway 99 and I-5) offer the capability of delivering high-value goods in a time-sensitive manner between Los Angeles and San Francisco.

Federal Development is the Master Developer and Property Manager for the project.
The Resort at Del Rey Oaks  
Del Rey Oaks, Monterey County, CA

Federal Role: Master Developer / Asset Manager

Public Entities:  
City of Del Rey Oaks & U.S.  
Dept. of Defense

Use:  
Mixed-Use Development

Size:  
400 Acres  
2.3 million gsf

Estimated Cost:  
$575,000,000

Development Profile:

First colonized by Spain in 1770, the Monterey Peninsula is one of the most beautiful coastal environments in the world. The peninsula offers scenic amenities such as Pebble Beach, 17-Mile Drive, Cannery Row and the Monterey Aquarium.

The Resort at Del Rey Oaks will capture the dramatic surroundings of the Monterey Peninsula. This former U.S. Army base, located on the Pacific Ocean, will be transformed into a signature mixed-use development combining hospitality, golfing, retail, resort residential and office space.

This master planned community will feature a 350-room hotel, a 100-room inn and conference center, 30,000 square feet of banquet and meeting rooms, an 18-hole signature golf course, a golf training academy, an 18-hole putting course, a 15,000 square foot resort spa and wellness center, 700 resort residential villas, first class dining and retail establishments and a 400,000 square foot headquarter corporate office complex.

Federal Development is the Master Developer and Asset Manager for the project.
Bayside at Fort Howard
Baltimore County, MD

Federal Role: Master Developer / Property Manager

Development Profile:
Fort Howard VA Campus, 14 miles southeast of downtown Baltimore, is located at the juncture of the Patapsco River and the Chesapeake Bay. In 1899, the Fort Howard military installation was established as a site for Coast Artillery. In 1940, the War Department turned the property over to the Veterans Administration for use as a medical center. Today, the 95-acre property still contains many of the structures originally built for military purposes.

The development program, through VA enhanced-use authority, includes a total of 700 senior patio homes, independent living apartments, assisted living units and a private nursing home that will provide housing preferences to veterans. The plan also includes construction of a new VA outpatient clinic, as well as retail space and a marina.

Federal Development is the Master Developer and Property Manager for the project.
The Villages at Beaumont
Fort Bliss, El Paso, TX

Federal Role: Master Developer / Property Manager

Development Profile:

Fort Bliss, home of the US Army Air Defense Command, is a 1.1 million acre military base larger than the state of Rhode Island, covering a great deal of west Texas and a sizable portion of New Mexico. Established as a cavalry post in 1848 on the Mexican border, Fort Bliss has grown steadily alongside its host city of El Paso (pop. 600,000). Excellent ranges and training areas, coupled with the third longest runway in the nation, make Fort Bliss a premiere facility for training, mobilization and deploying combat forces, and provide the largest contiguous tract of virtually unrestricted airspace in the continental United States. Fort Bliss employs 20,000 civilian and military personnel, including 2,500 representatives from approximately 30 countries, and generates an annual economic impact of $1.7 billion.

The development program, through the Congressionally authorized enhanced-use authority, includes a mixed-use development totaling 1.5 million SF adjacent to the William Beaumont Army Medical Center and the VA clinic. The development site is within the El Paso city limits which, along with its sister city Ciudad Juárez, forms part of a 2.7 million strong international metroplex, the largest in the world.

Federal Development is the Master Developer and Property Manager for the project.
Development Profile

The city of Beihai, in Guangxi Zhuang Autonomous Region on the South China Sea, is an important fishing and trade port dating back over 2,000 years. Since 1992, Beihai has implemented a Western Development Strategy and has built a framework and foundation for a modernized coastal city. Beihai seaport maintains business with 218 ports in 98 countries and regions around the world.

Several port districts flank Beihai, among them Tieshan, located 25 miles from the city center and connected by a first-class highway, and Shibuling, situated very close to the Beihai export processing zone.

At Tieshan, the starting point of the Marine Silk Route and an emerging coastal industrial district along the Beibu Gulf, an approach channel will be constructed for ships at the 50,000-ton level. Also at this site, two 50,000-ton docks will be built for bulk and general cargo.

At the port of Shibuling, mainly used for the loading and unloading of containers and other merchandise, four docks will be constructed: one 20,000-ton passenger berth, one 35,000-ton bulk cargo berth, and two 50,000-ton bulk cargo berths.

The area’s strategic position in the vicinity of Beihai Airport and Beihai Power Plant makes it possible to develop port and storage logistics, processing of mineral resources, heavy chemical and energy related industries, marine product manufacturing, and coastal imports and exports to and from Southeast Asia.

Federal Development is the Master Developer for the project.
Development Profile:

Within the present Venice airport system, Nicelli Airport, only minutes from Venice via water taxi, will become a first-class tourist gateway. The redevelopment of Nicelli will provide air traffic relief for Marco Polo Airport, the primary international airport for the Venice region. Delivery is expected in 2005.

The project includes renovation and maintenance work on the airport; construction of the runway, roadways and airplane parking spaces, general aviation spaces and associated structures, and leisure, commercial, educational and institutional facilities.

