EXCLUSIVE NEGOTIATION AGREEMENT BY AND BETWEEN THE CITY OF ALAMEDA AND ALAMEDA POINT PARTNERS, LLC

This EXCLUSIVE NEGOTIATION AGREEMENT ("Agreement") is entered into by and between the City of Alameda, a municipal corporation ("City"), and Alameda Point Partners, a Limited Liability Company ("Developer"), as of the Effective Date (defined in Section 1 below). The City and the Developer sometimes are referred to collectively as the "Parties" and either individually as a "Party."

RECITALS

A. The City owns or controls certain real property located within the City of Alameda, State of California commonly referred to as the former Alameda Naval Air Station, now known as Alameda Point. The property that is the subject of this Agreement is the 68-acre Site A development which is depicted for convenience in Exhibit A (the "Property").

B. The Developer has demonstrated to the City its experience with successfully developing properties similar to the Property, as demonstrated by its statement of qualifications submitted to the City on June 16, 2014, and provided in Exhibit B and seeks to develop the Property with a residential mixed-use project consisting of 800 housing units and approximately 200,000 square feet of commercial development, including 100,000 to 150,000 square feet of retail development (the "Project").

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

D. In February 2014 the Alameda City Council approved a Master Infrastructure Plan, General Plan Amendment, Zoning Ordinance Amendment and certified an Environmental Impact Report and in July 2014 approved the Waterfront Town Center Plan (collectively referred to as the "Planning Documents") all related to potential development at Alameda Point. The Developer understands that any proposed Project must be consistent with those Planning Documents.

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

AGREEMENT

1. Term. The term of this Agreement shall commence on December 1, 2014 (the "Effective Date"), and shall extend for six months thereafter unless sooner terminated or extended as herein provided (the "Initial Term").

2. Extended Term. The Initial Term plus any and all extensions of the Initial Term under this Section 2 are referred to collectively as the "Term." The Initial Term may be extended two times for up to three months each time at the sole discretion of the City Manager or his or her designee.

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

4. Negotiation of the DDA. During the Term, the Parties shall negotiate the proposed terms of the DDA for submittal to the City Council for its consideration. The DDA will establish the essential business terms and framework for the transfer and development of the Property, and will define the financial, legal, operational and administrative mechanisms to implement such transfer and development. The DDA shall include a Development Plan for the Project as more fully described in Alameda Municipal Code Section 30-4.13 ("Development Plan"), subject to guidance by the City Council. A summary of non-binding key terms to be included in the DDA is attached as Exhibit C. The Developer understands and agrees that the City Manager shall have right to determine in his/her reasonable discretion if the proposed DDA is complete and sufficiently consistent with the intent described in this Section 4 to be placed on a City Council agenda. At the end of the Term, if (a) a proposed DDA, including a proposed Development Plan, is not placed on a City Council agenda; or (b) the City Council does not approve a proposed DDA, including a proposed Development Plan, then this Agreement shall expire and the Parties shall have no further rights and obligations one to another pursuant to this Agreement.

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

5.1 Exclusive Negotiations. The City shall negotiate exclusively with the Developer regarding the Project, the Property, and the terms of the DDA and shall not solicit, market to, or negotiate with any other person or entity regarding the Project or the Property or solicit or entertain bids or proposals to do so.

5.2 Retention of Discretionary Authority. The City shall negotiate in good faith with the Developer during the Term. The Developer understands and agrees that by entering into this Agreement the City is making no commitment that it will approve a DDA, including a Development Plan, for the Project with the Developer. The City specifically retains the right to approve or deny a proposed DDA, including a Development Plan, or to

approve an alternative or to impose any conditions or mitigation measures upon the Project in its sole discretion.

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

6.1 Non-Refundable Deposit to Offset City Expenses. Within five (5) business days of the Effective Date, Developer must wire transfer to the City a non-refundable deposit of $200,000. If payment is not received by the City within that time period, this Agreement shall immediately terminate. The deposit will assist the City in offsetting City staff and outside legal and consultant expenses associated with this Agreement and negotiation of the DDA; however, the Developer understands and agrees that the deposit is non-refundable and not intended as reimbursement.

6.2 Further Entitlements. Developer shall seek further entitlements, as needed, for development of the Project, including but not limited to, preparation of a proposed Development Plan. Developer understands and agrees that the Project will be required to conform to City's approval processes and be consistent with the City's Zoning Ordinance, General Plan, Master Infrastructure Plan, Waterfront Town Center Plan, and other plans as now approved, as may be approved and as may be amended from time to time.

6.3 Transportation Demand Management Compliance Strategy. Developer shall prepare a Transportation Demand Management ("TDM") Compliance Strategy in compliance with the Alameda Point TDM Plan. The Strategy will give consideration to a contingency plan in the event that the peak hour trip reduction goals contained in the Alameda Point TDM Plan are not met.

6.4 Financing and Project ProForma. Developer shall prepare a Financing Plan for the proposed Project, including a proforma, for review and approval by the City that includes sources and uses of funds for financing the Project and any rate of return requirements. The proforma will include information categorized by land use.

6.5 Project Team. Developer shall identify key individuals on its Project Team who will be dedicated to working with the City during implementation of the DDA. Additionally, Developer shall provide the City with a list of its intended consultants, including but not limited to, architectural, engineering, legal, financial, and construction.

6.6 Reports. At any time requested by the City, but not more frequently than monthly, Developer shall make oral and summary form written progress reports advising the City on all progress being made on the responsibilities listed in this Section 6.

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

8. Representations and Warranties.

8.1 Duly Formed and Validly Existing. Developer represents and warrants that Alameda Point Partners is a Limited Liability Company that is duly formed and validly existing under the laws of the State of California.

8.2 Developer Authority. Developer represents and warrants that the person executing this Agreement on behalf of Developer has the full right, power, and authority to execute this Agreement and to bind Developer hereunder. Developer agrees to provide City with evidence of this authority upon request.

8.3 City Authority. The City represents and warrants that the person executing this Agreement on behalf of the City has the full right, power, and authority to execute this Agreement and to bind the City hereunder.

9. No Assignment. The City is entering into this Agreement with Developer based on Developer's development experience and track record with similar developments. Developer may not sell, assign, or transfer any of its rights or obligations under this Agreement.

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

Notices to the City:

City of Alameda
2263 Santa Clara Avenue
Alameda, CA 94501
Attn: City Manager
Telephone: 510.747.7400
Email: jrusso@alamedaca.gov

With copies to:
City of Alameda
2263 Santa Clara Avenue
Alameda, CA 94501
Attn: City Attorney
Telephone: 510.747.4750
Email: jkern@alamedacityattorney.org

Notices to Developer:

SRM Ernst Development Partners
2220 Livingston Street Suite 208
Oakland, CA 94606
Telephone: 510-219-5376
Facsimile: 510-380-7056
Email: jernst@srmernst.com

With copies to:

Thompson Dorfman Partners
39 Forrest Street, Suite 201
Mill Valley, CA 94941
Telephone: 415-381-3001
Facsimile: 415-381-3003
Email: bd@thompsondorfman.com

With copies to:

Madison Marquette
909 Montgomery Street Suite 200
San Francisco, CA 94133
Telephone: 415-277-6828
Facsimile: 415-217-5368
Email: pam.white@madisonmarquette.com

With copies to:

Tricon Capital Group, Inc.
1067 Yonga Street
Toronto, Ontario M4W 2L2
Canada
Telephone: 416-925-7228
Facsimile: 416-925-5022
Email: gberman@triconcapital.com

With copies to:

Tricon Capital Group, Inc.
260 California Street, Suite 803
San Francisco, CA 94111
Telephone: 415-848-5936
Email: jscheetz@triconcapital.com

Notice shall be deemed received and effective on delivery, if delivered personally or

upon receipt of confirmation if by facsimile, email or overnight courier; or three days after deposit into the United States mail if delivered by registered or certified mail.

11. Limitations of this Agreement.

11.1 Limitations of the City's Commitment. The City is not, by entering this Agreement, committing itself to or agreeing to undertake any other acts or activities requiring the subsequent independent exercise of discretion by the City or any agency or department thereof. This Agreement is merely an agreement to enter exclusive negotiations with respect to the Property according to the terms hereof, with all final discretion and approval remaining with the City Council as to any DDA, including Development Plan, and all proceedings and decisions in connection therewith. If negotiations under this Agreement result in a proposed DDA, City Council approval thereof may occur only after compliance, as may be required, with all applicable laws and ordinances including, without limitation, CEQA.

11.2 Effect of Expiration or Termination. If the DDA has not been approved by the City Council by the date this Agreement expires or is terminated under Section 3, neither Party shall have any further rights, obligations, or liability to the other Party under this Agreement.

12. Miscellaneous Provisions.

12.1 Entire Agreement. This Agreement is the entire agreement as understood by the Parties with respect to the matters set forth herein.

12.2 Amendments. This Agreement may be amended only in a writing signed by all Parties and approved by the City Council.

12.3 Governing Law. This Agreement shall be governed by and interpreted in accordance with the laws of the State of California. Any action to enforce or interpret this Agreement shall be brought in a court of competent jurisdiction in Alameda County or, in the case of any federal claims, in federal court for the Northern District of California.

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

12.5 Attorneys' Fees. In any action or other legal or administrative proceeding to enforce this Agreement, or that otherwise may arise out of this Agreement, each Party shall pay its own attorneys' fees and costs.

12.6 Headings. The section headings in this Agreement are for convenience only; they do not explain, modify, or add to the meaning of this Agreement.

12.7 Interpretation. This Agreement is the result of the combined efforts of the Parties. If any provision is found ambiguous, the ambiguity will not be resolved by construing this Agreement in favor of or against either Party, but by construing the terms according to their generally accepted meaning.

12.8 Time Periods. Any time period to be computed under this Agreement shall be computed by excluding the first day and including the last day. If the last day falls on a Saturday, Sunday, or legal holiday, the last day will be extended until the next day the City is open for business. All references to days in this Agreement shall mean calendar days unless otherwise expressly specified. The City offices are closed on Fridays and therefore any reference to business days shall mean Monday through Thursday unless one of those days is a holiday observed by the City.

12.9 Severability. The provisions of this Agreement are severable. The invalidity or unenforceability of any provision in this Agreement will not affect the other provisions.

12.10 Successors and Assigns. This Agreement is binding on and will inure to the benefit of the Parties and their respective successors. This Agreement cannot be transferred or assigned.

12.11 Independent Capacity. Nothing in this Agreement is intended to or does establish the Parties as partners, co-venturers, or principal and agent with each another.

12.12 Conflict of Interest. No officer or employee of the City shall hold any interest in this Agreement (California Government Code § 1090).

12.13 Authorization to Execute Agreement. Each individual executing this Agreement represents and warrants he or she is duly authorized to execute and deliver this Agreement on behalf of the Party named herein and this Agreement is binding upon said Party in accordance with its terms.

12.14 Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same agreement.

12.15 Exhibits. The following exhibits are attached to this Agreement and incorporated herein as though set forth in full for all purposes:

Exhibit A: Diagram of the Property
Exhibit B: Developer Statement of Qualifications
Exhibit C: Term Sheet for DDA for Site A at Alameda Point

CITY:

CITY OF ALAMEDA,
a California municipal corporation

By: _____
Name: John A. Russo
Title: City Manager

APPROVED AS TO FORM:

By: _____
Name: Andrico Penick
Title: Assistant City Attorney

APPROVED AS TO FORM:

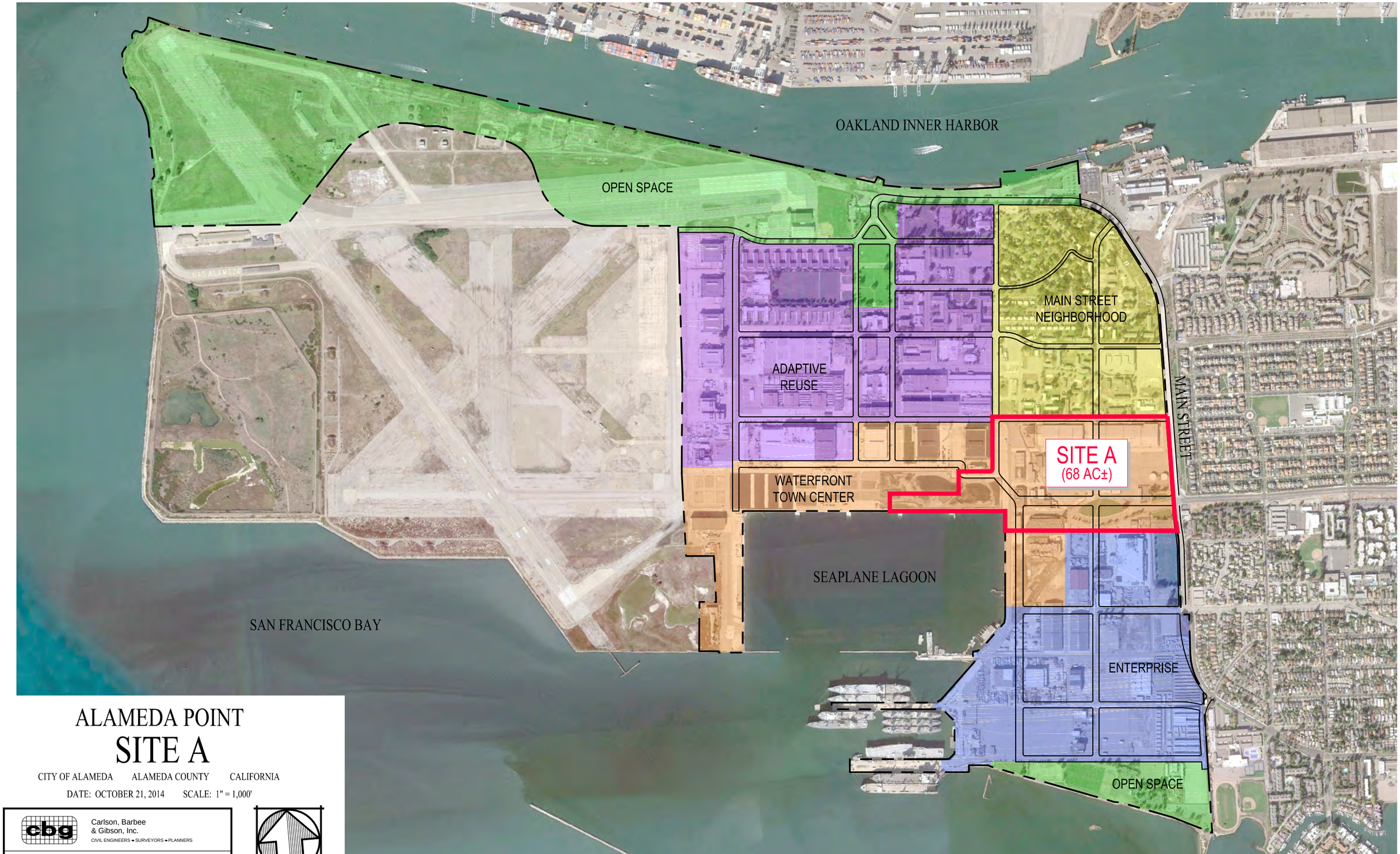
By: _____
Name: Farimah Faiz
Title: Sr. Assistant City Attorney

DEVELOPER:

Alameda Point Partners,
a Limited Liability Company

By: _____
Name: _____
Title: Member

Exhibit A



ALAMEDA POINT
SITE A

CITY OF ALAMEDA ALAMEDA COUNTY CALIFORNIA

DATE: OCTOBER 21, 2014 SCALE: 1" = 1,000'

cbg
Carlson, Barbee & Gibson, Inc.
CIVIL ENGINEERS • SURVEYORS • PLANNERS
2633 CAMINO RAMON, SUITE 350
SAN RAMON, CALIFORNIA 94583
(925) 866-0322
www.cbandg.com

G:\1087-10\ACAD-10\EXHIBITS\SITE A & B\XB_SITE A & B_LAND USE.DWG

Exhibit B

ALAMEDA POINT • RESIDENTIAL MIXED-USE • SITE A

ALAMEDA POINT Partners • JUNE 16, 2014

TRICON Tableau DEVELOPMENT

EDEN HOUSING

THOMPSON DORFMAN

o2-blu Sustainable Real Estate Development

SRMERNST development partners

MadisonMarquette

June 16, 2014

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

RE: Alameda Point-Site A Statement of Qualifications

Dear Ms. Ott:

It's time to build.

Alameda Point Partners, steeped in local knowledge and deep in industry expertise, is primed to commence the long-awaited implementation of Alameda Point. Our team composition is built for immediate action, because building projects is what we do. While we have substantial land development expertise, we view infrastructure installation as a means to a more important end: to transform Site A into a thriving new neighborhood anchored by a waterfront village that becomes the heart and soul of Alameda Point.

Our team consists of developers who have a successful history of working together. We are at the forefront of building contemporary residential communities and creating wonderful urban villages with unique retail concepts and office space that attract today's creative users. To help our development efforts, we have enlisted award-winning designers who demonstrate over and over again their talents in designing attractive, environmentally sensitive buildings and public spaces. The entire team of developers and designers has extensive experience working on complex, public/private partnerships aimed at transforming blighted, underutilized land. In addition, the development team also has joined with Tricon Capital Group, one of North America's leading real estate investment companies to finance Site A's build-out.

Alameda Point Partners understands Alameda. Virtually every member of our team has either built or designed at least one major community or project in Alameda. Many team members have engaged in past Alameda Point planning efforts. We are invested in the vision and goals that City officials and Alameda residents have for Site A and the larger Alameda Point. Complementing this critical local experience is the team's successful track record in implementing other large urban planned communities – such as Emeryville's Bay Street, Mission Bay, Hunters Point Shipyard and the Orlando Naval Training Center.

Time is of the essence. Alameda Point Partners understands this. We have carefully reviewed the Alameda Point Town Center and Waterfront Precise Plan and other planning documents. We concur that the City has prepared a thoughtful and viable Master Plan for Alameda Point that does not require additional study or material changes. Our objective is to take the Master Plan and move directly into the "implementation phase". We will initially focus on blocks where land is available and infrastructure can most efficiently be installed so that vertical development can commence as soon as possible. At the same time, we recognize the desire by the City to create a destination presence as early as possible – to attract visitors and businesses and to incentivize transit use. We will collaborate with the City to establish creative "Phase 0" interim uses as the initial construction phases get underway.

Finally, we recognize that Alameda Point must employ "best practices" that lead to a model sustainable environment. Our team has created numerous such communities and commercial projects, and we are confident that the City's review of our qualifications demonstrates that we have the vision and know-how to create resource-efficient buildings, world-class sustainable landscapes, waterfront plazas and other public spaces. These spaces will not only be compelling, but also will utilize cost-effective design features concerning water efficiency, stormwater treatment, and

energy use. We are in concert with the City's goal to create a walkable, transit-rich neighborhood that minimizes the need for automobile usage.

Alameda Points Partners is an integrated team whose members have successfully worked together on developments throughout the Bay Area. Thompson | Dorfman Partners, LLC (TDP), Madison Marquette and srmErnst (SRM) have worked closely together for over 15 years on a number of large residential and mixed-use projects throughout the Bay Area. Specifically, TDP and Madison Marquette collaborated on the development of: Bay Street, a regional shopping destination in Emeryville, which included 380-units of housing and over 400,000 square feet of retail space; the entitlement of 300 Grant Avenue in the Union Square district of San Francisco, which was composed of a 48-unit high-rise over a 20,000 square foot flagship retail space; and are currently working together to plan, entitle and develop a several block mixed-use project in the Lake Merritt area of Oakland. TDP and SRM formed a partnership to acquire and develop the 8-acre former Sherwin-Williams manufacturing facility in Emeryville – a mixed-use development that includes 480-residential units, 70,000 square feet of office space and 20,000 square feet of retail in a "village" urban plan designed by ROMA Design Group; and they have also worked together to plan and entitle a 1 million square foot office, 325-unit residential tower, and 50,000 square feet of retail space for the San Jose Water District in downtown San Jose. TDP and SRM are currently venturing to develop a mixed-use project consisting of 400-units and 20,000 square feet of retail space on Broadway Street in Downtown Oakland.

While our team is diverse, it is structured for efficient management, which will be led by our internal Executive Committee to ensure that project implementation and City communication will be smooth and effective. We offer the City "best in class" practitioners and extensive local experience – all under a single, organized management structure.

Alameda Point Partners is very excited to submit our Qualifications and to be considered as the developer for Site A. We look forward to meeting with City staff to discuss our team's capabilities and to delve into greater detail about our approach to build-out this 68-acre site.

Sincerely,

Bruce Dorfman

SRM Ernst Development Partners
Joseph Ernst
Principal
2220 Livingston Street, Suite 208
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p.510-219-5376
f. 510-380-7056
jernst@srmErnst.com

Tableau Development Company
Jack Robertson
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jack@tableaudev.com

Thompson Dorfman Partners
Bruce Dorfman
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O2-blu
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President
Sustainable Real Estate Development
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Madison Marquette
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f. 415-217-5368
pam.white@madisonmarquette.com

EDEN Housing
Andy Madeira
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f. 510-582-0122
AMadeira@edenhousing.org

contact information

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Section I

Executive Summary

I. Executive Summary

Alameda Point Partners has assembled an experienced development team with the expertise to create at Alameda Point the mixed-use, waterfront village long-sought by the City of Alameda. Our team consists of some of the Bay Area's premier developers of retail centers, urban housing and commercial office space. Our team includes highly-regarded architects in all of these product types that will ensure that the City's vision for the Waterfront Town Center is realized. The team's principals are well-versed in the type of public/private partnerships needed for Alameda Point, as evidenced by our successful track record in tackling the challenges of creating sustainable, master-planned communities in underutilized, environmentally contaminated tracts of land. Our team also brings the capital resources to finance Site A's build-out.

Alameda Point Partners is a local team that understands Alameda. In choosing us, the City will be dealing directly with the decision-makers. Our team is assembled to build, as that's our mentality and that's what we do. Our intention is to move beyond entitlements and into construction as fast as the City (and Navy) will allow us to, so that we can take advantage of the current strong economic cycle in the Bay Area.

Development Program

We have reviewed the planning and entitlement documents that are in process, and we largely agree with the development program contemplated for Site A. Accordingly, our proposal contains the following development program, which we believe achieves the desired physical environment:

- 800 residential units comprised of townhomes, condominiums, and apartments with some of these units built within mixed-use buildings and with 25% of these units as income-restricted affordable homes;
- 100,000 to 150,000 square feet of destination-oriented retail space that will be differentiated from other nearby Alameda shopping districts and that will fit harmoniously with additional retail along the waterfront areas where Site A transitions into Site B;
- 30,000 to 50,000 square feet of creative office uses that will cater to small businesses that can capitalize on synergies with larger businesses on Site B and other districts within Alameda Point.
- Open space and parks as planned in the Town Center and Waterfront Precise Plan so that this entire mixed-use neighborhood engages the Seaplane Lagoon and draws people and activity to its waterfront.

Experience:

Development

The principals of Thompson Dorfman have developed over 15,000 residential units throughout California and are currently one of the Bay Area's most active multi-family developers, with large scale projects currently underway in Emeryville, Oakland, Foster City and San Jose. Thompson Dorfman has been engaged by some of the largest landowners in California to masterplan sites for mixed-use projects. Madison Marquette Retail Services (MMRS) has successfully delivered goal-driven solutions to the many complex challenges facing retail and mixed-use

assets for over 20 years. MMRS is known as a premier real estate property management, leasing, marketing and development firm, specializing in mixed-use, urban street and infill, community and specialty/entertainment retail properties in top-tier markets across the United States. Properties developed in the Bay Area include Bay Street Emeryville, the East Bay's premiere open air, mixed-use shopping and entertainment destination and several landmark retail and mixed-use properties in San Francisco's Union Square shopping district. SRM Ernst has been one of the most active large-scale developers in the East Bay over the past twenty years, with over 8 million square feet of successful commercial development. SRM has developed over two million square feet in Alameda, including the VF Outdoor development and Harbor Bay Business Park. Other notable projects include the Pixar campus in Emeryville and the Sherwin Williams redevelopment in Emeryville. The principals of o2-blu and Tableau Development have substantial experience in public/private partnerships and overseeing both horizontal and vertical construction in large brownfield sites, and the team brings expertise in affordable housing with Eden Housing, one of the Bay Area's leading providers of affordable housing.

Design

Although this neighborhood will grow relatively quickly, it needs to look and feel organic. The new buildings must complement each other – and be compatible with adjacent neighborhoods. Alameda Point Partners has enlisted an accomplished stable of architects and designers that will create a palette of diversity for the numerous blocks within Site A. We are certain that firms like Field Paoli and MBH Architects and the other team designers will create compelling streetscapes and buildings that will transform Site A into the heart and soul of Alameda Point.

Financing

Alameda Point Partners has teamed with a strong financial partner in Tricon Capital Group, Inc. Tricon is one of North America's leading residential real estate investment companies. Tricon currently has $2.0 billion of assets under management, including 22,200 single-family lots, 6,100 multi-family units and a portfolio of over 4,000 U.S. single-family rental homes. Since inception, Tricon has invested in approximately 160 transactions for development projects valued at more than $12 billion. We are confident that our team has the financial wherewithal to fund Site A's predevelopment costs and infrastructure and vertical build-out.

Summary

Alameda Point Partners is very excited for this potential opportunity. We are poised for implementation and, if selected, will work expeditiously with the City to negotiate an ENA and a development agreement. We understand what needs to occur in order to get to a construction start, and we anxiously await the opportunity to describe our qualifications to the City in greater detail.

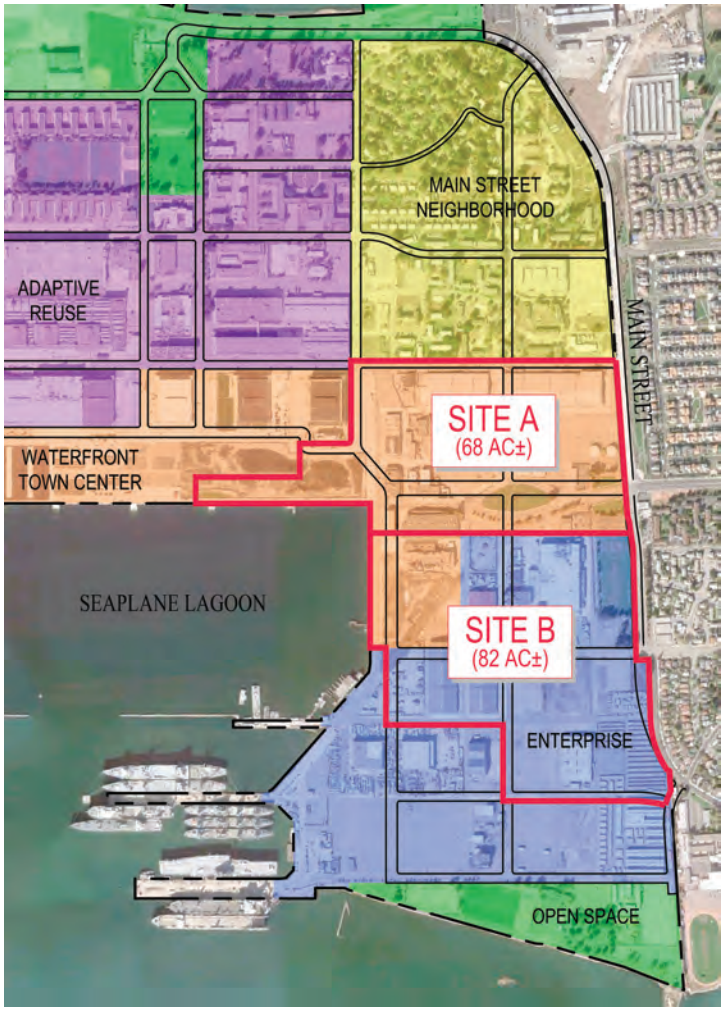
Section II

Project Understanding and Approach

II. Project Understanding and Approach

Alameda Point Partners members have a solid understanding of Alameda and, in particular, the history of the City's efforts to plan and redevelop Alameda Point. Many team members, such as Pam White from Madison Marquette, Phil Owen with o2-blu, and Clay Fry with MBH Architects have been directly involved in past planning and redevelopment efforts of the Alameda Naval Air Station re-use. Other members, such as Joe Ernst of srmErnst and Veronica Hinkley Reck with Ignition Architecture, live and work in Alameda as well. Our team understands that Alameda is a tight-knit, proud community that cherishes its status, literally and figuratively, as an island oasis within the urban metropolis of the Bay Area.

We also understand that the residents of Alameda, as well as City staff, are growing impatient with the missed opportunities to make physical progress at Alameda Point and recent histories of broken promises and failed negotiations. We are aware, having witnessed the Housing Element update process, that the City's stakeholders are anxious to increase the supply of housing on the island, both affordable and market rate, as more and more existing residents are experiencing price appreciation and rent increases that threaten their ability to remain in Alameda. With a healthy economy again, we agree with City officials that it is critical to take advantage of the robust residential and commercial market and get construction of Site A started as expeditiously as possible. That being said, there are stakeholder concerns over traffic and congestion that could burden Alameda's existing transportation network and negatively affect resident's, quality of life. Toward that end, it is imperative that Alameda Point, starting with Site A, become a compact, livable village that truly discourages car use in favor of walking, biking and transit.



Understanding of Alameda Point and Site A

Alameda Point Partners is impressed with the community that the City has master-planned for Alameda Point. Designating a Waterfront Town Center at the apex of Seaplane Lagoon creates a wonderful opportunity to develop a landmark, destination-oriented waterfront village that can be frequented by neighborhood residents and other Alameda residents, businesses and visitors. However, we're realistic that the Navy remediation and conveyance schedule necessitates that the likely initial development within Site A will occur in the Atlantic Entry area. This is a logical place to commence development, as the lower density residential development programmed for these blocks can become a natural extension of the adjacent Bayport neighborhood and create a seamless transition between Bayport and Alameda

Point. At the same time, however, "Project 0" interim uses located in the future Town Center area can provide exciting, quirky, outdoor-oriented retail, entertainment, and sporting draws that build upon the many successful attractions already existing in Alameda Point (wineries, Bladium, etc.). These interim uses will create a "buzz" for the Town Center location and enhance the prospects for success when the permanent village of retail/entertainment/office uses comes to life.

While the Navy clean-up schedule will determine sequencing of Site A's build-out, our team recognizes that to achieve a transit-oriented community early on, a few initial townhome developments will not foster such an environment alone. Our team's broad expertise to develop higher density apartments, as well as condominiums, in addition to the townhome product, gives us the ability to deliver a variety of residential products that would not directly compete against each other. Thus, absorption of these various unit types can occur more quickly, thereby establishing a concentration of new residents that can support expanded transit services in Alameda Point. Ultimately, a transit-rich community can be fully achieved once the retail and commercial components are put in place.

Madison Marquette's The Wharf project in Washington D.C. This project has similar qualities to Alameda Point's waterfront.

Approach to Meeting City's Goals

We won't restate all of the City's goals here, but Alameda Point Partners acknowledges that the City's objectives for Alameda Point and Site A include:

- Seamlessly integrate Alameda Point with the rest of the City;
- Maximize waterfront accessibility;
- Encourage non-auto forms of transportation;
- Create a mixed-use neighborhood;
- Increase affordable housing opportunities for Alameda residents;
- Generate economic development through attraction of new businesses and commercial activity;
- Achieve fiscal neutrality;
- Improve habitat and natural outdoor spaces;
- Utilize green building principles to build-out Alameda Point; and
- Make all of the above happen ASAP!

These are laudable goals and we believe that we have assembled an energetic and enterprising team that can work in partnership with the City to make these goals happen. Starting with the last goal cited above, our team is "heavily laden" with vertical builders who see Site A as an exciting opportunity to get started during this current

economic cycle of growth. We operate in a time-sensitive manner, and do not see Site A as a "land banking play", but as a chance to take what's essentially an entitled site and start implementing as soon as possible.

We think our approach to building-out the Site dovetails nicely with the Alameda Point goals outlined by the City, and they are described below.

Hunters Point Shipyard's Olympia during construction.

Land Development

Brownfield developments of this size and scope are always challenging given their complexity, capital funding requirements and duration through varying real estate cycles. Projects of this nature need to have a clear vision and path forward, yet flexible enough to react to the changing market conditions. They demand a strong public private partnership and commitment to help move forward through the conceptual stage, into design and implementation, and through final project closeout. Our approach to this is one of cooperation and coordination. We plan to foster a strong collaborative relationship with the City staff and community as we move through the land development process.

Our team understands that the City will ultimately be the owner and caretaker for the public improvements we build and thus has a vested interest. Our plans need to take into consideration how we integrate within the existing and future developments. We understand the transportation challenges and are committed to working with the city to help solve them. We believe the development of a new ferry terminal will be integral to the retail village's success and in helping alleviate some of the transportation constraints. We understand the stakeholders and the significant amount of community interest in this project, as well as, the outreach efforts that are needed to effectively develop the site. We understand that there's going to be a significant amount of upfront capital expended for land development and public infrastructure improvements. We understand that our efforts will be the catalyst for change that will help bring businesses and jobs to Alameda Point.

There will be many challenges ahead but our team has a unique understanding of what will be required to successfully develop Alameda Point, as well as the experience necessary to execute. We will work with the City to finalize any remaining entitlement and master-planning efforts needed as well as finalize the ultimate design. Our intention will be to begin the planning and design efforts for the overall Site "A" public improvements in conjunction with the vertical development and then use a phased development approach based on what we learn through the design process, as well

as what's economically feasible. Our intention is to not over build or over burden the capital cash outlay. We will work with the City to strategically plan and phase our development in a responsible manner and in an effort to preserve public funding for future phases of development, as possible and practical. We are committed to working with the City to help identify and secure as many alternative sources of funding as possible or practical to help pay for the cost of these public improvements.

Residential Development

Alameda Point provides an unparalleled opportunity to create a new neighborhood on the San Francisco Bay. Its location and access to San Francisco and other major employment centers make it a logical place to build housing for people commuting to these places. However, as we have experienced with our other properties, we are witnessing more and more residents working from their homes or with flexible hours. Consequently, we believe we need to create an overall community that responds to the needs of these residents, as well as attracts a much wider resident base, including families, millennials, and seniors. And given Alameda Point's location on the Bay, the surrounding and well-established neighborhood, and ultimate scale of this development, we believe we are uniquely qualified to create the community envisioned in the Master Plan.

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

Our development plan will include a multitude of product to appeal to a wide-variety of residents. We will include luxury, professional, value, and affordable product; for-sale and rental units; and high-density flats, live/work options, lofts, and townhomes. The development will also feature some mixed-use components with housing over retail space. The four residential architects that we have included in our team have expertise in a

Riverview during construction

number of these areas and they will design buildings that play to their strengths. Most importantly, they will bring their own vision to this bay front location which will create an organic look and feel to this neighborhood. However, the unifying theme, and critical element, will be that it feels like Alameda.

Based on our preliminary review of the Master Plan, the project may benefit from developing more housing than the 800-unit minimum – while we understand that there is a premium that will need to be paid for all units over the minimum, this may be advantageous to create the appropriate mix, massing and variety of unit types. Further, we will propose addressing the 25% affordability requirement in several ways including inclusionary housing, stand-alone affordable housing, and workforce housing, similar to our prior ventures with public school districts. Working with our affordable housing partner, Eden Housing, and the City, we will determine the best delivery model for meeting this important obligation.

Retail and Entertainment Uses

Approaching retail at Alameda Point requires a different view and from this fresh look could come a treasured community and vibrant visitor destination. Madison Marquette's experience with its mixed use development projects such as Bay Street., La Brea, Asbury Park and The Wharf uniquely qualify it to both visualize and execute the retail development

The island and its residents are generally well served with the neighboring Alameda Landing, Marina Village and Webster Street and the more distant South Shore and Park Street. It is important to supplement those districts; not try to directly compete. The City's master planning itself silent on the amount of retail that can be developed and sustained in Site A's retail zoned area, so distinction will be key. Alameda has always been unique and proud of its heritage. Let that continue at Alameda Point.

To help determine the distinction our team reviewed a bit of retail history. Shopping streets are historically well established and remain time tested. The fully enclosed shopping mall was created over 65 years ago to attract shoppers with both a controlled environment and an environment where shoppers can (and carefully coerced into) linger. As the concept evolved successful malls have worked to create a "cruise ship ": create shopping, activities, entertainment and food courts designed to entertain and capture customers for hours. But only one enclosed mall has been built since 2012. Let Alameda Point provide a different destination.

Open – Air –Lifestyle centers filled a void by creating centers to reflect the consumer desire for a physical place to congregate, connect and engage. Shopping centers today are redefining themselves from strictly retail stops to "activity centers" woven into the social fabric of communities. Such centers include upscale retail destinations with national specialty and entertainment offerings. These facilities offer a shopping experience integrated into the center of their communities. Let Alameda Point expand this concept.

Alameda Point has already become a destination with Bladium, the Alameda Point Antiques Faire, wineries, distilleries and more. Well situated at the center of the Bay let it draw the locals with additional dining and shopping options. Let it become the

sustainable day entertainment shopping destination for other Bay residents and tourists. Locals can take a class at Bladium, have lunch, shop the unique stores and galleries to be at the Town Center. Visitors will be encouraged to leave the car at home and take the ferry, rent a bike and spend the day taking in the incredible views. Visit the Hornet – take a class – wine taste and sample great local food. The Town Center can become both the collector and launch pad for a day on the Point.