The Nicelli SpA Consortium includes the Venice City Council and SAVE, the Venice Marco Polo Airport manager and one of Italy's largest engineering firms.

Federal Development, with offices in Washington, DC, Los Angeles, CA and Milan, Italy was selected by Nicelli SpA as the Master Developer and international private partner in the fall of 2003 for the commercial and institutional components of the Nicelli Airport redevelopment.
LEHMAN BROTHERS PROJECTS

As an integrated part of the broader Lehman Brothers' Real Estate business, the Real Estate Group offers clients exceptional flexibility as well as breadth and depth of service. Some of the group's notable recent transactions include:

- Arden Realty: $4.6 billion sale to GE Capital
- MeriStar Hospitality: $3.4 billion sale to The Blackstone Group
- ING Clarion Partners: $2.4 billion privatization of Gables Residential Trust
- Capital Automotive REIT: $2.2 billion Senior Secured Credit Facility
- U-Store-It Trust: $400 million secondary equity offering
- Republic Property Trust: $252 million initial public offering
- Brookdale Senior Living: $242 million initial public offering
- Mapeley Limited: £110 million common stock offering
- Kite Realty Group Trust: $141 million secondary equity offering

Project Experience

Project Name: Patent and Trade Office
Type: Commercial
Client: U.S. Patent and Trade Office
Location: Alexandria, VA
Size: 3 million gross square feet
Cost: $41,200,000,000
Description: Lehman, through an affiliate, financed and developed one of the largest privately owned government tenanted buildings in the country.

Project Name: Port of Miami Tunnel
Type of Development: Transportation Public-Private Partnership
Client: City of Miami
Location: Miami, Florida
Cost: Excess of $1,000,000,000
Method of Financing: Private Activity Bonds, Sponsor Equity and construction milestone payments from the Florida Department of Transportation
Description: Lehman Brothers, as part of the consortium Miami Access Tunnel, was awarded the concession to design, build, finance and operate the Port of Miami Tunnel Project. The project consists of construction of two 3,900 foot long tunnels to connect the Port of Miami (Dodge Island) to Watson Island, the widening of the MacArthur Causeway Bridge and the construction of the necessary connections to the Port of Miami roadway system. This Project
aids the development of more efficient entry and exit routes, to and from Miami, FL, and the Port of Miami to greatly reduce traffic congestion.

<table>
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<tr>
<th>Project Name:</th>
<th>The Villages at Belvoir</th>
</tr>
</thead>
<tbody>
<tr>
<td>Type:</td>
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<tr>
<td>Client:</td>
<td>U.S. Army</td>
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<tr>
<td>Location:</td>
<td>Fort Belvoir, VA</td>
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<tr>
<td>Size:</td>
<td>535 Acres</td>
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<td>Cost:</td>
<td>$856,000,000</td>
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<tr>
<td>Method of Financing:</td>
<td>Multi-lien Mortgage Bonds</td>
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<tr>
<td>Description:</td>
<td>One of Lehman’s most notable military housing transactions, Lehman Brothers refinanced Fort Belvoir for the U.S. Army in 2005. The project involved the development, rehabilitation, and construction of 2,700 homes on 576 acres. In addition to the construction of new homes the project also entailed the creation of a 4,200 square foot neighborhood center.</td>
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<table>
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<tr>
<th>Project Name:</th>
<th>Southbridge Training Center</th>
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<tbody>
<tr>
<td>Type:</td>
<td>Retail, Commercial, Education</td>
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<td>Client:</td>
<td>U.S. Department of Defense</td>
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<tr>
<td>Location:</td>
<td>Southbridge, Massachusetts</td>
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<tr>
<td>Size:</td>
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<tr>
<td>Method of Financing:</td>
<td>Bonds</td>
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<tr>
<td>Description:</td>
<td>Southbridge entered into a lease agreement with the United States Department of Defense in which the DOD has agreed to lease the facility for use as a training and conference Federal Development employees. Through aggressive marketing Lehman was able to sell enough bonds to successfully finance the project.</td>
</tr>
</tbody>
</table>
Financial Information

FEDERAL DEVELOPMENT LLC PROJECTS

*Information called for in Section VII of the Request for Qualifications has been submitted under separate cover.*
THE URBAN FORM

The development at Seawall Lot 337 will create a vibrant mix of commercial, residential, recreational and residential uses. It will become a beacon of activity, with a rich and diverse mix of uses, including a range of entertainment, recreational, residential and retail which will promote an active urban texture. The mix of uses and forms will provide visual interest and a lively blend of activities. At podium level, a signature boutique hotel which will be a destination for tourists is positioned adjacent to a residential complex, creating a lively opportunity open space between them. Consistent with the evolution of Mission Bay, office space providing location for future bio-tech users is envisioned in close proximity to new multi-function entertainment venue.

The visual composition of the development will be compatible with the scale and fabric of the new Mission Bay plan. Creation of inspiring urban forms befitting this unique urban opportunity site is essential to the success of Mission Bay, and essential to Federal Development concept. Well positioned relatively slender buildings will create less building mass at the lower pedestrian levels, and will allow continuity of open space with maximum viewing opportunity. A variety of building heights and forms will define the urban character of the site and provide opportunity for constant visual connection to the Bay.