Infrastructure and building will take time yet there is the opportunity to start the buzz immediately. Ideally we believe that the East Waterfront portion of Site B should be included with the Site A Town Center but understand that there may be environmental issues standing in the way. But we would like to include the possibility to use that area to help build the site for new visitors. With that in mind we anticipate a two prong approach to creating the Town Center:

•Further Establish Alameda Point as a Bay Area Destination. Expand on the existing events and attractions to immediately create the Town Center area as destination. Picking up and expanding on the Phase Zero concept we will explore ideas such as:

- Cirque du Soleil- semi-permanent venue
- Explore Martha Trela's UrbanBloc concept or similar.
- Partner with groups such as projectsport to create signature Alameda Point athletic events.
- Arts events that could take place throughout Alameda Point.
- An Alameda Point Art Prize (see Grand Rapids MI www.artprize.org)
- Night Art Market (see New Orleans www.frenchmenartmarket.com)
- Support and venues for the local music and film scene.
- Bike tours of Alameda Point and Alameda.
- Maker classes, businesses, demonstrations and events.

•As the residential and commercial community and infrastructure develops so will the Town Center (and the future East Waterfront area). The plan will be to transition many of the Phase Zero concepts to permanent shops and events. Additional permanent ideas that will be explored:

- Urban Kitchen- the next level of smaller farm to table venues combined with larger destination restaurant(s) and entertainment.
- Retailers and/or uses not currently represented in Alameda. These will include national, regional and local.
- Explore other island, waterfront and other destinations that provide a day's worth of activities for locals and visitors: Granville Island, Vancouver BC is only 35 acres; Bainbridge Island is a 35 minute ferry ride from Seattle, The Barlow in Sebastopol brings together the very best wine makers, food producers and artisans.

Asbury Boardwalk in Asbury Park NJ.

With the dramatic San Francisco Bay as its back drop, with Alameda Point's historic character, open space, parks and existing signature destinations as framework let the Town Center be a shopping, entertainment and community experience destination. It's a place for the community to live, share food, shop, play and reflect, conduct business and enjoy time together.

Creative Office Space

Our vision to expand neighborhood commercial districts will include flexible, open plan creative workplaces for small non-retail businesses to be coordinated with adjacent and/or ground floor retail, and capitalize on synergies with larger business uses at Site B and the Adaptive Reuse Area, and nearby housing. A range of 30,000 to 50,000 square feet of small, flexible neighborhood workplaces in approximately 500 to 3,500 square foot spaces properly distributed throughout the neighborhood business districts will support jobs-housing balance and enhance daytime population. This is a key element to complete the 'new urbanist', fully-integrated approach at Alameda Point by providing flexible workplaces for small, non-retail professional and service businesses, which best thrive in a mixed-use environment. Furthermore, quality, well-amenitized workplaces and professional service businesses close to homes will contribute toward project TDM goals and help minimize travel needs to and from Alameda Point.

To successfully attract non-retail businesses of all sizes over the long-term, Alameda Point needs to provide a range of diversified, flexible and quality space. Well-located and amenitized spaces for small business will attract tenants that serve larger businesses at Alameda Point and key sectors including clean-tech, food and beverage and waterfront/marine. Well-located, non-retail spaces can also thrive at the edges of Site A to better support certain transition areas between neighborhood mixed-use and predominately business-production uses. The Bay Area economy is dominated by small business; having quality workplaces to meet these needs combined with a development team having a track record of success attracting business to Alameda will further the project's ability to attract significant jobs and other catalytic economic benefits to all areas of Alameda Point.

Parks and Open Space

We applaud the efforts and well thought out Parks and Open Space Precise Plans the City is developing. Our approach would be to continue with these efforts and help build upon what has been envisioned to date. The Waterfront Town Center concept in combination with moving the ferry service

Harbor Bay Business Park, Alameda, CA was developed by SRM.

to the Seaplane Lagoon helps create a dynamic plaza area, which we believe is the correct and prudent approach. We would work cooperatively with the City and community to supplement and expand upon the concept, taking it to next level. We would also work with the City to help secure additional public financing that can help bring this vision to life and work diligently with the City and ferry service operator to relocate their services to make this concept a reality. We believe that having the ferry service at Seaplane Lagoon location is a critical component to the overall success of the Retail Town Center and will create powerful and distinct anchor tenant.

Parks and Open Space also provide a great opportunity for sustainable storm water treatment. It's imperative that the parks and open space be designed in conjunction with our storm water treatment approach and development of our infrastructure plans. This will allow for the practical and sustainable treatment methods while incorporating them thoughtfully into the overall design and usability of the space. Our development team has successfully implemented well thought out treatment facilities that work hand in hand as a functional park while maintaining effective treatment methods.

The timing and phasing for this and other aspects of the parks and open space design will need to be carefully thought out and agreed to with the various stakeholders. However, initially our focus will be to activate the areas surrounding our residential development efforts.

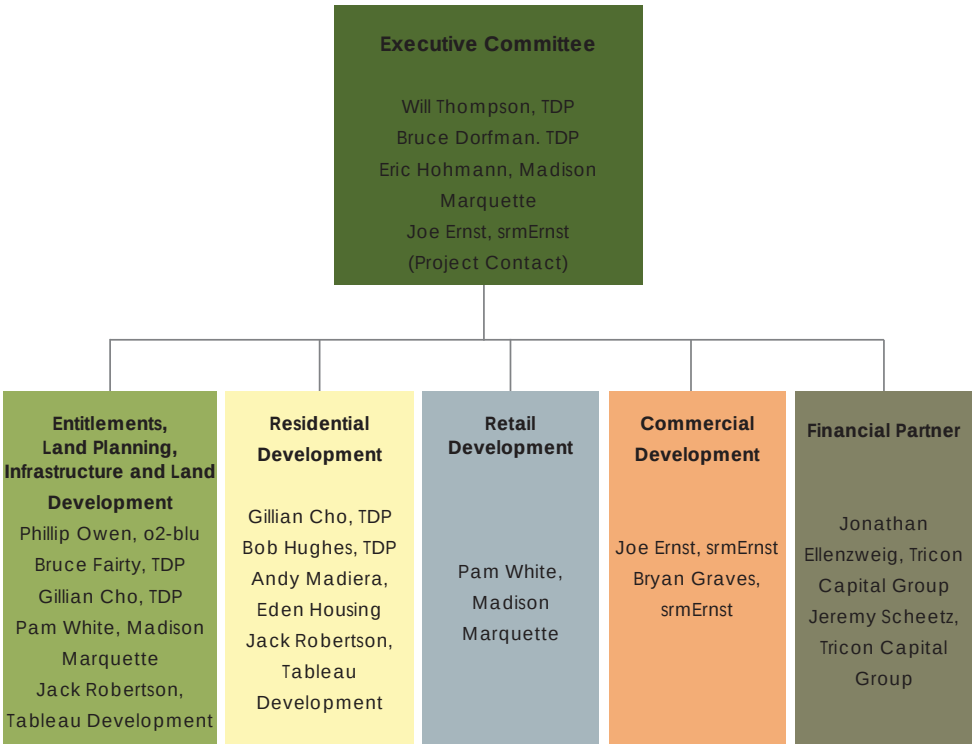
Waterway by Mission Bay.

Section III

Project Team

III. Description of Project Team

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



Designated Project Contact:

Joe Ernst, principal with srmErnst Development Partners based in Alameda, will serve as the City's primary point of contact representing Alameda Point Partners. Mr. Ernst will coordinate team efforts with respect to working with the City to finalize outstanding master planning and entitlement approvals, negotiation of the ENA and disposition and development agreement, and represent the team on land conveyance discussions with the City and Navy. Mr. Ernst will also facilitate coordination between the land development and vertical activities for Site A. Finally, Mr. Ernst, as a commercial developer, will evaluate and ultimately seek to develop commercial office space within strategic locations within the Town Center environs.

Team Management Structure

Alameda Points Partners is an integrated team whose members have successfully worked together on developments throughout the Bay Area. The team will be managed by its Executive Committee, which is comprised of Bruce Dorfman and Will Thompson from Thompson Dorfman Partners, Eric Hohmann, President of Madison Marquette, and

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

We are confident that our team structure will function smoothly in partnership with the City as our members work together regularly on similar projects. For example, TDP, Madison Marquette and SRM Ernst have worked closely together for over 15 years on a number of large residential and mixed-use projects throughout the Bay Area. Specifically, TDP and Madison Marquette collaborated on the development of: Bay Street, a regional shopping destination in Emeryville, which included 380-units of housing over 400,000 square feet of retail space; the entitlement of 300 Grant Avenue in the Union Square district of San Francisco which was composed of a 48-unit high-rise over a 20,000 square foot flagship retail space; and they are currently working together to plan, entitle and develop a several block mixed-use project in the Lake Merritt area of Oakland. TDP and SRM Ernst formed a partnership to acquire and develop the 8-acre former Sherwin-Williams manufacturing facility in Emeryville – a mixed-use plan that includes 480-residential units, 70,000 square feet of office space and 20,000 square feet of retail in a "village" urban plan designed by ROMA Design Group; and they have also worked together to plan and entitle a one million square foot office, 325-unit residential tower and 50,000 square feet of retail space for the San Jose Water District in downtown San Jose. TDP and SRM are currently venturing to develop a mixed-use project consisting of 400-units and 20,000 square feet of retail space on Broadway Street in Downtown Oakland.

Land Development Activities

Phil Owen, President of o2-blu, will lead the team's land development activities, both in the planning and installation of Site A infrastructure. Having extensive experience in this area at Bayport, Mission Bay and other large urban master-planned communities, Mr. Owen will work closely with appropriate City departments to design a cost effective infrastructure program that syncs with the vertical phasing. Specifically, Mr. Owen will oversee necessary demolition and clean-up efforts, infrastructure planning (inclusive of open space and park planning) and construction, coordinate with vertical development activities, and manage public/private financing resources such as CFD reimbursements. Working with Mr. Owen on many of these land development efforts will be Jack Robertson, President of Tableau Development.

Rob Anderson, principal with Field Paoli, will oversee the team's urban design planning and will work especially close with Mr. Owen, the retail team, and City staff in designing the streetscapes, plazas, parks and open space planned for Site A. Paul Lettieri, principal with the Guzzardo Group, will work in tandem with Field Paoli and the team in its role overseeing landscape design.

Retail Development

Pam White, Vice President of Development at Madison Marquette, will lead all commercial retail development planning and development activities. Ms. White will consult closely with other team members and City staff to implement a retail concept that will best serve the unique geography of Site A and Alameda Point. Ms. White will work directly with the residential and office developers during the design phase to ensure that mixed-use buildings are not only usable, but also thoughtfully designed and programmed to attract the type of retail tenants that will create an eclectic, vibrant town center. Ms. White will oversee tenant recruitment and leasing activities as well and be Alameda Point Partners point person in assisting the City in creating exciting "Project 0" interim uses. Ms. White will also provide input to the land development team with regard to the design and operation of plazas and other public spaces that are proximate to the retail areas. Ms. White will work closely with Field Paoli and other architects, such as the landscape design firm The Guzzardo Group as necessary to design attractive retail spaces.

Residential Development

Bruce Dorfman, principal of Thompson Dorfman Partners, will oversee the residential development activities. Mr. Dorfman will guide the residential phasing and product development throughout the entirety of Site A's build-out. Mr. Dorfman will orchestrate the vertical design teams to facilitate diverse design and character of each residential community. Working with Mr. Dorfman will be Mr. Robertson who will manage the vertical design teams as required and process the project design approvals and permitting as well as taking projects to the construction stage. Mr. Dorfman will coordinate closely with the retail and office partners in the designing and construction phasing of the mixed-use buildings.

Affordable Housing

Andy Madiera, Executive Director of Eden Housing, will oversee the team's affordable housing activities, in particular the siting, planning, financing, construction and lease up of the stand alone tax credit apartment property or properties. Mr. Robertson will also assist with Eden Housing in obtaining financing and potential creative funding sources that will enable these projects to get built. Mr. Robertson will coordinate the implementation of the team's remaining inclusionary affordable housing obligations.

Residential Design

Alameda Point Partners brings with it a team of renowned architects who have designed award-winning, contemporary residential communities. These firms include MBH of Alameda, Kwan Henmi Architects, BAR Architects, and Ignition Architecture, also of Alameda. These architects will be assigned to individual blocks in order to promote diversity of design that is compatible with adjacent neighborhoods, but also

compelling to the future discerning residents seeking a convenient urban lifestyle. The Guzzardo Group will be utilized for landscape design services for these residential areas.

Financing

Laurence Pelosi of Thompson Dorfman Partners will interface with Tricon Capital Group, Inc. and other financing sources to manage the project's financial needs both during predevelopment and construction. Jeremy Scheetz of Tricon Capital, will be the primary contact for the team.

Thompson | Dorfman Partners, LLC

Formed in 1999 by Will Thompson and Bruce Dorfman, Thompson | Dorfman Partners, LLC (TDP) focuses on multi-family residential development, with particular emphasis on well-sited, urban in-fill, and mixed-use properties in the San Francisco Bay Area.

The principals of TDP are 30+ year veterans in the housing industry with a reputation for quality residential development and a track record of performance. While discovering overlooked opportunities and resolving challenging development issues, TDP has the extensive knowledge and expertise needed to deliver in-fill housing that benefits the surrounding community, rewards its investors, and surpasses the expectations of property residents.

TDP's principals have enjoyed consistent success in their entitlement efforts due to their creativity, strong relationships with public organizations, and significant contributions to the community. TDP works closely with municipalities and local groups, receiving input from citizens and community leaders throughout the planning, entitlement, and development process to ensure every development is responsive to its future residents, adds to the surrounding urban fabric, and contributes to thriving communities.

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

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

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

Mr. Thompson is a board member of Ecumenical Association for Housing, a non-profit affordable housing owner, manager, and developer with over 4,000 apartment homes in California and Hawaii. He is an associate member of the Urban Land Institute (ULI) and a member of Lambda Alpha International, an honorary land use economics society. He also serves on the board of Yosemite Institute, which provides environmental education for 10,000 school children annually in Yosemite National Park.

William Thompson
Principal

MBA | Harvard Business School

Bachelor's Degree | Claremont McKenna College

Mr. Bruce Dorfman is a co-founder of Thompson | Dorfman Partners, LLC and manages the firm's development and financing projects. Prior to founding TDP, he was a senior vice president with Irvine Apartment Communities from 1997 through 1999, and directed site acquisition and development activities for the apartment REIT's California Division, creating a portfolio of 5,000 apartment homes. Previously, he was a co-founder and vice president of Thompson Residential Company in 1996, acquiring sites, obtaining entitlements, and financing projects in Northern California.

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

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

Bruce Dorfman
Principal

MBA | University of California, Los Angeles

Bachelor of Science | College of Engineering | University of Michigan

North Park
Master Planner: ROMA Design Group
Architects: Backen Arrigoni & Ross Associates, McLaren Vasquez Architects, Fisher Friedman Architects

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

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

1221 Ocean
Architect: Ted Tokio Tanaka Architects
Landscape Architect: ROMA Design Group

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

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

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

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

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

Loch Lomond Marina Village – San Rafael, CA
Owner: Oaktree Capital Management
Architect: Backen Arrigoni & Ross Associates
Landscape Architect: The Guzzardo Partnership

TDP was retained to direct the design and entitlement of the Loch Lomond Marina Village in an exclusive area of Marin County fronting on San Francisco Bay. The specific plan includes 84-units of attached and detached housing, rebuilding 25,000 square feet of commercial space which includes retail, marina services and professional office space, and upgrading a 520-slip marina and adjacent public recreation amenities, while protecting and enhancing five acres of wildlife conservation area. Due to the scope of the development, numerous federal and state agencies (including the Army Corp of Engineers, BCDC, and Department of Fish and Wildlife) as well as a dozen neighboring homeowner associations were involved with the approval process in addition to the City of San Rafael. TDP engaged the City, various groups with vested interests, and community members throughout the process by formulating and implementing a comprehensive public outreach plan. This resulted in the successful entitlement of the proposed development in 2007.

The Waverly
Architect: Steinberg Architects
Landscape Architect: The Guzzardo Partnership

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

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

The Terraces at Emerystation – Emeryville, CA
Design Architect: Heller Manus Architects
Executive Architect: MVE Associates
Landscape Architect: Carducci & Associates

A prototype for urban in-fill sites, The Terraces is a 101-unit loft and condominium building situated in an air-rights parcel over a 700-car parking garage. The addition of housing increased the value of the parking structure, which was built to support the adjacent Amtrak station and nearly 500,000 square feet of neighboring Class A office space. The Terraces is a Type I (concrete) structure that features single-story flats and two-level lofts based on 11-foot floor plates (22-foot floor plates in the loft units), gourmet kitchens with granite counters and gas ranges, and contemporary open floor plans. First class amenities include a fitness center, saunas and locker rooms, a business center, and a private theater.

The Terraces was jointly developed by Wareham Development Group, a commercial developer responsible for the Emerystation campus, and TDP, who was engaged to provide residential expertise particularly in the areas of product, program, and implementation of the sales strategy. The principals of TDP directed the design to operate as either a rental community or as a for-sale condominium to offer ownership flexibility to respond to changing conditions in the housing markets during design, entitlement, and construction phases of this development. In addition the program recognizes that there is a similar resident profile for luxury rental and for-sale properties. Six months before completion, foreseeing a continued low interest rate environment, the decision was made to execute the condominium sales program. This resulted in the completion and sell-out of The Terraces at prices that were 10 percent above projections.

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National Platform. Local Execution.

Custom Solutions. Proven Results.

Madison Marquette Retail Services (MMRS) has successfully delivered goal-driven solutions to the many complex challenges facing retail and mixed-use assets for over 20 years. We are known as a premier real estate development, leasing, marketing and property management firm. We specialize in mixed-use, urban street and infill, community and specialty/entertainment retail properties in top-tier markets across the United States.

Madison Marquette's substantial institutional investment experience stems from partnerships with several prominent institutional investors over the past 20 years. Our portfolio statistics include over 18 million square feet of retail, mixed use, specialty and office located in over 15 states, over 230 employees and regional offices in San Francisco, New York City, Los Angeles and Washington DC.

With a full understanding of the investment objectives for each asset, MMRS defines strategies and implements plans that drive value. Our team-oriented culture, entrepreneurial mind-set, strategic visioning and successful execution combine to maximize performance. From thoughtful merchandising and accretive deal making to distinctive activation and innovative marketing, MMRS has a proven track record of ensuring properties achieve their fullest potential.

Madison Marquette Property Investments (MMPI) employs a proven strategy of repositioning, redeveloping and/or developing retail and retail mixed-use real estate in major U.S. metropolitan markets. As a fully integrated real estate operating company, Madison Marquette enhances returns while mitigating risk by directly controlling and managing the execution of its value-added strategies.

Comparable Project History:

- The Wharf, Washington DC
- Bay Street, Emeryville CA
- Asbury Park, Asbury Park NJ
- La Brea, Los Angeles CA
- Paseo Nuevo, Santa Barbara CA
- Mercato, Naples FL
- Bell Tower Shops, Fort Myers FL
- Manhattan Village, Manhattan Beach CA

Pamela White is Vice President, Development, for Madison Marquette. As Vice President of Development, Pam is responsible for Madison Marquette's development activities on the west coast and beyond. Currently she is responsible for the development - redevelopment of at several key properties including University Mall in Chapel Hill, NC and Bayfair Center, San Leandro.