The architecture throughout the development will be contemporary in statement, consistent with the vision of a new use in a new neighborhood, and yet compatible with the significant surrounding historic fabric. Use of more traditional forms and materials at the pedestrian level, near the piers will provide compatibility with the surrounding historic piers. Structured parking will be designed to minimize visible exposure.

Public open space is at the heart of the development. Arriving by public transportation, by bicycle, by foot or by car, users will immediately perceive the extensive and accessible open space with expansive views of the Bay beyond. Welcoming pathways and the enticing natural landscape forms will invite and encourage the visitor to explore the open spaces created at the podium level. Appropriately scaled restaurants and other retail uses will encourage residents and tourists to linger and to enjoy the character of this inviting urban space.

Programmable public streets and pedestrian oriented roadway spaces will encourage pedestrian and bicycle circulation. As is suggested by the guidelines provided by the Port, internal circulation will be defined by a “finer fabric” of more intimate pathways maximizing views to the Bay, and providing constant orientation within the development. Surrounding streets and internal circulation patterns will work together to encourage a variety of opportunities to enjoy and explore this gateway to Mission Bay.

Terry Francois Boulevard might be narrowed to provide a programmed pedestrian and bike promenade, while still allowing service access for the Port’s operation of Pier 50. Blue/Greenway paths and Bay trails will be accessible throughout the site, emphasizing view corridors to the Bay and beyond. Meaningful public access around and through historic Piers 48-
50, which will be available for a variety of public uses and activities, will connect the
development visually to its historic industrial heritage.

The pattern of development should encourage effective use of public transportation, but
integrates the need for parking on site.

CONCEPT DRAWINGS

The drawings on the following pages illustrate the design concepts described herein. More
refined illustrations (with minor variations) will be presented during the public presentation of
this project.
SUSTAINABLE DESIGN PRINCIPLES AND CONCEPTS

We believe in green design as a philosophical approach. Sustainability considerations will guide our team throughout the design and development process. Our design and construction team are members of the US Green Building Council, and we will develop design, construction and operating strategies consistent LEED rating system to achieve the highest possible environmental efficiency. Beginning with the programming process, sustainability considerations will provide us direction.

Building site orientation, the quality of open space, efficient use of environmentally friendly materials, logical site circulation patterns, and energy efficiency are all considerations. Early integration of sustainability strategies will ensure successful implementation and will control costs of building.

Sustainability charrettes involving all major team members are part of the initial design process. The approach will continue to evolve during the entire development process, and will help us to continually analyze alternative considerations. Site considerations include reduction of impervious materials to enhance reabsorbing of rainwater to minimize runoff into the Bay, and reutilization into grey-water systems.

Landscaping will include the use of native, drought-tolerant planting materials, bio swales and site water retention. Major green open spaces oriented toward the Bay reduce surfaces and will reduce the heat island effect common to spaces in urban environments.

Reduced energy consumption will be part of the design and construction process. We will evaluate on-site green power generation, wind turbines, and solar photovoltaic options. The buildings will promote energy efficient mechanical and plumbing systems, including use of power generating turbines to take advantage of prevailing winds. Use of recycled materials will be a major consideration. A most important issue is building orientation. We have positioned proposed buildings on the site to most effectively take advantage of solar opportunities, maximizing lighting, natural ventilation, and thermal comfort.

Vehicle and pedestrian circulation patterns are intended to take maximum advantage of our close proximity to public urban transportation and to encourage pedestrian friendly access throughout the development. Internal site vehicular site movement is intended to minimize potential congestion during major events and to minimize impact to the surrounding neighborhood.

We believe that sustainability issues are integral to the design, construction and operating philosophy of this development. We embrace the opportunity to identify project specific sustainability options, and we commit to creating a development that will be environmentally responsive.

Federal Development will foster best practices delineated San Francisco’s Climate Action Plan and in Treasure Island’s sustainability plans. Federal Development is also considering providing a saltwater wetlands demonstration project in one or two locations on the site or along Terry Francois Blvd, which will include a water area that will have physical features that may entice foraging birds back to this former wetlands site.
LAND USE PROGRAM – SWL337

The Port has established firm but challenging guidelines for this extremely important and prominent site. The Federal Development Team has worked within the design parameters provided in the RFQ to produce a concept plan that addresses the various requirements and opportunities.

The overarching design challenge presented by this site, and in keeping with the Port’s objectives, is to integrate revenue-producing structures and uses in what otherwise is – and should be - a primarily public space, and to do so in a manner that respects the primacy of the public open space features and attributes. The key spatial attributes of the site are its proximity to the waterfront, its proximity to the emerging Mission Bay neighborhood, its proximity to the AT&T Ballpark, and its place within the expanding necklace of connected open spaces that abut San Francisco Bay, including China Basin Park.

The Federal Development Concept Plan integrates the following major elements:

1. Open Space.

When viewed from above, the entire site will appear as an expanse of green elements, including an uninterrupted open space area of at least 8 acres of the current 16 acre site. Other landscaped areas on the site form the matrix that connects the other major project elements – the hotel, offices, residences and theater facility. At least half continue of the open space will sit atop a multi-level garage structure that provides off-street parking to replace the existing AT&T Ballpark spaces and provides parking for the new uses. At the edges of the garage structure, where the open space above approaches the perimeter streets – Terry Francois Boulevard on the north, Mission Rock Street on the south, and portions of the 3rd Street Side on the west, the garage structure below will step down, resulting in gentle slope when viewed from street level. The intent is to gradually (and perhaps irregularly) slope the green space on at least three sides of the project up to the top of the garage, so that it will appear from at least three sides that there has been a hill created by nature. This will be particularly prominent on the north side of the project, where visitors to the site from the Lefty O’Doul Bridge will see an entry area of mostly green hillside, interrupted by a grand staircase leading up to the Great Lawn above the garage. The intent is to package the functional elements in a swath of green open space and to create within the open space a variety of sites or sub-areas that can accommodate a wide variety of public recreational related activities.

The large open space area at the northeast corner of the Concept Plan would be developed with improvements to accommodate a variety of sports activities including soccer, football, baseball, even possibly cricket. It would also be large enough to accommodate a semi- permanent installation or temporary uses including Cirque de Soleil or other such entertainment venues.

The Federal Development Team recognizes that this site is fundamentally a public space. Its wide expanse, adjacent to San Francisco’s Central Waterfront, and as part of the intense urban activity generated by Major League Baseball and other events at AT&T Park, makes this an especially important part of the City. As stated in the RFQ, the site is a major public place unlike any other in San Francisco, one that blends substantial shoreline public open space that invites
visitors from the entire City and region, and also provides a vibrant addition to the Mission Bay and South Beach neighborhoods. Where the Concept Plan takes portions of the site for income-producing uses (the office buildings, the hotel, the residences, the performing arts center and the extensive retail opportunities), all of these are subordinate to the Project’s fundamental premise that the open space and the recreational activities should be the central features that define the site. The open space will provide stunning public views of the Bay, China Basin, and the Southern Waterfront from a raised area, in a way that the public can only currently enjoy in the area by purchasing a ticket to an upper seat in ATT Ballpark.

Most pedestrians will approach the project from the north via the Lefty O’Doul Bridge or from the area of the Mission Rock Street station on the T Third Street light rail. In both cases, the visitors will be visually invited to explore the new neighborhood on foot by a winding, raising, open walk way, much of it having views of the surrounding urban activity. The walkway will be lined on the uphill side with cafes, restaurants and nightclubs that overflow onto the walkway. The style will combine aspects similar to San Francisco’s Belden Alley, as well as European hill towns and resorts.

The winding walkway will have openings to the cascading landscape elements that flow from the podium level sports field and recreation area. As one rises from street level to the podium level, City and Bay views unfold and become more spectacular. As one reaches the podium deck, the enormous open space will have an impact felt nowhere else in San Francisco.

The open space public areas will include ball fields for both organized and spontaneous play. Areas will be set aside for those that wish to jog, bike or walk as well as bench and table areas for a brown bag lunch, or a sandwich at one of the several vendors that will serve those who come just to enjoy and meditate.

The major ball field (suitable for regulation soccer or football) could support temporary bleachers for special events. The area (and the open space just east of it) could also support non sporting special events such as a circus or outdoor concert.

2. Hotel.

The Federal Development Concept Plan envisions a Four-Star 170-room hotel to be centered on the north edge of the site, facing Terry Francois Boulevard and McCovey Cove. The hotel entrance would be at street level and would raise 18 stories (200 feet), affording expansive 270 degree views stretching from the northwest to the southwest and out across the Bay. Additional access to the hotel would be from the garage level. Federal Development anticipates partnering with Wyndham Hotel Group, a major U.S. hotel group for joint development of the hotel.
Ancillary support facilities for the hotel such as restaurants and gathering places would occupy a small structure adjacent to the hotel at the podium level. The hotel’s lower four floors, below the podium level, would provide back-of-house space for the hotel’s functional requirements (e.g., kitchen, laundry, etc.) as well as conference space where natural sunlight would not be required.

3. Residences.

To address the continuing need for more housing in San Francisco, Federal Development proposes a residential structure, located near the corner of Third Street and Terry Francois Boulevard. Entry to the building would be at grade on Third Street, with additional access from the garage structure. The building would begin at grade level and would extend up through the garage and address the podium level open space at the 4th level of the building.

Physically, the residential building would be 22 stories (240 feet) with approximately 12,000 square feet per floor, and a total unit count of 450 units. In light of the project’s requirement for a long-term ground lease with the Port, it is likely that the residences will be rental apartments. However, Federal Development will explore other forms of tenure such as conventional condominiums, fractional interest ownerships, senior congregate care units or other forms, all of which would likely generate additional revenue to be shared with the Port.

All conventional residential units would be designed to match well with the perceived market demand for this location in terms of size, configuration, and pricing levels. Private usable open space would be provided via balconies and common open space would be established immediately around the podium level from the podium open space.

The housing component would comply with the City’s affordable housing program requirements and would also satisfy the OAHPP requirements generated by the proposed offices.