Pam has over 25 years of development, architecture, design, retail, leasing and real estate experience including working for Shea Properties, Federal Realty Investment Trust, Noah's Bagels, The Stitzel Company and Gensler.

She has developed and leased many notable and successful developments. While with Shea Properties (commercial sister company to Shea Homes) she led the retail development for mixed use developments including The Shops at Waterford in Dublin, CA, Rivermark, Santa Clara and The Dunes, Marina CA (a base-closure development) which is anchored by Target and REI. Also while with Shea Properties she was a member of Alameda Point Community Partners (APCP- Shea/Centex/Lennar) the initial development team selected. Prior to joining Shea properties she led development of the including landmark specialty retail centers One Colorado in Pasadena and Two Rodeo Drive in Beverly Hills.

She has negotiated leases with a wide variety of tenants including Crate & Barrel, Tiffany, Gap concepts, J Crew, Il Fornaio ,AMC t, Safeway, Target, REI, Wal-Mart, Kohl's, Bed Bath and Beyond and many others.

She and her family are long-time residents of Oakland.

Pamela White
Vice President, Development

Master of Architecture | University of Michigan, Ann Arbor

Bachelor of Science | University of Michigan, Ann Arbor

Eric Hohmann is President of Madison Marquette. He is directly responsible for the overall management and performance of Madison Marquette's services company, MMRS, and investment company, MMPI.

Eric has been with Madison Marquette since 1999 and prior to being named President served as Senior Managing Director overseeing the investment, development and operations for the Western region. With more than 20 years of real estate investment experience, Eric has completed real estate transactions with an aggregate value in excess of $1 billion.

Prior to joining Madison Marquette, Eric was Vice President of Development for The Irvine Company, where he managed development activities for multifamily residential projects in Silicon Valley. Previously, he served with JMB Realty Corporation, in positions ranging from acquisitions underwriting to managing dispositions for a 54,000-acre, Hawaii-based, mixed-use land development portfolio.

Eric earned a Bachelor's degree in Chemical Engineering from Vanderbilt University and a Masters degree in Business Administration from the John E. Anderson Graduate School of Management at the University of California at Los Angeles. He is an active member of the Urban Land Institute (ULI) and the International Council of Shopping Centers (ICSC).

Eric Hohmann
President

Master's in Business Administration | John E. Anderson Graduate School of Management at the University of California, Los Angeles

Bachelor in Chemical Engineering | Vanderbilt University

Cedric Young is a 20-year veteran of real estate development and architecture. Current projects include Bay Street, 300 Grant Avenue, District La Brea/Los Angeles, Broadway Market/Seattle, and Bellevue Galleria / Seattle. He joined Madison Marquette in 2005.

Recent projects at Bay Street include the new UNIQLO store that included additional area and elevator relocation in Barnes and Noble, while keeping the store open and preparation of the hotel parcel for pending sale to a hotel developer.

Prior to joining Madison Marquette, Cedric was Vice President of Development for Venture Corporation where he managed all aspects of the development and construction for Venture Commerce Center projects in South San Jose, Fremont, Fairfield, Antioch and Menlo Park, nearly 350,000 square feet. Both the South San Jose and Fremont projects were successfully sold out on its inventory of business condominiums.

Mr. Young was the Director of Construction for SyWest Development, a commercial real estate developer. He was also founder and managing partner of the Chestnut Company, a development and construction management firm.

On the tenant-side, Mr. Young has worked for Starbucks Coffee, managing Starbucks' aggressive west coast expansion, and the Gap, overseeing domestic and international store expansion. Prior to working for the Gap, Cedric was an Associate in the architectural firm of Gensler and Associates, designing high-rise building projects.

Cedric Young
Vice President,
Development

Master's of Business Administration | Haas School of Business at Berkeley

Bachelor of Arts in Architecture | University of California, Berkeley

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srmErnst Development Partners

srmErnst is a privately-owned, full service real estate development, investment and advisory firm focusing on value-add infill office, industrial, mixed-use and turn-key build-to-suit opportunities in the San Francisco Bay Area. srmErnst evolved from SRM Associates, a firm often ranked as one of the leading commercial developers in the Bay Area by the San Francisco Business Times. Since its inception, we have entitled, acquired, and/or developed over 8 million square feet of property throughout the Bay Area.

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

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

Our reputation and track record culminate from:

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

srmErnst specializes in value-add investment and development in the San Francisco Bay area where it targets properties that are transit and job center-oriented in well-located urban infill, urbanized suburban infill, and business park sites at acquisition prices that are below replacement cost and cyclical highs.

srmErnst provides the following expertise and services as principal and on an advisory basis:

- Master Planned Development
- Entitlements
- Capitalization
- Market Analysis and Valuation
- Land Assembly
- Brownfield Development
- Sustainability Consulting and LEED certification
- Project and Construction Management
- Asset and Property Management

The target investment and development opportunities we pursue have many significant synergies between the problems we solve and our unique ability to solve them. We lever the discipline and extensive local relationships of an experienced platform of development, project, construction and asset management capabilities.

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

Joe Ernst
Principal

B.A. in Finance and Computer Science | University of Saint Thomas

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

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

Sherwin-Williams Redevelopment | Emeryville, CA
SRM and Thompson-Dorfman Partners are acquiring and developing this mixed-use project around a central green and along an extension of the Emeryville Greenway. The 8.6 acre project includes approximately 3 acres of public open space, up to 460 new residential units, 15,000 sq. ft. of neighborhood retail and 70,000 sq. ft. of adaptive reuse as creative office space. The project is being coordinated with major remediation of arsenic, lead and VOC contamination.

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

Harbor Bay Business Park | Alameda, CA
SRM has delivered over 1 million sq. ft. of build-to-suit on 100+ acres of waterfront land since the late 90's. The land was acquired in distressed situations and a strategy implemented to diversify uses, project size and ownership within the business park. In that time, over 90% of the land has been developed for owner/users.

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Tableau Development Company

Tableau Development Company is a newly-formed real estate development firm focused on creating contemporary, smart-living environments. While recently established, Tableau's principal has a wealth of urban development experience spanning many decades and metropolitan areas throughout the United States, including the San Francisco Bay Area, Southern California, Seattle, Dallas, Washington, D.C., Miami and New York. Tableau's principal, Jack Robertson, has developed dozens of communities totaling over 5,000 homes.

Injecting new life in old neighborhoods

Tableau is unique in that it seeks out development opportunities in neighborhoods ripe for transformation, working in partnership with local officials to create economically viable projects that deliver community benefits as well. Whether it's revitalizing Old Town Oakland with an injection of new condominiums, working with artists to design new art studios at The San Francisco Shipyard, or redeveloping neglected housing in Washington, D.C., Tableau's principal has successfully accomplished, brick by brick, the creation of better living environments.

Green.

This word informs Tableau's philosophy. It's not only about how much fly-ash you add to your concrete, it's also about how you create space that people will want to be at, to stay out of their cars, to walk or to bike or to shop or to just hang. Tableau is always looking to employ smart building products, but only, typically, in inner-Metro locales where living is convenient. The only green we don't touch are the pastoral areas of the exurbs and beyond.

Modern-day city living

Tableau responds to the trending popularity of City living. Our projects lean towards density, as we believe this concentration of activity, both residential and mixed-use, creates the necessary lifestyle synergy that many new buyers and renters are seeking. Amenities in our communities will not only feature the "usual", but also incorporate smart home technology and thoughtful floor-plan details that our discerning customers want. And, usually, they can walk out their door to buy a coffee, too.

For each project it builds, Tableau's goal is to create a striking tableau of contemporary urban life.

Jack Robertson, President and Founder of Tableau Development Company, brings almost 30 years of experience in acquiring, financing and building communities throughout the United States. Mr. Robertson's background bridges both the public and private sector resulting from his work as both a private developer and former local redevelopment official. Mr. Robertson specializes in identifying common ground amongst the competing and often divergent interests of neighborhood stakeholders, local officials and the developer – seeking a final product that becomes both profitable and a long-term community asset.

Over the past decade, Mr. Robertson has developed or renovated over 5,000 homes along with mixed-use commercial space totaling over $700 million. Most recently, while at Lennar Urban, Mr. Robertson spearheaded the permitting and long-awaited construction of several hundred homes at the former Hunters Point Naval Shipyard, kicking-off the beginning of the largest new neighborhood in San Francisco. He also oversaw the promulgation of design standards and guidelines for The Shipyard/Candlestick Point and Treasure Island, another former U.S. Naval Base in San Francisco. Previously, Mr. Robertson was President of AF Evans Development where he managed the expansion of the firm's mixed-use condominium products, initiated a highly successful apartment acquisition program, completed several affordable multifamily developments, and grew AF Evans presence in the Pacific Northwest.

Jack Robertson
President and Founder

Master of Public Policy | Harvard University's John F. Kennedy School of Government

Bachelor of Art in Urban Planning & Development | University of California, Berkeley

Olympia, San Francisco,CA | Completed 2014
Olympia is one of two residential developments nearing completion at the old naval base, rechristened The San Francisco Shipyard, and consists of 25 townhomes. The $11+ million construction budget consisted of two- and three-bedroom homes over a private parking garage. The project is slated to achieve a very high GreenPoint rating and was designed to a LEED-Gold standard.

Market Square, Oakland, CA | Completed 2007
Market Square is a 252-unit condominium development that helped revitalize Old Oakland and contributed towards Mayor Brown's 10K Plan for Downtown Oakland. The building's thoughtful design is contemporary, but responds to the adjacent old brick and Victorian buildings of Old Oakland, providing modern living within a historic district.

The Merchant, San Francisco, CA | Completed 2014
The Merchant is one of two residential developments nearing completion at the old naval base, rechristened as The San Francisco Shipyard, and consists of 63 condominium homes. The $20 million Type 5 construction project will be commissioned as a LEED-Gold community. The community features a roof deck that offers panoramic views of the Bay.

Parkview Terraces, San Francisco, CA | Completed 2007
Parkview Terraces provides mixed-use affordable housing for active seniors and was developed as part of the Octavia Boulevard redevelopment project. The $30+ million Type 1 construction budget consisted of 101 studio and single-bedroom units on top of retail and service space, which included a hair salon, library and fitness center, and a lavishly landscaped courtyard.

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As President & Founder of O2-blu, Phil is responsible for all development and construction activities. He has 17 years of progressive real estate development experience and has spent that last 10 years overseeing combined project investments of over $1 billion dollars, which was leveraged into $15 billion in projected value. Phil's broad depth of knowledge and experience in large-scale brownfield waterfront projects, combined with extensive experience in public private partnerships, and mixed used transit oriented developments, have proven his successful ability to lead complex projects through the entitlement stages to project completion. Prior to founding O2-blu Phil was president and co-founding partner at Mission Bay Development Group, LLC were he oversaw all development and construction activities

Philip Owen
President and Founder

Bachelor of Science in Business Administration, Real Estate and Construction Management | University of Denver, Colorado

Mission Bay | San Francisco, CA
303 acre waterfront brownfield mixed use development. Entitled for 6,000 residential units with 30% being affordable housing, 4.4 million square feet of commercial office, lab and biotech space, anchored by 2.7 million square feet of UCSF medical research campus and 550 bed hospital, Mission Bay is a transit oriented master plan development that converges with superior commuting options, with 5 Muni light rail stops, Caltrain commuter line, central subway, and future High Speed Rail stop

Bayport Alameda | Alameda, CA
87-acre site within the former Alameda Naval Air Station FISC East Housing, this brownfield site has been redeveloped into a thriving residential community. Utilizing a traditional ally loaded neighborhood design, 485 single-family homes, with 25% affordable housing, multiple pocket parks, and 4 acre Bayport park adjacent to Ruby Bridges elementary school were developed in a public private partnership with the City of Alameda.

Santa Fe Place | San Diego, CA
The previously blighted 15-acre site was re-entitled for 3.3 million square feet mixed-use development with entitlements for residential towers, commercial offices, hotel providing ocean views and pedestrian-friendly retail. This development surrounds the historic Santa Fe train depot a multi modal transit hub for downtown San Diego with service from Amtrak, local light rail, and bus transit.

West Bluffs | Marina Del Rey, CA
44-acre site overlooking Playa Vista was entitled for 114 single-family residences, a perimeter hiking trail and connected pocket parks. The environmentally sensitive Ballona Wetlands was directly below the site, the project called for a carefully phased approach in designing and planning the storm water infrastructure.

Additional Project Experience
Alameda Landing | Alameda, California
Pacific Commons | Fremont, California
Circle Point Corporate Center | Westminster, Colorado
Stapleton Center | Denver, Colorado
Kaiser Commerce Center | San Bernardino, California
Prairie Glen Corporate Center | Glenview, Illinois
South Shores | Portland, Oregon

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Eden Housing

Eden Housing, Inc. revitalizes communities through a variety of housing development, property management and social services activities that meet the needs of lower income people. Eden's housing includes rental apartments, first-time homeowner opportunities, cooperatives, and supportive living communities for families, seniors, the formerly homeless, people with mental illness, and people with physical or developmental disabilities. From day one, Eden has been committed to designing and constructing our developments to conserve natural resources, reduce material waste, and create a healthy living environment for our residents. Due to this underlying mission, Eden has been a long time leader and early adopter in a wide range of green technologies and practices. As a result, we build sustainable communities through the housing we produce which is built to a high design standard that is comparable to quality market-rate housing in the communities we invest in.

Affordable Housing Development

In the late 1960s, a group of community activists living in southern Alameda County were very concerned about the serious lack of high quality affordable housing for all of the area's low-income residents. To help meet this growing need, in 1967 they founded Eden Housing, Inc., and in 1968 they incorporated the organization as a 501(c)(3) nonprofit, community-based affordable housing development company. They immediately began work on their first project, rehabilitating six houses in Oakland for families who were buying their first homes. Each of the original founders worked—hands-on—with a family to complete one home. In 1971 they started Eden Housing's first multi-unit housing complex to provide 150 affordable rental housing units for senior citizens in Hayward. The project, Josephine Lum Lodge, opened in 1973. Forty-five years from its beginning, Eden Housing has developed and acquired more than 7,770 residential units and 73,000 square feet of commercial space in cities throughout the San Francisco Bay Area, the Central Valley, and Southern California.

Today, Eden Housing is not only the oldest, but stands out as one of the most productive, successful and fastest growing nonprofit affordable housing developers in California. More than one-half of Eden Housing's portfolio has been produced in the last one-third of our organization's lifetime. We are recognized in the industry for our creative development approach that includes collaborating with local governments and tailoring projects to suit each locale. Eden is also committed to mentoring and supporting smaller, less-experienced community-based organizations in their housing development efforts. However, our work is not simply defined by the housing we build for low-income residents. Housing development is but one aspect of a neighborhood revitalization strategy that also includes professional property management and human support services for residents. Each of these elements involves partnering with communities, investing in neighborhoods and empowering people.

Property Management

Eden Housing's affiliated property management firm, Eden Housing Management, Inc. (EHMI), is in the forefront of providing efficient and sensitive management services to our residents.

Since its incorporation in 1984, EHMI has provided high-quality professional management for Eden's properties, and is committed to their long-term maintenance. EHMI currently manages over 7,300 units of rental housing in 122 developments for Eden Housing and third-party owners. Through careful attention to concerns as they arise, and consistently sound managerial practices, EHMI far exceeds management industry standards for sound fiscal practices, and as a result of this diligence, EHMI maintains a portfolio-wide vacancy rate of below 2%.

EHMI's work is an integral part of the community development policies of the organization. The attention we place on property management represents a long-term investment that goes well beyond bricks and mortar and supports our goal of building communities. EHMI's central office staff operates closely with its on-site personnel who tend to the daily needs of the properties and the people who live in them.

Resident Support Services

The Director of Resident Services oversees the comprehensive social services and support programs of Eden Housing Resident Services, Inc. (EHRSI), a 501(c)(3) nonprofit affiliate of Eden Housing, Inc. founded in 1995. Through EHRSI, Eden links well-built and carefully managed housing with resources that support residents in their daily lives. EHRSI's Resident Services Coordinators are on-site to offer important information and referral services and to implement key programs, including: youth summer and after-school activities, an innovative and growing computer-assisted learning program, a scholarship program for deserving adults, financial literacy training, and support for the frail elderly.

Partnerships and Investors

Our ability to collaborate on all aspects of a project brings more to the table than one element alone can. The work of the property management company furthers our affordable housing development activities by helping us gain community acceptance and attract financing. Well-built and -maintained buildings, along with the social services we provide, bring added value and support to the daily lives of our residents. The oversight of our asset management for our properties assures compliance with a variety of local, state and federal funding programs, thus protecting our investors.

Each of our developments provides linkages to the opportunities that society offers for living fulfilling productive lives. How Eden creates these small communities within the larger setting of our developments is a model for what can be accomplished through partnership, collaboration, mutual support and community focus.

Mr. Madeira has an extensive background in affordable housing development, project financing, and underwriting. Prior to joining Eden Housing in February of 2014, he was a Senior Banker for JP Morgan Chase Community Development Banking. He has also served as Vice President, Real Estate Development for Citizens Housing Corporation, and as a Director of Real Estate Development at BRIDGE Housing Corporation.

Mr. Madeira has significant real estate lending and finance experience having spent six years at Fannie Mae working in asset management and origination. Before his work in affordable housing, Andy practiced law at nonprofit organizations in California and Philadelphia. Andy is responsible for leading Eden's strategic growth in affordable rental, acquisitions, preservation, and mixed income development.

Andy Madeira
Senior Vice President of Real Estate Development

Juris Doctor | Boston University School of Law

Bachelor of Arts Economics with Honors | University of California Santa Cruz

Emerald Vista is a master-planned community designed to serve a broad cross section of the Dublin community, and was developed to meet the inclusionary requirements of Citation Homes. The 180-unit affordable project for families and seniors is part of a vibrant, mixed-use, mixed-income community that provides 198 for-sale market rate homes, a community center, a childcare center, active open space areas, and access to a regional trail.

Hayward Senior Housing (Phase I) is a 60-unit 3-story development of affordable senior rental housing at the northern end of the Cannery neighborhood in downtown Hayward that represents the inclusionary fulfillment of the master development sponsored by Citation Homes. The development incorporates two multipurpose rooms, one of which opens onto an outdoor patio and formal garden with seating; library; lounge; central laundry; and tenant storage.

Hayward Senior Housing (Phase II) Eden is currently developing a 22-unit 3-story affordable senior development directly adjacent to Phase I. Both phases are conveniently located across the street from the downtown Hayward BART Station and within walking distance of City Hall and several nearby shops and services.

Victoria Green, This 132-unit affordable development is located within a 748-unit master development of market-rate single-family homes, and aesthetically fits in perfectly with its neighbors. The project is on part of the former site of the Pacific Oil Refinery in the City of Hercules that was fully remediated and made construction-ready by the master developer, Catellus Residential Group

Walker Landing is a 78-unit development of affordable rental housing at the northern end of Hayward's Mt. Eden neighborhood. It is the product of an inclusionary housing partnership with a local and a national homebuilder. A central community building and large landscaped courtyard anchor the development. The residential buildings are two-story townhouses and flats.