4. Offices.

The Concept Plan includes two office buildings, situated together on the south half of the site nearest the T Third Street light rail and nearest the USCF Campus and related bio-tech buildings farther to the south. These two office buildings form the financial backbone of the Conceptual Plan. Like the residence and hotel structures, the office buildings will retain a slender profile with only 12,000 square feet per floor. The western tower, fronting on Third Street, will rise 22 stories (250 feet), compared with the eastern tower which at 18 stories (200 feet) will echo the step-down relationship of the residence and hotel structures on the north of the site.

The office buildings will be accessed at street level (Third Street for one, Mission Rock Street for the other) and from within the garage. Lower floors of the two structures will contain parking spaces and mechanical equipment. Trash removal and service access will be outside the garage, at grade, from the two adjacent streets, respectively.

5. Theater Facility.

The theater will seat about 2500 persons and will be comparable in size to Berkeley’s Zellerbach Auditorium (2000-2100 seats) and considerably larger than Herbst Theater (900 seats). The auditorium will have a seating capacity similar to the Washington D.C. Kennedy Center’s
Concert Hall (2518 seats) and Opera House (2318 seats). This will provide San Francisco with a medium-sized theater to stage popular performances that do not currently have a modern home in San Francisco, such as:

- Rock concerts that currently play at Shoreline Amphitheater and similar locations
- Traveling ballet companies, including the Joffrey Ballet, American Ballet Theatre;
- Touring artists, such as Wynton Marsalis, Angélique Kidjo, Sonny Rollins;
- International visiting dance companies, including Kankouran West African Dance Company and Ballets Folklorico;
- Traveling shows, such as the Peking Acrobats, Peru Negro; and
- Events that currently occur at the out-dated Cow Palace such as dog shows and boxing matches.

The theater’s height will be kept as low as possible on the site in order to not interrupt views over the site’s open space. Federal Development will be studying whether the theater should be built at street grade (or four feet below) or above one level of parking. The roof of the theater will contain green space of some kind, or a combination of green space and solar panels. Naming rights to the theater may be sold in order to provide financing for the theater and other on-site amenities.

6. Retail and Restaurants.

Our vision for Lot 337 retail is twofold and one that will provide impact serving both the local community as well as create a destination retail environment attracting visitors from all over the Bay Area and beyond. On the one hand we would like to incorporate small scale neighborhood-serving retailers providing service to those who live and work in the immediate area. This would include a coffee shop and a unique mix of eateries for both the lunch and dinner crowd. This smaller scale retail will be built on both sides of an extension of Owens Street into the site, turning the corner of Third into the new section of Owens Street. The layout of this side of the project will appear to be a typical right angle San Francisco Street where retail wraps around a corner. The goal here is to add urban features to the project’s more traditional San Francisco street frontage along Third Street.

Owens Street will likely continue through to Terry Francois Blvd after it reaches the middle of the project, but at a width more typical of a San Francisco alley such as lively Maiden Lane and Belden Alley. At this point, Owens Street will be closed off to vehicles and will be used exclusively for pedestrians and cafes and small retail, except during truck delivery times and when large events are occurring on the Great Lawn or in the Arena.

The other major retail focus will be destination retail on a much larger scale focusing on entertainment working in conjunction with the theater facility. Examples of such destination retail would be Disney Stores or an interactive sporting goods stores. The location of the destination retail shall be under the podium and/or in Pier 48. These large format retailers are destined to reach far beyond the local community and to draw the attention and recognition from visitors both inside and outside of the Bay Area.

Federal Development’s Seawall 337 Concept Plan proposes a total of up to 2,745 parking spaces, of which 2,000 spaces would be reserved for events at AT&T Ballpark. Providing sufficient parking for events at the AT&T stadium is assumed to be a requirement of SWL337 land use program. If this is not the case, Federal Development is fully prepared to work with the Giants organization, in consultation with the Port, to arrive at a lower number of Giants parking spaces, as any meaningful reduction in parking on SWL 337 would open up opportunities to improve the overall concept plan.

As currently conceived, the parking facility would provide up to 745 parking spaces for the proposed new uses, including less than one space per residential unit, and only 85 spaces for the office buildings, all of which would be intended to discourage automobile commuting. Since many of these land uses are complementary (for instance, the peak parking demand for hotel and residential is overnight, whereas the peak parking demand for office is midday), the project will seek to reduce the parking requirements for the proposed office, retail, and theater facility to account for shared-parking opportunities. This will allow for minimizing the amount of space dedicated to parking, which will allow for the provision of additional open and recreation space.

The parking garage will be designed to include the necessary spaces for payment collection and queuing, similar to what currently exists, so that guests are not inconvenienced. In addition, during times these spaces are not needed for Stadium events, the spaces will be used for on-site uses, such as for the planned theater, public open spaces, fields, or major events (either on-site or at the adjacent Pier 48). We will coordinate events at Seawall 337 to complement, not conflict with, events at the Stadium, so that there will not be competing demand for the available parking resources.

Since San Francisco is a transit-first and walk-able/bike-able city, a detailed transportation management plan and state-of-the-art parking operations plan will be necessary for the success of Seawall 337. To this end, the international award-winning transportation consulting firm DMJM Harris has been engaged as part of the Development Team. For this project, a detailed Transportation Plan will be developed to include such elements as shared parking (allowing uses with different activity levels to utilize the same parking facilities), unbundled parking (residential units are not guaranteed a parking space), car share, carpool/vanpool programs, free bicycle rentals, provision of day-to-day retail services on-site, and shuttles to downtown and transit hubs.

In addition, the site and the vehicular access will be designed within the context of the surrounding streets. With the new T-Third light rail line a block from the project site and the site only a short walk to Caltrain and several local and regional bus lines, all Seawall Lot 337 residents/employees/guests should use transit as their primary mode of travel, and the project will include elements to encourage and support the use of transit. However, to accommodate those who must drive, a careful site planning study will be done to ensure that the project does not negative affect Third Street or access into Mission Bay. For instance, this study will identify the preferred locations for driveway, any required turn-pockets, and any new traffic signals or stop signs. In addition, a detailed evaluation of pedestrian conditions will be conducted to ensure that people can safely cross Third Street and access the transit stops and nearby uses on regular and event days.
Land Use Summary

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<tr>
<th>Land Use</th>
<th>Site Area</th>
<th>% of Building</th>
<th>Building Height</th>
<th>Building Area</th>
<th>Units/Spaces</th>
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<td>Office Bldg 1</td>
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<td>Office Bldg 2</td>
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<tr>
<td>Parking</td>
<td></td>
<td></td>
<td>960,000 sf</td>
<td>2,745 spaces</td>
<td></td>
</tr>
<tr>
<td>Pier 48 Uses</td>
<td></td>
<td></td>
<td>181,000 sf</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td><strong>Total:</strong> 1,139,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**LAND USE PROGRAM – PIER 48**

Pier 48 represents both a huge opportunity and a formidable challenge. Pier 48 provides great opportunities for publicly-oriented activities and events over the water, opening up a place for spectacular public views and year-round enjoyment in an enclosed structure which directly interfaces with newly created public waterfront open space required in this project.

The building will require restoration and alteration within the restrictions of its status as an historical resource, having been designated as a contributing resource in the Port of San Francisco Embarcadero Waterfront National Register Historic District. Our precise plans for Pier 48 will be conceived, designed, and implemented under the direction of our historical architect, Page & Turnbull, in consultation with our maritime and pier engineers.

Clearly, Pier 48 has the potential for a variety of uses and activities. The Concept Plan envisions temporary uses or longer term maritime related tenants.

The public space would include pier aprons for walks along the water’s edge. A kayak and canoe launching facility will be located near the northwest corner of the pier. Additional public open space may be programmed into the valley area between the two fingers of Pier 48.

However, Pier 48 aprons and berths will continue to serve important functions for maritime berthing of shallower-draft vessels (i.e. not cargo ships) that provide water-dependent harbor services. Individuals utilizing the launching facility, and crews using visitor tie up space, will need support facilities. Those facilities may include small boat repair facility, boat storage, a café, and other services, creating a need for additional maritime oriented tenants. Long term tenants could include a destination chandlery for yacht and tourist oriented customers, as well as boat sales, maritime insurance, maritime finance operations, bookkeeping agents, freight forward and cargo management offices and the like.
The maritime use requirements would allow maritime oriented events such as boat shows, scuba and sport fishing events. Those types of events would be coordinated with AT&T stadium events so as to not create a parking or traffic congestion conflict.

Upon relaxation of the maritime related restrictions for Pier 48, Federal Development will explore uses in the interior of the pier for non maritime related uses such as antique exhibitions, arts and crafts exhibitions, and the other kind of exhibitions and programs found at the Fort Mason today. The Pier may also contain retail uses such as stores for Giant’s memorabilia, interactive sports stores, and artists’ studios.
Rent Structure to Port of San Francisco

Section VII.B.7 response

Based on a 75 year ground lease, the preliminary architecture and other investigation Federal Development proposes a combined, guaranteed, and participation rent structure to The Port of San Francisco. It estimates the ranges for guaranteed annual rent and participation rent as illustrated in the following table. Federal Development acknowledges the limitations on Pier 48 lease period and other restrictions.

<table>
<thead>
<tr>
<th>Range of Rent to the Port</th>
<th>Year 1 - 5</th>
<th>Year 6 - 7</th>
<th>Year 8 - Lease Expiration*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Guaranteed Annual Rent</td>
<td>$0 · $1,500,000</td>
<td>$2,000,000 · $4,000,000</td>
<td>$5,000,000 · $8,000,000</td>
</tr>
<tr>
<td>Participation Rent</td>
<td>5% · 8% of project annual gross income</td>
<td>5% · 8% of project annual gross income</td>
<td>5% · 10% of project annual gross income</td>
</tr>
</tbody>
</table>

* Guaranteed annual rent will increase by 3% per year.

If selected Federal Development will work with the Port of San Francisco to maximize the value of Port of San Francisco property and the return to the Port of San Francisco.

Federal Development has a history of creating economic sharing arrangements with public partners to insure the public entity partner, such as the Port of San Francisco, will receive long term income appreciation in its income flow and property value.
Financing Plan

Federal Development has significant experience in financing large complex real estate projects. The following are representative projects financed during the last three years.