Samara Terrace is a 52-unit senior property that was developed to fulfill the inclusionary requirement for KB Homes. This beautiful property is located directly across from the City of Hercules' city hall, a senior center, and is adjacent to the city's brand new library.

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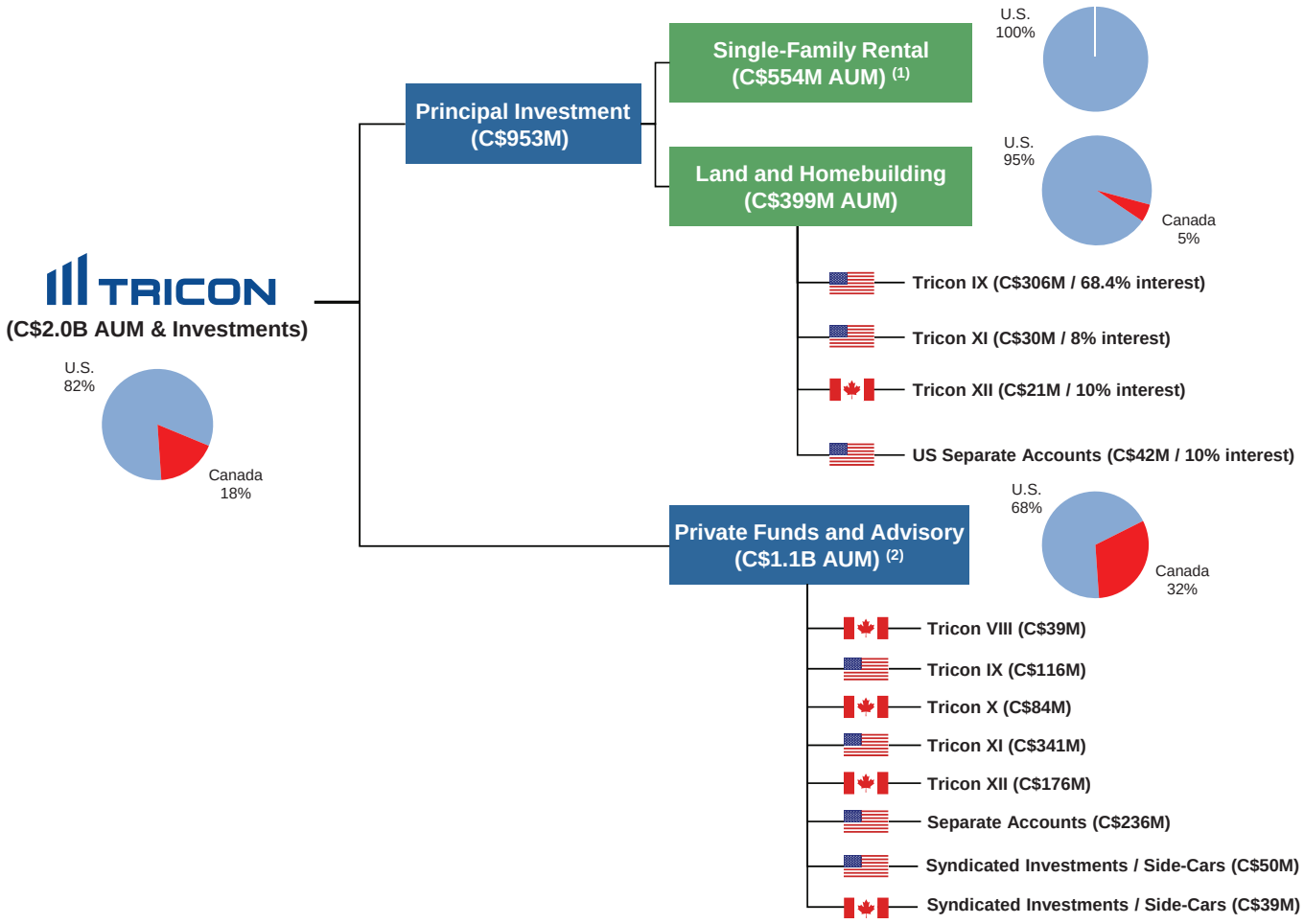
About Tricon Capital Group Inc.

Founded in 1988, Tricon is one of North America's leading residential real estate investment companies. Tricon provides financing to local operators or developers in select markets in the United States and Canada, with a primary focus on housing in growing markets. Our business objective is to invest for investment income and capital appreciation through our Principal Investment business segments and to earn fee income through our Private Funds and Advisory business. We currently have $2.0 billion of assets under management, including 22,200 single-family lots, 6,100 multi-family units and a portfolio of over 4,000 U.S. single-family rental homes. Since inception, Tricon has invested in approximately 160 transactions for development projects valued at more than $12 billion. More information about Tricon is available at www.triconcapital.com.



Land and Homebuilding

Investment Strategy

- Tricon's strategy is to partner with local "on the ground" operating partners to acquire, develop and ultimately sell high quality residential lots and houses in major growth markets across the U.S. Sun Belt
  - Target the "Smile States", markets with strong underlying fundamentals (highest levels of E/P growth – California, Arizona, Texas, Florida and Georgia)
- Each investment undergoes due diligence and approval by Tricon's Investment Committee in key established markets that are expected to benefit from above average population demographics and job growth
- Tricon has been working with many of the same operating partners over the last 10-20 years, leading to significant "repeat" business

Marlow (1800 Van Ness Avenue) – 98 unit condominium development located at Van Ness Avenue and Clay Street, at the confluence of some of San Francisco's most desirable residential neighborhoods (Pacific Heights, Nob Hill and Russian Hill). This project completed construction in Q1 2014 and is sold out.

Vida (2558 Mission St.) – 114 unit condominium development, along with 14,000 SF of ground-floor retail, located in San Francisco's vibrant Mission District. Vida started construction in Q3 2013 and launched sales in Q1 2014. Construction completion is expected at year-end 2014.

Pine + Franklin – 260 unit condominium development located at the corner of Pine + Franklin Streets adjacent to a Whole Foods supermarket in the affluent Lower Pacific Heights neighborhood. Pine + Franklin is scheduled to start construction in Q4 2014 and sales will launch shortly thereafter.

Oakwood Shores – 468 unit amenitized housing development in Manteca (San Joaquin County). The project includes two large man-made lakes (120 acres of combined size) with the majority of homes backing onto water or open space. Approximately half of the homes in this project have been built and sold to date.

Faria Preserve – 750 unit masterplanned development in San Ramon (Contra Costa County). This project is in the final stages of the entitlement process.

MBH Architects Firm Profile

MBH Architects was founded in 1989 on the notion of creating a better architectural practice. Armed with a clear vision and with backgrounds strongly influenced by solid business ideals, three ambitious architects decided to open their own firm, introducing MBH. We quickly began to develop long term relationships with numerous clients, and during the following years completed a wide range of projects in nearly every state - as well as in Canada, Puerto Rico, Europe, Asia, South America and Australia. Our first large clients were retail companies that provided our young firm with a steady flow of work. Empowered by this early success, we expanded the practice into the commercial, hospitality, restaurant, and multi-family housing fields.

Now in our 25th year of operation, our firm has grown from the three founding Principals and a handful of employees to a staff of over 140 professionals. We have the ability to complete the design and follow up, with well-coordinated construction documents that allow these projects to be permitted and constructed within the schedule and budget. Our stability is reflected in the firm consistently ranking as the largest East Bay architectural firm and one of the top ten firms in the San Francisco Bay Area.

As licensed architects in 45 states, MBH provides an array of professional guidance and services to our customers from entitlement to completion. Our professional services include due diligence, site surveys, entitlement procedures, feasibility studies, design guidelines, branding, prototype development, physical conditions reports, permit acquisition, construction administration and post occupancy analysis.

MBH has developed a program of stability, professional performance, design recognition, and client satisfaction. The firm's success is a result of diligent research, fine design, and lasting relationships. The strength of MBH is the wide range of expertise and ability to analyze and understand the many varied aspects of design, development, and the role of the Architect.

MBH Principals L-R: Klas Eklöf, Don Dacumos, Dennis Heath, John McNulty, Andres Grechi, Clay Fry, Oliver Mellows

Clay Fry joined MBH in 1994 and currently oversees the Special Projects studio. With MBH he has completed tenant improvements for Metro / Risk, Tucker and Marks, Rabobank, and at the PF Chang's headquarters. Prior to joining MBH, Clay was a partner at Dewell + Fry Architects, which specialized in due-diligence / forensic analysis of existing multi-family and office building projects, giving him a keen eye for detail in building systems, and the ability to steer projects away from trouble. Under his previous association, Clay completed over 1 million square feet of tenant improvements for North Western Life Insurance Co. Clay is able to start a project with his programming expertise, guide it through any potential problems in the construction documents and finish the project to complete client satisfaction.

Clay Fry
Architect
Principal

Licensed Architect:
California, C-18057

Bachelor of Architecture
California Polytechnic University
San Luis Obispo, CA | 1983

Dunes on Monterey Bay, Marina, CA | Completed 2007
Client: Shea Properties | 70 acres
Located at the former Fort Ord, the vision for this new neighborhood is a fully integrated, sustainable, pedestrian-friendly place incorporating residential, employment, shopping and recreational opportunities.

Delong & Reichert, Novato, CA | Completed 2010
The project consists of a Whole Foods Market, 125 residential flats and town houses and a covered parking lot for both retail and residential. The residential units located above retail are organized around three elevated landscaped courtyards with additional landscaped plazas.

Vista Montana Apartments, San Jose, CA | Completed 2013
Client: The Castle Group | 445 units | 63 Units per acre
Three city blocks, master-planned to include a community park, and residential amenities. Multiple building types including 4 story wood frame buildings over two levels of concrete parking structure. Each of the five building courtyards has their own unique neighborhood identity and amenities that are accessed off two main intersecting pedestrian paseo axis.

Ashton, San Francisco, CA | Completed 2009
Client: Hanover | 191 units | 116.4 Units per acre | Type I
This nine-story, residential building exhibits a pronounced juxtaposition of brick and glass that cover its facade. Built on 1.64 acres, this project has a density of 116.4 units per acre.

150 Powell, San Francisco, CA | Completed 2006
Client: Union Property Capitol | 29 units | 67 Units per acre
The Odeon, formerly The Elevated Shops, is a six-story mixed-use historical restoration project. New construction took place behind the façade turning the dilapidated building into a mixed-use project that is accessed by a soaring lobby entrance and enclosed courtyard.

Broadway Grand, Oakland, California | Completed 2008
Client: Signature Properties | 132 units | 102 Units / acre
This mixed-use project covers an entire city block in Downtown Oakland. Located in Uptown, the units sit over a Starbucks coffee shop, a Japanese restaurant, additional retail space and an enclosed parking facility for use by both residents and shoppers.

Firm Profile

Devoted to the success of our clients, BAR Architects' goal is to create meaningful and engaging environments that enhance their context, function well for users and are cost-effective. A 90-person architectural, interior design and planning firm, we approach each project as an opportunity to develop a compelling solution that exceeds our clients' expectations while maintaining the highest standards of design excellence.

BAR Architects brings demonstrated expertise in the design and planning of mixed-use, multifamily, hospitality and commercial developments. Many of our projects successfully and seamlessly integrate a variety of commercial components – retail, entertainment, office, hotels – with highly desirable yet cost efficient multifamily housing. We have worked with numerous developers such as Grosvenor, DMB, Equity, The Prado Group, Hines, Caruso Affiliated, Wolff Partners, The Irvine Company and Maguire Properties on the planning and design of communities ranging from small urban infill to sites up to 3,600 acres. Our award-winning design of four city blocks at San Jose's Santana Row, an active, mixed-use district, includes 230,000-gsf of retail, 30,000-gsf of office space, 219 dwelling units and a central plant for the entire development. Most recently, 38 Dolores, an 81-unit over a 30,000 Whole Foods Market, opened to great acclaim by the city and the nearly 40 community organizations and coalitions in the area.

Our residential work ranges from affordable to luxury and includes apartments, townhouses, lofts, condominiums and senior housing. The firm has designed over 45,000 units of multifamily housing in California alone and has completed successful projects throughout the United States and internationally. The firm is currently designing multifamily housing in San Francisco, San Jose, Denver, Palo Alto, Foster City and San Mateo. Specific to retail, BAR has been responsible for the development and implementation of large-scale retail and lifestyle centers, neighborhood-serving retail, prototypes, flagship stores and specialty boutique environments.

A proud member of the U.S. Green Building Council and a certified San Francisco Bay Area Green Business, sustainability is an integral part of our design process. Over 60% of our technical staff are LEED accredited professionals.

We have designed to all levels of LEED certification, including a recently LEED Platinum certified building. Our architects and designers have the knowledge, experience and resources to proactively and collaboratively guide clients toward effective sustainable design solutions.

A unique cornerstone of our practice is significant principal involvement. Each of the principals is actively involved in and responsible for all phases of our projects from design to construction. BAR's projects have been featured in Urban Land, arcCA and numerous other books and publications as case studies representing innovative, cost-efficient and successful best practices. In addition to being the recipient of over 180 design awards, BAR Architects has been recognized by the American Institute of Architects California Council with the Firm Award, one of the highest industry honors.

More impressive than BAR's award-winning portfolio is the firm's continued ability to design projects independent of a preconceived style. True to its roots, BAR remains committed to the highest standards of architectural design, environmental sensitivity and client service while maintaining a deeply held belief that, above all, the most important measure of our success is the satisfaction of our clients.

David Israel, AIA, a principal with BAR Architects, joined BAR in 1987 and has over 35 years of experience in master planning and designing successful mixed-use complexes with mixed-use and retail venues, multifamily housing, commercial office and hospitality facilities. Throughout his career he has successfully worked with a variety of developers, retail, corporate and public clients, along with community groups and project stakeholders to ensure the goals of the client as well as the broader community are appropriately reflected. A LEED Accredited Professional, David's work incorporates sustainable initiatives on a variety of levels, and has worked on several LEED Silver and Gold certified projects. An award-winning architect, David lends his expertise to local and national organizations such has SPUR and ULI.

David Israel, AIA
Architect, LEED AP
Principal

Licensed Architect: California, C-10906; Arizona; Colorado; Washington

Bachelor of Architecture, University of Oregon, 1975

38 Dolores, San Francisco, CA | Completed 2013
Client: The Prado Group | 81 units | 113.8 Units per acre
Located at the gateway to San Francisco's most vibrant neighborhoods, this mixed-use infill complex includes 81 units and a 30,000 sf Whole Foods Market. Certified LEED Gold in 2014, the development includes green roofs, community room, bike storage, outdoor living room with fire pit, and a butterfly habitat.

Loch Lomond, San Francisco, CA
Client: Thompson|Dorfman | 25 acres | 512-slip marina
Design provides 88 units of housing and an intimate waterfront retail plaza. The 25-acre master plan includes 59 townhomes, 29 single-family homes, 12,000 gsf of retail, 8,000 gsf of office as well as a 512-slip marina and boat launch, and a 1-acre park, which are focal points of this recreational community.

Alta Laguna, San Francisco, CA | Under Construction
Client: Wood Partners | 330 units | 76 Units per acre
This vibrant mixed-use community with 330 new market-rate multifamily living units, including 50 affordable family units, is being designed to achieve LEED-ND (Neighborhood Development) Gold. Project includes a 20,000 sf community park, and amenities building for residents, and a community garden.

Foster Square Senior Housing, Foster City, CA
Client: MidPen Housing Corp. | 66 units | .55 acres
Along with designing the master plan for Foster Square, BAR was hired by MidPen Housing Corporation to design an affordable senior living development within the master plan. The 16,450 sf building spans .5 acres and accommodates 66 affordable independent living units for seniors.

University Park (Woodmark, Weatherly, Summerhill Homes), Palo Alto, CA | Completed 2005
Client: Summerhill Homes | 29 units | 10 acres
BAR Architects provided master planning and project design for University Park. The site includes a mix of uses including multifamily condominiums and single-family homes, 48,000 sf of commercial office space, and a new 2-acre park.

Stanford California Avenue Homes, Palo Alto, CA | Under Construction
Client: Sares-Regis | 180 units | 16.96 acres
This residential community will provide Stanford's faculty with a choice of 112 multifamily residences and 68 single-family homes. BAR is planning and designing the multifamily homes, fitness facility, community building/pool complex and cottage homes.

William Duncanson brings 15 years proven experience of architectural design across an array of project types including mixed-use, multifamily and affordable housing, custom residences, educational facilities, retail and commercial complexes. His recent focus is on high-density mixed-use housing projects in San Francisco and around the Bay Area. Multifamily urban infill housing has become Williams' passion, believing strongly that high-quality housing is the first step in creating denser and more livable cities, a key ingredient to our sustainable future. He has experience in all aspects of the design process, from pre-design to construction documents and construction contract administration for all types of construction, and possesses a great depth of experience in Entitlements and Permitting.

Del Monte, Alameda, CA
Client: Tim Lewis Communities | 309 units
An adaptive re-use of the Alameda Landmark Del Monte Cannery, this mixed-use project will contain 9,200 sf neighborhood serving retail, 309 live-work and residential units, 460 parking spaces, parking for 185 bikes, a "bike kitchen" for repair, and a public pedestrian paseo linking the adjoining neighborhoods.

One Henry Adams, San Francisco, CA
Client: Equity Residential | 239 units | 1.65 acres
The new mixed-use development features two independent buildings separated by a publicly-accessible pedestrian alley. Together the buildings comprise 239 apartments, 157 parking spaces (most in mechanical shufflers), residential amenity areas, and 13,140 sf of ground-floor commercial space.

Foster Square Senior Housing, Foster City, CA
Client: MidPen Housing Corp. | 66 units | .55 acres
Along with designing the master plan for Foster Square, BAR was hired by MidPen Housing Corporation to design an affordable senior living development within the master plan. The 16,450 sf building spans .5 acres and accommodates 66 affordable independent living units for seniors.

Hunters Point Shipyard Block 51*, San Francisco, CA | Under Construction
Client: Lennar Urban | 63 units
Entitlements and construction documents for 63-unit multifamily residential complex. Amenities include wood flooring and expansive windows, airy common spaces, private balconies, a lush courtyard, and a community roof deck with outdoor BBQ grills.

178 Townsend (Archlight)*, San Francisco, CA | Completed 2012
Client: Martin Building Company | 96 units
Adaptive reuse of historic power plant into 96-unit multifamily residence complex in the South Park neighborhood. These loft homes have elaborately landscaped roof decks that offer year-round outdoor entertaining with grilling, lounge seating, custom stone and tile spa, and magnificent city views.

2235 Third Street*, San Francisco, CA | Completed 2012
Client: Martin Building Company | 194 units
Adaptive reuse of two historic buildings and new construction located in the vibrant central waterfront district known as the historic Dogpatch area. Community includes 194 residential loft units, retail space, sky lounge, gym and zen garden.