<table>
<thead>
<tr>
<th>Project</th>
<th>Type</th>
<th>Location</th>
<th>Property Size / GSF</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resort at Del Rey Oaks</td>
<td>Mixed Use</td>
<td>California</td>
<td>2,300,000 gsf</td>
</tr>
<tr>
<td>Bayside at Fort Howard</td>
<td>Mixed Use</td>
<td>Maryland</td>
<td>1,800,000 gsf</td>
</tr>
<tr>
<td>Stanley Hall</td>
<td>Historic / Education</td>
<td>Washington, D.C.</td>
<td>22,000 gsf</td>
</tr>
</tbody>
</table>

Sources of Project Financing

Federal Development proposes that all development cost will be financed by a combination of equity and conventional debt.

Equity Financing

Federal Development, CM&D, Lehman Brothers will fund a portion of the Seawall 337 mixed use development project with equity. It is expected that the total equity contribution will be approximately 30% of the total development costs.

Conventional Debt Financing

Seventy percent (70%) of the development cost will be funded by conventional debt. The actual interest rates and terms will depend on market conditions at the time of financing. Moreover, Federal Development will also estimate the opportunities to use other public financing sources, such as community facility district financing and tax increment financing, to maximize economic returns to The Port of San Francisco, project investors, and Federal Development.

Ownership Structure

Federal Development will enter into a long term lease with Port of San Francisco to develop the Seawall 337 mixed use development project. Federal Development proposed lease term is 75 years. Federal Development will be involved in the management and control of operations during development. Sources of project revenue from the development will include a combination of annual operating incomes from the developed buildings and proceeds from capital events.

Federal Development and its partners have a history of finding the most creative and innovative approaches to financing large-scale development projects. Federal Development has successfully structured the financing of developments such as The Resort at Del Ray Oaks where ultimately hundreds of millions of dollars will be spent.

Lehman is committed to providing Debt and Equity for projects such as SWL337 and Pier 48. As of the second quarter of 2007, Lehman had over $600 billion in assets and over $120 billion in long-term capital. Lehman has a long history of providing the best financing structures and the lowest cost of capital for private developers and the US government. The most relevant example is in the Military Housing Privatization marketplace where Lehman’s innovations revolutionized the way in which the military financed the Military Housing Privatization Initiative (MHPI). In 2004, Lehman introduced the multi-lien financing structure and obtained the first “AAA” rated structure without the cost of bond insurance.

Lehman’s structure dramatically reduced the cost of capital and is now the standard structure used in the MHPI marketplace. Lehman Brothers and Federal Development will also be providing the prerequisite operating capital for the Master Developer Entity. Payment and performance bonds will be obtained and secured directly by the contractors for the project. Together, Lehman and Federal Development have the financial capacity and expertise to
complete large-scale development projects. This experience will be heavily relied upon should the Federal Development team be selected as developer of SWL337 and Pier 48.

**Tax Credit Equity**

Federal Development’s inclusion of Pier 48 within the scope of the SWL337 project will generate additional sources of capital through federal historic tax credits. Syndication of credits will be a joint effort between Federal Development and Wishneff & Associates, a tax credit consultant. Wishneff & Associates has worked on numerous historic tax credit transactions throughout the United States including many museums, theaters and conference centers among other projects. Distribution of the tax credit equity is as follows: 50% of the equity at closing of construction loan, 25% during the middle of construction, and the remaining 25% 3 months after construction. We anticipate that these federal historic tax credits will provide equity that will pay for approximately 17-18% of the qualified rehabilitation expenses, which include almost all soft and hard costs.

**Tax Incentives**

Federal Development will investigate all potential tax incentive programs on the federal and local level to determine eligibility for this project. Some of these incentives could include payment in-lieu-of-taxes or tax-increment financing. The Federal Development team will also explore the potential use of tax-exempt bond financing for the public components of the development. If determined eligible, local development authorities may be used as a conduit for tax-exempt financing.

**Fundraising Opportunities**

Federal Development and potential non-profit users of Pier 48 will be looking to raise a portion of the capital costs through fundraising typical of entities such as museums. This will be similar to what is done currently at Fort Mason. This fundraising may involve potential internal space naming opportunities. Upon selection of the non-profit tenants of Pier 48, Federal Development and these partners will begin to immediately embark on this fundraising effort. It will be the goal of the Federal Development team to complete the project with as little private debt financing as possible to increase the long-term financial health of Pier 48 as a part of the overall Federal Development’s SWL337 Development. As a result, we hope that in conjunction with these partners, we can raise funds to pay for a portion of the building costs for the space to be occupied by these users. This fundraising will be undertaken with the goal that any museums users will not have to charge admission fees to the general public. Federal Development will seriously consider selling naming rights to appropriate project facilities.
Operations and Management

Overall Project Management
Federal Development’s Seawall 337 project management is comprised of many separate operations that come together as a team under the leadership of the Senior Project manager, Mr. Barry Freeland. The organizational components will be managed by professionals experienced in property management, project management, construction management, and maintenance. Mr. Freeland’s core of senior staff are currently working together to apply their experience and talent in the design and formulation of the Federal Development’s Conceptual Project design. Once Federal Development is selected for the Seawall Lot 337 project, Mr. Freeland will recruit local talent to fill out the team to meet project operational needs. A large local office of this Washington DC based development company will be opened to provide local oversight of all operation and maintenance responsibilities.