**Individual experience while Principal at Ian Birchall and Associates.*

William Duncanson
LEED AP
Designer

Ph.D. Candidate, University of California, Berkeley

Master of Science in Architecture, University of California, Berkeley, 2001

Bachelor of Architecture, Southern California Institute of Architecture, 1995

Rob Anderson, President of Field Paoli Architects, is known for designing projects that bring vibrant food and retail establishments into settings where they can support local economies and stimulate new life on city streets. His portfolio spans from the urban infill concepts of Paseo Nuevo in Santa Barbara to Draeger's flagship market in San Mateo. Rob used food and entertainment as the economic drivers for On Broadway that led the revitalization of downtown Redwood City and smaller scale local food venues anchor the recently renovated Emeryville Public Market. Presently, Rob is the Design Architect for Prairiefire, a mixed-use project in Overland Park, Kansas that is anchored by The American Museum of Natural History and for Keahuolu Village in Kona, Hawaii.

South Shore Center, Alameda, CA | Completed 2007
Client: Jamestown Properties | 600,000 sf
Responding to the community's pride in its early "Bay Area style" neighborhoods, Field Paoli worked with the owner to make the 30-year old center blend architecturally with the surrounding neighborhoods. Sustainable features include pervious paving, FSC certified wood & transit lines through the center of the site.

The Dunes, Marina, CA | Ongoing
Client: Shea Properties | 121,000 sf
Retail master planning for a town center located at the former Fort Ord site. The new neighborhood will be a sustainable, pedestrian friendly place with retail, office, residential and recreation elements.

Paseo Nuevo, Santa Barbara, CA | Completed 1990
Client: City of Santa Barbara | 133,000 sf
Field Paoli developed a plan for a regional retail center that fits seamlessly into the existing urban fabric of the street and neighborhood. The 2 city-block redevelopment includes 2 department stores, retail shops, a public/performing arts center and office, as well as below-grade and rooftop parking.

On Broadway, Redwood City, CA | Completed 2006
Client: The Innisfree Companies | 160,000 sf
On Broadway takes advantage of an adjacent major commuter rail station to support a new cinema, retail and below-grade parking. The project has sparked new investment in this downtown district, including renovation of important historical structures and expansion of existing retail.

Prairiefire, Overland Park, KS | Phase I completed 2014
Client: Merrill Companies | 800,000 sf
Prairiefire is a regional mixed-use center that is anchored by the American Museum of Natural History. Prairiefire brings many "First-To-Market" tenants to the region and the finally phase of retail, residential, employment and hotel is expected to open in 2016.

Otay Ranch Town Center, Chula Vista, CA | Completed 2006
Client: General Growth Properties | 850,000 sf
Otay Ranch Town Center is the commercial hub for residents of the local community as well as a destination for shoppers traveling from northern Mexico. The 85-acre site is organized along a grid of pedestrian-friendly streets. Landscaped courtyards serve informal social gatherings, restaurant seating, and community events.

Rob Anderson
Architect
Principal

Licensed Architect:
California, C-10472

Master of Architecture
University of California,
Berkeley | 1975

Bachelor of Architecture
University of California,
Berkeley | 1973

With more than 37 years of experience, Denis brings extensive knowledge on the complex issues concerning building housing projects. He has served as Principal-in-Charge for many of Kwan Henmi's sustainable housing projects, ranging from medium to high density, adaptive reuse, as well as new construction. His diverse portfolio also includes civic, education, industrial, mixed use, and multi-family housing projects. Denis brings a strong understanding of the technical building components paired with a highly analytical and creative approach towards managing projects. This results in his specialization on building analysis. He is skilled in applying sustainable principles to buildings while maintaining their functionality and aesthetics. His ability in obtaining LEED certification for projects while maintaining client's budgets is an important part of his continuing success.

Denis Henmi
Architect
Principal-in-Charge

Licensed Architect
California, C-11009

B.A. in Architecture
University of California at Berkeley, 1974

600 Wall Street, San Francisco, CA
Located in the up and coming Denny Triangle area of downtown Seattle, is a 41 story residential and mixed use project. It is going through entitlements in 2014.

The Paramount, San Francisco, CA
Design of a 40-story mixed-use tower with 486 market rate luxury and affordable housing apartment units, 26,000 SF of commercial retail, 16,000 SF of office space and a gallery.

Marlow, 1800 Van Ness, San Francisco, CA
Located on the corner of Van Ness and Pine Street, near Nob Hill, this residential for-sale project consists of 94 units, featuring one and two bedroom units, with a small number of studios and three bedrooms. The project is currently under construction, and is set to open in spring of 2014.

Arterra, San Francisco, CA
Arterra is California's first LEED Silver residential high rise community. This project combines the design of a healthy building, sustainability, aesthetics and good business, with the goal to enhance quality of life for residents. While receiving critical praise, the 269 unit project is a vibrant, affordable, environmentally responsible contribution to the re-envisioned neighborhood of Mission Bay.

Watermark, San Francisco, CA
Kwan Henmi was Executive Architect for this 22-story luxury residential building housing 130 condominiums, 136 parking spaces, six 2-story town home units and common resident amenities.

8th & Seneca, Seattle, WA
Design of this new contemporary 335 unit, 32-story apartment high-rise serving downtown Seattle's Financial District. The project is 427,000 gross construction area, including 262,0000 net leasable area, and is currently under construction.

Faraaz Mirza is the Director of Design at Kwan Henmi Architecture & Planning. Over the past 16 years, he has become a recognized leader of high density, urban infill project design. His award-winning residential projects in the San Francisco Bay Area are identifiable by their intricate detailing in order to produce multi-deminsional planes and patterns through choice of material, color, and structure. These vibrant projects capture the movement and culture of San Francisco. Faraaz is also a leader in sustainable design, having completed Arterra, the first high-rise residential project to be certified LEED silver in California. The combination of his forward thinking, spatial problem solving, and extensive knowledge of green technology have resulted in the design of communities that encompass the latest best practice in sustainable design.

Faraaz Mirza
Director of Design

Master of Architecture
University of California - Berkeley, 1997

Bachelor of Environmental Design
Texas A&M University, 1994

Pine & Franklin, San Francisco, CA
Full service design for new 262 unit, 13-story condominium development with 5,000 SF in ground retail located in the Lower Pacific Heights neighborhood of San Francisco. Project is currently in EIR, anticipated to move through entitlements during summer of 2014.

Vida, 2558 Mission, San Francisco, CA
Full service design for new 114 unit condominium development. Market rate units will target first time buyers in the Mission District of San Francisco. Located on the site of the historic New Mission Theater, the design includes eight-story building over one level of underground parking, including 15,000 SF of retail on the ground floor facing Mission.

Marlow, 1800 Van Ness, San Francisco, CA
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Watermark, San Francisco, CA
Kwan Henmi was Executive Architect for this 22-story luxury residential building housing 130 condominiums, 136 parking spaces, six 2-story town home units and common resident amenities.

Eugene Coleman Community House, San Francisco, CA
Kwan Henmi designed this affordable residential housing building.

Neil Peralta brings 21 year of industry experience to the Kwan Henmi team, and is an associate of the company. As a senior project manager for many of the firm's educational, commercial, residential, and civic projects, he holds expertise in project detailing through construction documents and serves as a mentor to junior design members of the team. Neil recently assisted on the design team for Las Positas College, creating the construction documents for the new Building 1850 for the science and biology program. His experience is wide-range, from early programming/guidelines through construction administration. He specializes in the use of Building Information Modeling to ensure successful project delivery.

Neil Peralta
Project Manager

Bachelor of Architecture
University of Hawaii, 1992

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Full service design for new 262 unit, 13-story condominium development with 5,000 SF in ground retail located in the Lower Pacific Heights neighborhood of San Francisco. Project is currently in EIR, anticipated to move through entitlements during summer of 2014.

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The Paramount, San Francisco, CA
Design of a 40-story mixed-use tower with 486 market rate luxury and affordable housing apartment units, 26,000 SF of commercial retail, 16,000 SF of office space and a gallery.

Veronica Hinkley Reck has been designing award-winning housing projects of all scales in the Bay Area and San Diego for the past nineteen years. In 2003 her design garnered second place in the SF Prize Housing Design Competition. In 2005 she established Ignition Architecture in Alameda to focus on creative and sustainable mixed-use housing design. In 2006 she won an invited competition for the Octavia Court affordable housing project. In 2013 Ignition was selected by the Alameda Housing Authority to be qualified to bid on affordable Housing projects in Alameda. Her recent projects include 2 blocks in Mission Bay and a 5-building housing project in Hunters Point Shipyard former naval base. While her firm also designs restaurant, retail, hospitality and single-family work, her interest in realizing quality multi-unit projects is paramount.

Veronica Hinkley Reck
Architect
Principal

Licensed Architect:
California, C-32789

Masters of Architecture
Virgina Polytechnical and State University
Blacksburg, VA | 1995

Hunters Point Shipyard Block 52, San Francisco, CA | In Progress
Client: Lennar Urban | 74 units | 126,000 SF
Occupying a prominent hilltop site in the Hunters Point Shipyard development area, a former historic naval site. Block 52 comprises 5 buildings of varying typology, including townhomes and flats. This project is completing entitlements and construction documents are in progress.

Octavia Court, San Francisco, CA | Completed 2011
Client: West Bay Housing | 15 units | 16,000 SF
Octavia Court was the first housing project completed along the new Octavia Boulevard in San Francisco after the freeway was demolished. This Type III, HUD section 811 affordable housing project for developmentally disabled residents features a sculptural lit screen and PV panels that power all common and exterior lighting.

Mission Bay "Channel", San Francisco, CA | Completed 2014
Client: UDR | 315 units | 89,497 SF
Collaborating with Ankrom Moisan Architects, our work included full conceptual design through CDs and generation, coordination, and presentation of entitlement materials to OCII. Additional work included collaboration with the interior designer to detail the public spaces.

Main Street Housing II, Half Moon Bay, CA | Completed 2001
Client: Mid-Peninsula Housing Coalition | 36 units | 31,000 SF
This project was the second phase of an affordable housing project for migrant workers in Half Moon Bay. A barn-red community center anchors this second phase of construction. Two story buildings, designed to look like individual farmhouses, flank a winding path provides a protected, landscaped play area shared by all of the families.*

Monkey Bars, Alameda, CA | Completed 2012
Client: Monkey Bars | 5,000 SF
The client's goal for this Park Street, Alameda, facade was to express the identity of the eco-friendly children's clothing/toy store at the face of the building. This design includes a custom powder coated aluminum and reclaimed wood awning with integrated signage that is playful, modern and respectful of the historic facade.

San Pedro Commons, Colma, CA | Completed 2000
Client: Mid-Peninsula Housing Coalition | 74 units | 75,000 SF
This transit-oriented seniors development comprises living units on a podium over parking, retail, and office space. There is a community center in the central courtyard at the podium level and a separate retail building with a manager's unit above.*

*Completed while project manager at another firm

A Critical member of our team, Janey contributes twelve years of experience managing the design and construction administration services for affordable and market-rate mixed-used housing projects throughout the Bay Area. A skillful project manager, Janey is a graduate of UC Berkeley and is valued for her clear communication and strong capacity for big picture results. Janey is adept in her ability to mentor and oversee project staff while tracking the project schedule and managing all required consulting engineers on the team. Our clients enjoy working with her thanks to her clarity in problem-solving and commitment to service.

Janey Madamba
Project Manager

Bachelor of Arts, Architecture, University of California, Berkeley
Berkeley, CA | 2002

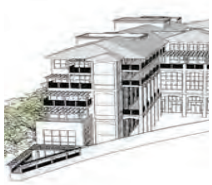
Hunters Point Shipyard Block 52, San Francisco, CA | In Progress
Client: Lennar Urban | 74 units | 126,000 SF
Occupying a prominent hilltop site in the Hunters Point Shipyard development area, a former historic naval site. Block 52 comprises 5 buildings of varying typology with a total of 74 residential units. This project is completing entitlements and construction documents are in progress.

Reutlinger Community for Jewish Living, Danville, CA | 2014
Client: Reutlinger Community for Jewish Living | 100,000 SF
Located in Danville, this project is an extensive interior renovation and reconfiguration of the common areas in an existing 100,00 SF residential care facility for seniors. The project scope includes two exterior additions, a sun filled patio connected to a renovated courtyard as well as a new service elevator. *

Garland Plaza Apartments, Sunnyvale, CA | Completed 2013
Client: Mid-Peninsula Housing Coalition
Located in Sunnyvale, the project boasts a complete facelift and rehabilitation of 20 apartment homes including two additions, a new community building, and new carports. *

Lion Creek Crossings, Oakland, CA | Completed 2011
Client: EBALDC and The Related Companies
Phase IV of the Hope VI federal program to replace the blighted Coliseum Gardens Public housing project. Located adjacent to the Coliseum BART station, the project presents 72 new affordable family townhomes and flats (3 stories over Podium), plus parking and parklift system and services on a 1.5 acres site.*

Willow Court Lofts, Oakland, CA | Completed 2009
Client: XP Development | 22,000 SF
This project was the conversion of an existing 22,000 SF CMU one story warehouse with deep bowstring trusses into 18 live-work three story lofts with two central courtyards and parking area.*



Fruitvale Point, Oakland, CA
Client: Scotland-Lane, LLC | 180,000 SF
This transit oriented mixed use building proposes 46 work/live units on the ground floor and podium levels with two stories of 47 residential units above the podium level. Site area 50,000 SF, built area 180,000 SF. *

*Completed while project manager at another firm

David Cumby joined Ignition Architecture in 2011 and currently focuses on the technical aspects of building throughout all phases of work, from early stage evaluation of strategies for code compliance and technical feasibility to construction administration. Prior to joining Ignition Architecture David worked with TannerHecht Architecture in San Francisco on large scale multi-unit residential projects. He has extensive experience with regulatory review procedures and works to support clients through all phases of project development while also thoughtfully balancing the need for cost control with the desire for a high quality completed project.

David Cumby
Technical Architect
Principal

Licensed Architect:
California, C-29182

Bachelor of Architecture
The University of Texas
Austin, TX | 1995

Hunters Point Shipyard Block 52, San Francisco, CA | In Progress
Client: Lennar Urban | 74 units | 126,000 SF
Occupying a prominent hilltop site in the Hunters Point Shipyard development area, a former historic naval site. Block 52 comprises 5 buildings of varying typology with a total of 74 residential units. This project is completing entitlements and construction documents are in progress.

Esperanza Rehabilitation Competition, Alameda, CA | 2013
We were invited to submit a design entry for rehabilitation of a 120-unit affordable housing project in Alameda. Work included design of a new community center of a new exterior rehabilitation concepts for 10 apartment buildings, and lush landscaped grounds.

Mission Bay Blocks 5 & 11, San Francisco, CA | Completed 2014
Client: UDR | 315 units | 89,497 SF
As Associate Architect work included full design of exterior portions of the building, and generating, coordinating, and presenting entitlement materials to OCII. Work also included Design Development documentation and peer reviews during Construction Documentation phase.

Mission Bay "Channel", San Francisco, CA | Completed 2014
Client: UDR | 315 units | 89,497 SF
Collaborating with Ankrom Moisan Architects, our work included full conceptual design through CDs and generation, coordination, and presentation of entitlement materials to OCII. Additional work included collaboration with the interior designer to detail the public spaces.

Sé Hotel & Condominiums, San Diego, CA | Completed 2008
Client: Steve Rebell | 144 Guest rooms, 41 Condominiums | 75,000SF
This 22-story boutique hotel comprising hotel rooms, hotel condominiums, penthouses, a restaurant, conference rooms, a pool deck and two bars balanced aesthetics with sustainability. Solar panels at the roof & South wall contribute power while sunshades at the West elevation reduce heat gain.*

Icon Condominiums, San Diego, CA | Completed 2005
Client: Avenu Realty Group | 327 units | 399,333 SF
This 23-story Type 1 multi-unit residential project comprises 4 towers, 327 residential units, commercial space and parking, fitness and office spaces. The design reflects the industrial context.*

*Completed while project manager at another firm

Paul Lettieri, MLA, ASLA, is the president of the Guzzardo Partnership, Inc. and has over 37 years experience in all phases of landscape architecture, land planning and design. The relationship of interior and exterior landscapes and their interactions with the users of the site have long been key components of his landscape design projects. Paul has been involved in many urban design and high-density multiy-family housing, from the master planning stage through detail design and construction documents. He has been the lead designer and project manager for many corporate offices, high density residential developments, parks, and landscape master plans including design guidelines in the California Bay Area and internationally. Paul joined Guzzardo and Associates , Inc. in 1978 and in 2000, Paul and Gary Laymon became the owners of The Guzzardo Partnership, Inc.

Paul Lettieri
Landscape Architect
Principal

Licensed Landscape Architect:
California, No. 1918

Master of Landscape Architecture
University of Illinios
Urbana-Champaign, IL | 1977

The Plaza at Triton, Foster City, CA | Completed 2013
Client: Sares Regis Group | 425,000 sq ft mixed use
This new mixed-use community features 307 units and approx 17,000 sq ft of retail space. Private interior courtyards have been designed with amenities including pool and spa, outdoor kitchen, zen/water garden, and fireplace/meeting space. A new 1.2 acre park was also built as part of the Triton Pilgrim Redevelopment Master Plan.

Paragon at Fremont, Fremont, CA | Completed 2013
Client: SummerHill Apartment Communities | 301 units | 4 acre
A 301-unit, four-story mixed use apartment community with ground floor retail space. A half-acre public park serves as a pedestrian thoroughfare and gathering space with art work, sculptures and seating. Building amenities include private courtyards with seating areas, outdoor bbq's, fireplaces, sculptural elements and a pool/spa.

Domain by Alta, Oakland, CA | Completed 2011
Client: Wood Partners | 264 units
Geared towards urban lifestyle sensibilities, this five story residential comples over parking, retail and commercial space is one of the last pieces of the Oakland City Center development. Two courtyards offer public as well as private space for residents with a reflecting pool, fire place walls, wood decking, and seating areas.

Midtown Fremont Design Guidelines, Fremont, CA | Completed 2010
Client: City of Fremont
The public streetscape emphasizes an urban pedestrian, bike and transit-friendly quality with wide, tree-lined sidewalks and consistent amenities and materials. We worked closely with the City of Fremont to establish the of Design Guidelines.

Durant Village, Oakland, CA | Completed 2003
Client: Signature Properties | 60 units | 20.5 acre site
Historic Durant Square was first developed by Durant Motor Company in 1921. The 20.5 acre site is situated at the Oakland/ San Leandro City limit line. The project included 60 apartments, a grocery store, retail and office space. Another phase of the development included 168 for sale townhomes.

Cupertino City Center and Cali Mill Plaza, Cupertino, California | Completed 2004
Client: Prometheus Real Estate Group | City of Cupertino
Right in the center of Cupertino, this 9 block mixed-use development is comprised of office space, rental apartments, recreational facilities, a hotel and restaurants. We were involved in the landscape master planning for the site.

Colin Bly joined The Guzzardo Partnership, Inc. in 1995. He is particularly intersted in sustainable landsape design and construction. He endeavors to introduce green building principles to the attention of clients and successfully integrate them into our projects. Colin brings his extensive knowledge and experience in construction practice and detailing to his role as project manager. The scope of his experience has spanned a wide range of project types including land planning, corporate campus design, commercial and residential development, public parks, and environmental restoration.

Colin Bly
Landscape Designer
Associate Principal

Bachelor of Science
Landscape Design and Planning
University of Michigan
Ann Arbor, MI | 1994

Loch Lomond Marina, San Rafael, CA | Ongoing
Client: Thompson Dorfman Residential | 128 acre mixed use
The site, located on the south side of Point San Pedro Road along San Francisco Bay has varied characteristics including dry uplands, a marina basin and open water. The proposed Village of Loch Lomond Marina Development Plan is a mixed use water-oriented project.

Solstice Apartments, Sunnyvale, CA | Completed 2013
Client: BRE Properties Inc. | 280 units | 24,000 sq ft retail space
We provided landscape architectural services for this luxury apartment community. This dynamic mixed-use development addresses the high demand for residential living in downtown Sunnyvale. Amenities include a swimming pool and spa, outdoor gathering spaces with fire place and bbq. A retail courtyard is carved into the streetscape and accented with public art.

Corde Terra Village, Santa Clara, CA | Completed 2010
Client: ROEM Development Co. | 543 units
The Corde Terra Village is a 'mixed-use' community consisting of 3 neighborhoods with 543 housing units including senior apartments, affordable family rental apartments and for sale single family homes. The community has a central pool area and each neighborhood has its own garden. Common open spaces are linked by landscaped walks. Other amenities include play areas and underground parking.

Luna Park, San Jose, CA | Completed 2008
Client: City of San Jose | Taylor Morrison | 1.3 acre
The community occupies the site of a former refrigeration and cold-storage plant. We worked with the City of San Jose to develop the site program and amenities for this community park. The 1.3 acre public park is a key component of the redevelopment which symbolizes a renaissance for the area. Park amenities include a play area, shaded picnic areas and open lawn. 200 multi-family attached units were built on the 9.6 acre site.

550 Moreland, Santa Clara, CA | Completed 2008
Client: Prometheus Real Estate Group | 430 units
Located in the heart of the Silicon Valley this residential community comprises of 430 residential units on a 5.42 acre site. The five buildings are placed around graceful, symmetrical podium gardens. These include lawn courts for passive recreation uses, classical fountains with a modern touch, terra cotta pots, and rich paving materials. Amenities include a pool and spa, outdoor kitchen and fireplace area.

Marina University Villages, Marina, California | Ongoing
Client: Marina Community Partners | 429 acres
Located on a former military base, University Villages, a 429 acre master planned community proposes a variety of linked uses, including retail, housing, town squares, parks and recreation facilities. We assisted in developing the specific plan and design guidelines for this long-term development.

Aleksandra Idziak-Brown joined The Guzzardo Partnership, Inc. in 2007 starting her intership after graduating from Warsaw University of Life Sciences with a Master of Science in Landscape Architecture (Garden and Landscape Art Profile - Bachelor equivalent in US). Continuing her interest in landscape art, Aleks endeavors to create new, modern designs and graphic works in which she is not afraid to play with strong forms, structures, colors and patterns. She is involved in all stages of the design process starting from graphic presentations and design development, through to producing construction drawings and management.

Aleks Idziak-Brown
Landscape Designer
Senior Associate

Master of Science in Landscape Architecture
Warsaw University of Life Sciences
Warsaw, Poland | 2006

Main Street Cupertino, Cupertino, CA | Ongoing
Client: Sand Hill Property Companies | 16 acre mixed use
The master plan for this mixed-use project creates a new downtown village, including a varierty or retail, office, senior housing and a hotel. We assisted in developing the sustainable design program for the site, combining innovative preservation, conservation and smart growth features into the project.

Edgewood Plaza, Palo Alto, CA | Completed 2014
Client: Sand Hill Property Companies
We provided the landscape architectural services for the mixed-use redevelopment of mid-century modernist developer Joseph Eichler's only shopping center. The intent of the renovation was to improve the functionality and design of the site while maintaining its historical landscape values and the surrounding neighborhood.

Lytton Plaza, Palo Alto, CA | Completed 2013
Client: Friends of Lytton Plaza | City of Palo Alto
The plaza redesign is the result of a visionary effort by a Private Leadership Group and the City of Palo Alto to create a vibrant public space in the center of the Palo Alto Business District. We were the lead consultant in transforming the plaza into a space, which invites individuals and groups to gather and enjoy the public live in downtown.

Solstice Apartments, Sunnyvale, CA | Completed 2013
Client: BRE Properties Inc. | 280 units | 24,000 sq ft retail space
We provided landscape architectural services for this luxury apartment community. This dynamic mixed-use development addresses the high demand for residential living in downtown Sunnyvale. Amenities include a swimming pool and spa, outdoor gathering spaces with fire place and bbq. A retail courtyard is carved into the streetscape and accented with public art.

Midtown Fremont Design Guidelines, Fremont, CA | Completed 2010
Client: City of Fremont
The public streetscape should emphasize an urban pedestrian, bike and transit-friendly quality with wide, tree-lined sidewalks and consistent amenities and materials. We worked closely with the City of Fremont to establish a list of Design Guidelines.

Sunnyvale Town Center, Sunnyvale, California | Ongoing
Client: Sand Hill Property Companies | RREEF | 184 acre site
Right in the center of Cupertino, this 9 block mixed-use development is comprised of office space, rental apartments, recreational facilities, a hotel and restaurants. We have been involved in the landscape master planning for the site.

Section IV

Project Description

IV. Project Description - Alameda Point Site A

Alameda Point Partners is proposing a development program that we believe is consistent with the entitlements for Alameda Point. While we certainly expect to cooperatively work with City staff and other stakeholders to develop a final program, based on our evaluation of the residential and commercial market for Alameda Point, we are proposing the following program mix:

Residential:

800 attached homes consisting of a mix of townhomes, condominiums and apartments, including, residential mixed-use product above retail in the Town Center core area as described in the planning documents. We also expect that certain ground floor spaces along Ralph Appezzato Memorial Parkway, for example, may be suitable for Live/Work studios, a product that could be converted to retail store fronts, a design flexibility required under the Precise Plan, in the future if market conditions warrant. With a 25% affordability requirement, we expect that the 15% of low- and very low-income units (120 homes) would be built as stand-alone low-income housing tax credit apartment communities. Depending on status of available financing these tax credit units would likely consist of one or two projects. The balance of affordable housing (moderate-income) would be developed as inclusionary units within market rate developments. We will work closely with our affordable housing partner, Eden Housing, and the City to determine the best delivery model for meeting this important obligation.

At this time, we do not have a defined amount of for-sale and rental product. We expect that, generally, the split between for-sale and rental tenure will be market-driven. The townhomes are contemplated to be for-sale product. The residential expertise on our team is broad, and we have the capability to nimbly respond -- unlike an apartment REIT or typical homebuilder -- to market conditions and deliver either homeownership or rental homes.

Retail:

As the Town Center Precise Plan does not include specific area requirements it appears that approximately 100-150,000 square feet is planned for. Overtime we believe the planned area can be accommodated. As described in Section 2 of these Qualifications, Alameda is well served by various retail shopping districts. We envision a Waterfront Town Center retail village that does not compete with existing island retail, especially the neighboring Alameda Landing project.

Creative Office:

A range of 30,000 to 50,000 square feet of small, flexible neighborhood workplaces in approximately 500 to 3,500 square foot spaces properly distributed throughout the neighborhood business districts will support jobs-housing balance and enhance daytime population. This is a key element to complete the 'new urbanist', fully-integrated approach at Alameda Point by providing flexible workplaces for small, non-retail professional and service businesses, which best thrive in a mixed-use environment.

Furthermore, quality, well-amenitized workplaces and professional service businesses close to homes will contribute toward project TDM goals and help minimize travel needs to and from Alameda Point.

Parks and Open Space:

The Town Center and Waterfront Precise Plan situates key public spaces and view corridors throughout Site A. The overarching goal of these planned locations is to draw people to this wonderful waterfront area and create walk-able, vibrant outdoor spaces.

"But great parks and open spaces are so much more than that..."

Creating great parks and open spaces is about "Place Making". It is about establishing iconic places that draw people in and make them want to be a part of the environment. How are these great places created? By pulling from the resources that you already have and using the environment to bring out the special attributes that make it unique. All the elements are already there for Alameda Point to become a very special and iconic "place"; stunning views of the Bay, San Francisco, Treasure Island and Oakland; an existing ferry service that just needs to be relocated to the right spot, Seaplane Lagoon; a world-class waterfront dock, with better access to the heart of San Francisco than San Francisco itself; an existing and thriving farmers market that can only flourish with the spectacular backdrop of a truly great waterfront village environment; a love and pride for its' community like no other city in the Bay area.

What's needed to make this vision a reality? The winning team with the right outlook and attitude, experience, and dedication to revive this waterfront area like no other development team can. A team that has collaborated with some of the best designers in the world all while partnering with city planners and staff, who has thoughtfully listened to its' community and taken their input and who has envisioned, created, and built some of the best parks in the Bay area. A team that has the experience of transforming under-utilized and blighted waterfront property into places of gathering, beauty, pride, greatness, discovery, variety, fun and imagination, as well as places of reconnecting with the water and environment. A team that has the experience, creativity and resources to transform the area into places of celebration, places of hope..."Place Making".

Our Goal is to:

Reconnect Alameda Point with itself and further reconnect Alameda to the Bay.

Section V

Previous Experience

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

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

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

The Bayport Alameda project was the first project developed at the former Alameda Naval Air Station (NAS). It's very similar in nature to the Alameda Point project and carries a lot of the same development attributes and challenges. The Bayport Alameda site was originally part of the Fleet Industrial Supply Center and East Housing Area (FISC/EHA), which transferred from the Navy to the City who ultimately awarded Catellus the development rights for the full 167 acres. The initial planning of the site separated it into two distinct areas, 87 acres for residential use and 80 acres for commercial use. This decision was largely driven by of the environmental conditions and Navy's clean up efforts. Catellus broke ground in 2001 on the commercial site but due to market conditions and collapse of the "DOT.COM" bubble, stopped commercial development and focused efforts on the development of the residential portion. Philip Owen, President at O2-blu, was involved early on in the initial planning, demolition and remediation efforts. In 2004, Catellus sold their interest in the Bayport Alameda residential project to FOCIL-BP, LLC and Mr. Owen stayed on as Vice President with Catellus and continued to manage the development for FOCIL. The project was complete and the last home closed in August of 2009.

During his management of the Bayport Alameda project, Mr. Owen gained extensive experience and insight into Brownfield redevelopment at the Alameda NAS and Navy interaction. In 2006, the project received the CELSOC Excellence in Engineering Honor Award for Hazardous Waste Cleanup. The project was also extremely focused on sustainable land development and recycled and reused more the 90% of material demolished. This effort generated over $1 million in additional funding for the public infrastructure improvements while substantially reducing costs. Mr. Owen oversaw over $75 million in new public infrastructure improvements including the design, permitting and construction of new streets, sidewalks, open space landscaping, underground

utilities, installation of a storm water pump station, treatment pond, outfall to the Oakland estuary, relocation of 115kV overhead power lines and refurbishment of existing sanitary sewer pump station. Mr. Owen also worked closely with the RWQCB and implemented several new standards in clean water treatment systems for storm water management. Alameda Point will require many of these same types of public improvements and coordination efforts and Mr. Owen has the expertise to deliver.

The Bayport Alameda Brownfield redevelopment project was a public/private partnership between Catellus, City of Alameda and Warmington Homes, with the development team taking the lead on building and financing the public improvements. Mr. Owen also oversaw $300+ million Joint Venture partnership, coordinating the needs of the residential developers and other various stakeholders, like AUSD for the elementary school development, and RCD on the affordable housing development, to ensure their project needs were met. He continued to oversee the JV relationship until the project closed and FOCIL was reimbursed for all expenditures and the partnership dissolved.

{Bayport Alameda financing consisted of: ARRA Bonds; Direct Tax Increment; Tax Increment Bonds; Grants; land sales proceeds from Catellus and FOCIL; Profit participation from the Bayport JV; recycled material proceeds; Catellus and FOCIL loans; Bank of America Loan}

Bayport Alameda is a master-planned community that combines the traditions of the past with the latest in home design and community planning. Bayport Alameda entitlement and features include:

- 485 housing units, of which, 437were market rate single-family homes richly detailed in neo-traditional architectural styles.
- 48 affordable housing units (25%) made up of a combination of two story town homes and apartment units
- community focal points and 4 mini-parks where designed to encourage walking and help create and keep that small-town feeling characteristic to Alameda
- a 4-acre centrally located park adjoining the Ruby Bridges K-8 Elementary School
- Tree-lined neighborhood walks with beautiful landscape and pleasing, pedestrian-friendly streetscape
- Garages that face the alleyways, allowing a more inviting and street friendly architecture
- New street grids that line up and

integrate with existing roads
- Access to waterfront parks, promenades and the Oakland Estuary
- Close proximately to public transit bus system, ferry service to Oakland's Jack London Square and the San Francisco Ferry building
- Adjacent to the Alameda Community College and sports field

The project had a PLA with Local Hire goals that needed to be met and Mr. Owen oversaw its compliance. Additionally, given the complicated nature of the development and Navy's ongoing cleanup efforts, there was a significant amount of Community outreach and public engagement necessary. The site was transformed from a former Brownfield military base into a successful, warm and welcoming residential development through a strong public/private partnership, community engagement process, and coordination efforts with the Navy and regulators.

These are just a few examples of the many of the lessons learned, some have to do with the uniqueness of this site and the complicated nature of Brownfield development at Alameda NAS, others with the stagnation of development at Alameda Point and lack of affordable housing in the city. These lessons learned are applicable and transferrable to the Alameda Point site. In developing Alameda Point, you need to expect the unexpected and have a good backup plan if and when things change. Alameda is a community in need of more affordable housing and economic reuse of this former military base. Alameda needs an economic catalyst that can help bring jobs back to the city and our nimble team of experts can simultaneously focus on core development specializations, helping to bring the vision of Alameda Point to fruition at cohesive and faster pace. Alameda is made up of thoughtful and concerned citizens who want a say in how their community develops, so it's important to be inclusionary not exclusionary.

Madison Marquette's Southwest Waterfront also known as The Wharf will create the signature mixed-use development on Washington's waterfront. At 27 acres and 2.7 million square feet of development, the project is one of the largest development opportunities ever available in Washington, D.C., the most desirable real estate market in the United States. The site is strategically located within close proximity to the US Capitol, the National Mall, the Smithsonian, numerous government agencies, as well as cultural and tourist attractions. The project will create a world-class waterfront destination of a scale similar to New York's Battery Park City and London's Canary Wharf. Ground was broken in March, 2014. www.swcdwaterfront.com

The Waterfont's plan aims to produce an active, mixed-use, urban riverfront that showcases distinctive cultural destinations, and build upon the existing, strong waterfront community. It features the following components:

- Housing – Hundreds of economically and socially integrated housing options, both for-sale and rental apartments.
- Cultural – A cultural component focused on education and maritime history.
- Hotels – Hotel options to serve the needs of visitors from around world, coming to the waterfront for either business or pleasure.
- Retail- Entertainment- Neighborhood amenities – Neighborhood-serving retail such as a gourmet grocery, casual and upscale dining, cafes, shops and opportunities for local, small retailers.
- Public Realm – A multitude of parks, open space, and an extensive promenade will lie throughout the project.
- Water-focused development – This project is about the water. The redevelopment will transform the marina and channel area to optimize both water traffic and views.
- Sustainable Design – The project is be participating in the LEED-ND (Neighborhood Development) program, in addition to all buildings being LEED-Silver Certified.

ASBURY PARK

Asbury Park, NJ

Asbury Park is located in Monmouth County, New Jersey, between Deal Lake to the north and Ocean Grove to the south. It is surrounded by upscale lifestyle communities that are among the most affluent in the nation. Madison Marquette had the opportunity to redevelop this 500,000 SF property along with over 3,000 residential units. The project represents an unprecedented opportunity to rebuild one of the nation's most historic beach-front communities. The plan included rehabilitating the vacant and decaying retail, restaurant and entertainment venues by adding successful and stable year-round tenants. To increase foot traffic, Madison Marquette coordinated with Live Nation to bring internationally acclaimed music artists, which cultivated the eclectic ambiance Asbury Park desired to maintain The entire waterfront redevelopment is expected to evolve over the next ten years, ultimately producing more than $1.25 billion in total economic redevelopment.

Tableau Development Company's principal, Jack Robertson, recently left Lennar Urban where he oversaw all vertical development, promulgation of design standards, affordable housing initiatives, and coordination of vertical development activities with the infrastructure division the Hunters Point Naval Shipyard/ Candlestick Point (the "Shipyard"). The Shipyard is a 777-acre master-planned community comprising 12,000 homes, 3+ million square feet of commercial retail and office, and 326 acres of parks and open space along 9 miles of Bay shoreline. The Shipyard is a brownfield site undergoing phased Navy remediation and its build-out will occur over two decades. In addition to developer equity and construction financing, the project involves substantial public financing, including community facilities districts, Tax increment financing, and State and Federal grants.