Hotel management will be handled by a selected hotel operator. Federal Development has received inquiries from both local and national hotel operators. The hotel operator will play a significant part in the final hotel design. The Hotel operator will require parking spaces which will be an appropriate allocation from the parking lot manager.

Parking Operations will reflect the requirements of the various property tenants. Individual buildings will have reserved parking to meet typical day-to-day needs of office, residential and hotel users, respectively. Importantly, the Concept Plan has assumed the need to provide up to 2000 spaces for AT&T event parking which would need to be coordinated with the parking needs of public events occurring within the public facilities located on site.

If parking operations with in-house staff proves unworkable or inefficient, Federal Development will outsource parking management to local operators on a contract basis.

Residential component management will be the responsibility of a common use ownership association. The association will be formed by Federal Development and then turned over to the individual condominium owners. The association will be responsible for the maintenance of the condominium building. Management documents such as CC&Rs will specify standards that must be maintained. Association fees will pay for the maintenance. Association will collect dues in accordance with California Department of Real Estate guidelines including paying a fair share for maintenance of the building.

In the event that the residential component is marketed as rental apartment units, as opposed to condominium or other form of ‘for sale’ tenure, the marketing of the rentals will be handled by the Polaris Group, headed by long-time and well known San Francisco Realtor, Chris Foley. Chris Foley and Polaris have worked with Federal Development staff on previous projects.

Office buildings management will be through the on-site Federal Development Management team. Commercial Real Estate Brokers will be employed during the original “Lease up” period, and depending on occupancy levels and demand, may frequently be employed during the life of the project.

The on-site team will be responsible for office building maintenance. A CAM (Common area maintenance) fee will be included in rents to address both building maintenance and maintenance of the project open space components.

Retail and entertainment property management will be carried out by the Federal Development Management team with assistance from commercial brokers during the original
“Lease up” period, and depending on occupancy levels and demand, may frequently be employed during the life of the project.

The on-site team will be responsible for retail and entertainment building maintenance. A CAM fee will be included in rents to address both building maintenance and maintenance of the project open space components.

The Performing Arts Facility will be managed by a separate designated management team. That team will be responsible for daily theater operations and interior maintenance. Exterior building maintenance will be the responsibility of the Federal Development Management Team. A CAM fee will be included in theater rents to address both building maintenance and maintenance of the project open space components.

Pier 48 management will be through a designated team manager. Due to the unique nature of the improvements as well as the restrictions placed on use of Pier 48, a Pier manager will be identified. This person will coordinate Pier events with AT&T stadium events and other pier users. The pier rents will include a CAM fee to address both facility maintenance and maintenance of the project open space components.

The Open Space Component will be managed by the Federal Development on-site team. The Open Space Component for management purposes will include pedestrian corridors, landscaping elements, and the sports fields. A designated Federal Development Team manager will be responsible for coordination of the uses of the common area open space component. It is anticipated that large sections of the open space may be reserved by sports teams, Cirque de Soleil and other outdoor event sponsors. It is anticipated that those users will pay a fair market rent and will be required to coordinate their events so as to not cause a parking conflict with those attending events at the AT&T Stadium.

The Open Space/sports field rents will include a fee to address maintenance of the project open space components.

Day-to-day building maintenance will be handled by an On-site Maintenance Manager who is part of the Federal Development Project management team. The Onsite Maintenance Manager will hire and train crews for both normal building maintenance and landscaping maintenance. The On-site Maintenance Supervisor will report to the Senior Project Manager.

Construction Operations will be managed by Federal Development Construction Managers who report to the Sr. Project Manager.

Accounting and Bookkeeping, including rent collections will be handled by Federal Development staff.
Statement of Ability to Comply

The form of *Statement of Ability to Comply with City Requirements and Other Terms and Conditions of Request of Proposals for the SWL 337 Mixed Use Project* is attached.
Exhibit 1

Port of San Francisco

Statement of Ability to Comply with City Requirements and Other Terms and Conditions of Request for Proposals for the SWL 337 Mixed Use Project

Name Respondent: Federal Development LLC

The undersigned is a respondent to the Request for Qualifications ("RFQ") for the SWL 337 Mixed Use Project. The undersigned agrees to meet all the terms of the Development Concept set forth in Section IV of the RFQ/P. The undersigned agrees to meet all the Terms and Conditions of Offering as set forth in Section V of the RFQ. The undersigned agrees to all the requirements for the exclusive negotiation period and for any extension(s) thereof, as set forth in Section VII of the RFQ/P. The undersigned has reviewed, understands, and is ready, willing and able to comply with all the City Administrative, Planning and Port Code and Guideline requirements in Appendices B-G as they apply to this Mixed Use Project. The undersigned are authorized representatives of the Respondent.

1) John Infantino Chief Executive Officer
   Name Title
   Federal Development LLC
   Entity
   Signature February 12, 2008
   Date

2) Name Title
   Entity
   Signature Date

3) Name Title
   Entity
   Signature Date

COMPLETE, SIGN AND DATE THIS FORM, TEAR OUT AND SUBMIT WITH QUALIFICATIONS