During his tenure at Lennar Urban, Mr. Robertson oversaw the design, permitting and construction of the initial phase of residential construction, commenced in Summer 2013, consisting of four blocks totaling 247 townhomes and condominiums ($100 million construction budget) similar in scale to what is contemplated for Alameda Point. In addition, he was overseeing the design and permitting of three other blocks totaling 240 condominiums and townhomes. In addition to leading the residential development activities of the Shipyard, Mr. Robertson oversaw the following:

- Coordinated the compliance with the project's PLA and local hiring policies, which were both being successfully implemented;
- Simultaneously oversaw seven different design teams working on adjacent development blocks to achieve an organic neighborhood feel through diverse, yet complementary, building design;
- Oversaw the Shipyard's affordable housing obligations, including the redevelopment of a public housing complex into a mixed-income community, negotiating stand-alone low-income housing tax credit projects, and structuring the inclusionary housing component for market rate projects

- Supervised the successful application to the U.S. Green Building Council that designated the Shipyard as a LEED-ND Gold community (at that time the largest in the world);
- Successfully engaged in community outreach with the local artisan community leading to the City-approved design of a new artist studio building for 125 artists and a commercial "time-share" cookery that serves 50+ food truck and catering vendors

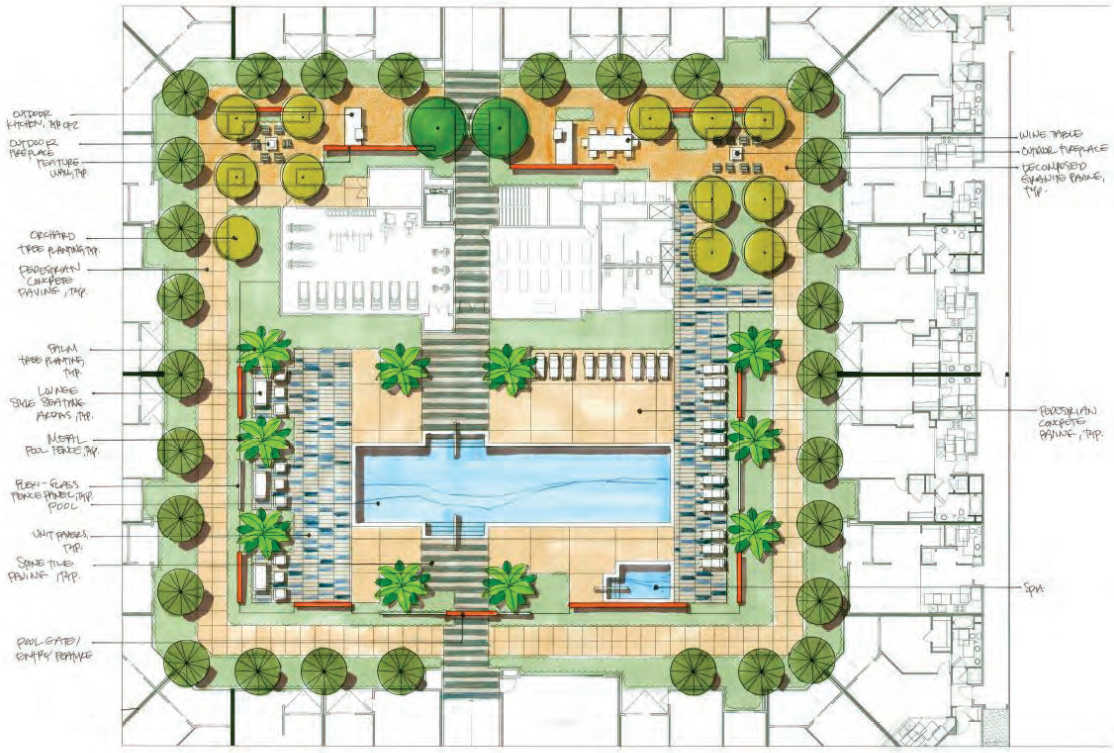
The Shipyard has similar qualities as Alameda Point as above indicated. Lessons learned to date include the critical need for the vertical development team to be directly involved in the infrastructure planning to ensure that the infrastructure will properly serve the contemplated building types and public spaces. Another important lesson is that a pioneering neighborhood such as the Shipyard, and Alameda Point, must come out "with a bang" and build critical mass early so that prospective residents and businesses will perceive a commitment from the developer that this neighborhood is being established and will continue to be built-out with all of the services and amenities promised.

RIVERVIEW

San Jose, Ca

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

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



However, unique to the competitive projects that were approved as part of VNSJ, RiverView master plan incorporated a pedestrian-scale "village" concept. It is composed of 6 development parcels and that were designed to provide easy access to the park and shopping incorporated in the project, as well as the

adjacent light rail station. The individual development parcels, or "blocks", range in size from 1.9 to 3.8 acres and provide densities from 65 to 110 units per acre – in excess of the minimum required density of 55 units per acre.

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

TDP was retained by the land owner, WTI, Inc. to design and entitle the RiverView project in 2007 and was retained as the master-developer for the community. TDP worked with ownership to raise ~$40 million of EB-5 funds to for the initial scope of the project that is presently under-construction.

Development Summary

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

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

Lessons Learned and Relevance to Alameda Point:

- **Exemplary Architecture and Design** – In order to secure the limited allocation of developable units in the first phase of VNSJ, TDP directed a master-planning and design process that created a project that was dramatically different than any other submitted project. Unlike other proposed projects that used "mega-blocks" with homogenous and conventional architecture, TDP retained multiple design teams to develop each of the individual parcels. Further, different product was proposed ranging from Type V "wrap" product to Type III podium buildings to high-rise construction. This provided a more organic plan which received the City's enthusiastic support and was a sharp contrast to more "cookie cutter" design which is now in vogue. TDP has proposed a similar process for Alameda Point and has engaged 4 different architects as part of this proposal.
- Incorporate a Variety of Housing Types – To add social interest and create a diversified community as a whole, RiverView incorporated a variety of programs to appeal to different demographic cohorts. Specifically, each RiverView parcel had a different target market including value-oriented, workforce, luxury, and professional product. These were reflected in terms of unit sizes, bedroom counts, finishes, amenities and services. Not only will incorporating this strategy improve the success of Alameda Point due to less internal competition for a development of this scale, as well as appealing to a greater universe of potential residents, but it also provides greater social benefit to the City of Alameda.
- **Mixed-Use is Great** – RiverView included the development of 45,000 square feet of largely resident serving retail – users that expressed interest in this space included a grocer, restaurants and other food uses, office supply, dry cleaner and a number of professional offices. These uses create a significant amenity for residents that will differentiate it from other projects when completed. The convenience offered by including the right uses of retail creates a village-like environment that encourages walking and informal social activity. Once selected, TDP, in concert with Madison Marquette, would immediately start identifying appropriate retail users and service providers for Alameda Point.

Education Housing Partners, LLC

Due to high costs of living and low levels of housing affordability, municipalities and other public agencies have a particularly difficult time recruiting and retaining employees in many of California's most desirable areas. Education Housing Partners, LLC (EHP) is TDP's response to this crisis impacting many of our public institutions.

EHP provides development services to school districts and other public agencies to promote the creation of high-quality, publicly-owned housing communities for teachers and other public sector employees. EHP's developments are structured to be fully financed, requiring no funds from the sponsor, and self-sustaining, with the below market rental rates covering all operating and financing costs. Completed properties are leased to employees at significantly below market rents, typically providing residents the opportunity to create some savings with the objective of eventually entering the for-sale market.

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

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

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

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

Development Summary

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

Lessons Learned and Relevance to Alameda Point

- **Live Local** – Providing adequate workforce continues to be a significant issue throughout the region. Alameda Point provides a unique opportunity to offer housing for qualifying public sector employees similar to the development model that EHP has incorporated for the school districts noted above.

- **Socially Sustainable** – Both SCUSD and SMCCD experienced reduced attrition for its faculty living in the housing EHP developed – in the case of SCUSD, the attrition rate for its teachers was less than ¼ of that for teachers of similar tenure. While there were numerous initiatives that SCUSD has pursued, administrators felt that reducing turnover in the classroom helped it improve the quality of the education it offered. In addition, recruiting and training costs were reduced significantly. Due to the quality of the communities that EHP designed and built, and the financing structure that offered rental rates of 50 percent of market, both districts felt this inducement allowed them to be more competitive recruiting new employees. Finally, rental rates for all of the units were at levels that qualified for HUD Very Low or Low Income Households.

- **Economically Sustainable** – The proposed housing projects required no initial capital contributions or on-going operational costs. By working with local public agency sponsor, a long-term, low-interest financing vehicle can be created to fund the costs related to this housing without any public subsidy, while providing public ownership of this housing. Further, rental rates cover 100% of all operating costs, reserves, and principal and interest.

- **Environmentally Sustainable** – Besides building to LEED equivalency standards, the EHP projects had significant benefits for the environment. First, each of these projects was completed on a surplus in-fill site such as a parking lot or decommissioned school with existing infrastructure. Second, given the proximity to jobs, residents experienced considerably shorter commutes. Finally, these communities were close to shopping, restaurants and entertainment venues, and promoted alternative modes of transportation. At its College Vista project alone, SMCCD reported that residents reduced their commutes by 250,000 miles annually. EHP could achieve the similar results developing a phase of Alameda Point.

The Mission Bay project in the City of San Francisco represents all elements of the development requirements the City of Alameda is requesting from an experienced and qualified development partner. Philip Owen has over 10 years of experience in the Master Developer role, being responsible for and managing all development operations and implementations under management for Catellus and FOCIL-MB, LLC. Mr. Owen served as Vice President for Catellus, and later in early 2009, as President and Co-Founder of Mission Bay Development Group, LLC ., (MBDG) where he continued to oversee all aspects of master development and construction. Mr. Owen left MBDG in August 2013 to launch a new company as President and Founder of O2-blu, a Sustainable Real Estate Development firm.

Mission Bay is a 300+ acre Brownfield urban infill project that has been a catalyst for economic change and vitality in the City of San Francisco. Mr. Owen was integral in the transformation of this toxic rail yard and warehouse district into a vital economic engine for the City of San Francisco and State of California. Mr. Owen and the Mission Bay project exemplify the best attributes in public, private and institutional partnerships, and is a shining example of cooperation and smart growth. Mission Bay has transformed and revitalized the entire area, bringing back people, businesses, entrepreneurs and most importantly jobs in one of the most under utilized, blighted and economically depressed parts of San Francisco. It's no longer an area of town that the city and community are embarrassed of and people avoid. It has become one of the most popular and sought after places in the country to live, work, play and dream.

At full build-out Mission Bay is anticipated to have over 11,000 residents and bring over 30,000 jobs to this 303-acre community. It has helped spur the economic land value, tax and financing base necessary to help fund the enormous amount of infrastructure, parks and open space required for this waterfront development. It is anticipated that over $750 million in public infrastructure, parks and open space improvements will be invested upon full build out. This public, private and institutional investment is expected to generate over $13 billion in projected market value.

{Mission Bay financing consists of: CFD; Tax Allocation Bonds; Direct Tax Increment; UCSF in-lieu contribution and infrastructure fees; 3rd party developer & fees reimbursement; leasing revenue; Catellus loan; Stimulus and Grant funding.}

Mission Bay was entitled for:

- 6,000 residential housing units of which 30% are affordable housing
- 285,000 square feet of pedestrian friendly retail
- 4.4 million square feet of commercial office, biotech and lab space
- 2.7 million square feet of UCSF Research Campus
- 550 bed UCSF Medical Center and Hospital
- 500 room hotel
- 49 acres of public parks and open space with newly reclaimed waterfront access.
- New community services that include a new public library, police and fire station, and new school.

This dynamic and complex transit oriented project continues to develop and evolve as the next generation of stakeholder's begins to realize the value that has been created over the past decade. Mission Bay was initially anchored by UCSF for the expansion of their medical research programs and has continued to grow and develop world-class science research and medical facilities. Mission Bay is also home to the burgeoning biotech industry and home to hundreds of different businesses. With 285,000 square feet of pedestrian-friendly retail space, Mission Bay will provide opportunities for new businesses and entrepreneurs. Mission Bay is also adjacent to the Giants baseball stadium and will soon be the new home for the Golden State Warriors basketball team.

Over his tenure at Mission Bay, Mr. Owen has been instrumental in managing and directing the entitlement, planning, development and construction of all site and public infrastructure, parks and open space improvements. He has successfully managed and coordinated the interest of the various stakeholders including but not limited to: the owners, 3rd party vertical developers, UCSF, City and former re-development agency staff, planning and public works departments, the Port of SF, union labor, community based interest groups and organizations, affordable housing and public and private financing efforts. Mr. Owen served as the President of the Mission Bay Maintenance Corporation for 10 years. He was also the President of the Commercial Maintenance Corporation and the Transportation Management Association. He also participated in numerous community-based organizations and outreach efforts.

Awards:

- 1999 - Award of Merit, American Planning Association, Northern Californian Region
- 2001 - Outstanding Public Education and Involvement, Association of Environmental Professionals (AEP)
- 2007 - Commercial Office Deal of the Year, San Francisco Business Times
- 2009 – Best San Francisco Park, California Home + Design Magazine
- 2010 – Gold Designee: HCD Catalyst Project for California Sustainable Communities

There are a myriad of lessons learned from Mission Bay, which can be beneficially transferred and utilized for the successful development of Alameda Point. These invaluable experiences are incorporated into our thought process and approach for how the development team is being structured. Projects of this size present a large capital commitment and significant risk. Mission Bay turned out to be too large of risk for just one developer, it could have never developed at the pace it has without spreading the risk amongst a larger pool of capital stakeholders. It took incubating some of the development and selling off the majority to other 3rd party developers that could put in their own capital. This exponentially spurred the pace of development. As a by-product of that, the retail space became fragmented and an after thought to many of the residential developers, or viewed as a necessary evil. We've addressed this by teaming up with a broad range of development experts, each with diverse experience but their own unique specialization. Instead of leaving this important retail piece as an after thought, our multifamily housing developer is partnering with our retail specialist who will be looking at all of our retail space and actively managing the design, development and leasing process. Our intention is to activate the site quickly by spreading risk and responsibility to experts in their discipline. By enabling each team member to focus on their core competency while coordinating the efforts of the group, we intend to bring together a more thoughtful and practical design and implementation process.

Section VI

Financial Qualifications

TRICON

June 11, 2014

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

Re: RFQ for Alameda Point - Site A

Dear Ms. Ott,

As one of the largest dedicated capital providers for the residential development industry, Tricon Capital Group ("Tricon") is actively seeking to acquire real estate development assets in partnership with local developers. We are primarily focused on investments in residential land and are currently targeting urban and suburban "A" locations across the western United States.

In the case of Alameda Point – Site A, subject to satisfactory completion of the necessary due diligence, Tricon would partner with Alameda Point Partners and we would collectively provide 100% of the capital required for the acquisition and development of the property. We have the ability to close quickly and, over the past 24 months, we have closed on four land development assets which have each required between $50 million and $150 million of equity or equity-like capital and continue to actively pursue several additional large proprietary opportunities. With regards to Alameda Point – Site A, I personally had the opportunity to tour the site on June 1st with Alameda Point Partners was impressed with the uniqueness of the asset and its Bay-front location.

Founded in 1988, Tricon is one of North America's leading residential real estate investment companies. Tricon provides financing to local operators or developers in select markets in the United States and Canada, with a primary focus on housing in growing markets. Our business objective is to invest for investment income and capital appreciation through our Principal Investment business segments and to earn fee income through our Private Funds and Advisory business. We currently have approximately $2 billion of assets under management, including over 22,000 single-family lots and 6,000 multi-family units and a portfolio of over 4,000 U.S. single-family rental homes. Since inception, Tricon has invested in approximately 160 transactions for development projects valued at more than $12 billion.

Should you have any questions about Tricon or wish to discuss our relationship with Alameda Point Partners please feel free to contact me at the coordinates below. You can also visit our website at www.triconcapital.com to learn more about the company and our team members.

Best regards,

Jeremy Scheetz
Vice President
260 California Street, Suite 803
San Francisco CA 94111
office: 415.848.5936
cell: 415.689.0140
jscheetz@triconcapital.com

Section VII

Acceptance of Conditions

Exhibit 12

Acceptance of Conditions
Certification Form

Statement of Qualifications for
Developers for Residential/Mix-Use Project (Site A)
At Alameda Point

Proposer's Certification

I have carefully examined the Request for Qualifications and any other documents accompanying or made a part of the Request for Qualifications.

I have agreed to abide by all conditions of this proposal, unless specified on the attached page.

I certify that all information contained in this proposal is truthful to the best of my knowledge and belief. I further certify that I am duly authorized to submit this proposal on behalf of Alameda Point Partners as its act and deed and that Alameda Point Partners is ready, willing, and able to perform if awarded the contract.

I further certify that this proposal is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting Statements of Qualification for the same product or service; no officer, employee or agent of the City of Alameda or of any other proposer interested in said proposal; and that the undersigned executed this Proposer's Certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

Thompson | Dorfman Partners, LLC (on behalf of Alameda Point Partners)
Bruce Dorfman, Principal
39 Forrest Street, Suite 201
Mill Valley, California 94941
415-381-3001

Exhibit 12

Acceptance of Conditions
Certification Form - Page 2

If the respondent would like to request modifications to any aspect of the ENA, **these changes must be clearly described below.** All requested modifications to the ENA will be seriously considered and will not be grounds for disqualification. However, requesting changes, and the extent and nature of those changes, will be considered in evaluating the submittals. No changes to the ENA will be considered that were not raised as part of the response to this RFQ.

EXHIBIT C

TERM SHEET FOR DDA FOR SITE A AT ALAMEDA POINT

Project Description:

- The Project consists of 800 residential units and 100,000 to 150,000 square feet of retail, 30,000 to 50,000 square feet of other commercial development and a Ferry Terminal consistent with the General Plan, Alameda Point Zoning Ordinance, Master Infrastructure Plan, Waterfront Town Center Specific Plan, Transportation Demand Management Plan (TDM Plan), Environmental Impact Report (EIR) and Mitigation Monitoring and Reporting Program (MMRP), Density Bonus Ordinance, and the City's Alameda Point Fiscal Neutrality Policy.

- It is expected that the Project will include vertical mixed-use developments and a diversity of high-quality architecture.

Developer Responsibilities:

- Design, permit and construct infrastructure, landscape and buildings consistent with a to-be-approved Development Plan and in accordance with an agreed upon Phasing Plan and Milestone Schedule, including obtaining site improvement plan, subdivision maps, design review, and building permit approval from the City and other relevant public agencies.

- Prepare a feasible financing plan, fiscal impact analysis, and project pro forma for the predevelopment, infrastructure and vertical development of the Project, including timing and sources of funds for both debt and equity sources. The financing plan may include the formation of special tax districts, or other special districts requiring City facilitation. The use of any proceeds from the formation of special tax districts shall be subject to the mutual approval of the City and the Developer.

- Obtain the necessary financing, consistent with the mutually approved financing plan and project proforma for the development of the Project, including both debt and equity sources of funds.

- Implement and adhere to the requirements of the regulatory documents listed under the Project Description that are applicable to the Project.

City Responsibilities:

- Facilitate conveyance of the portions of the property that are still in Navy ownership from the Navy to the City and subsequent conveyance of the property from the City to the Developer in accordance with the terms of the Development and Disposition Agreement (the "DDA") and the Milestone Schedule.

- Facilitate public financing for infrastructure and development of the Project in coordination with the Developer such as the formation of special tax districts or other financing districts. Nothing herein commits the City to directly provide any sources of funds toward the development of the infrastructure or the Project. City will reimburse Developer for its actual costs incurred to construct and deliver the

Infrastructure described in Exhibit D to the extent that the City receives any infrastructure grants attributable to Site A and proceeds from City-created Community Facilities or Infrastructure Financing Districts generated specifically from the land value attributable to Site A and allocated to the Project Infrastructure costs in accordance with the approved financing plan, after payment of costs associated with obtaining such grants or establishing any such Community Facilities District or Infrastructure Financing District..

- Secure approvals, using commercially reasonable efforts, for the Seaplane Lagoon ferry service and facilities in timely manner so that service may commence upon completion of the Phase I of the Project, recognizing that it depends, in part, on the land payment contribution provided by Developer as described below.

- Understand that time is of the essence and will timely process entitlement and permit applications for the Project, and may do so with a dedicated resource at the Developer's expense.

Term:

- A maximum term of **20** years.

Phasing:

- A Phasing Plan will be prepared for the Project and a Milestone Schedule will be prepared for each phase of the Project, including a detailed schedule for obtaining entitlements, securing financing for each phase of the Project, conveyance of the property, development of the infrastructure and vertical development consistent with the Term.

- The Phase 1 property is depicted on **Exhibit A**.

- Phase 1 of the Project will commence development according to the Development Schedule in **Exhibit B**.

- A Phase 0 Plan, including the specific implementation elements and schedule, is outlined in **Exhibit C**.

Infrastructure and Amenity Package:

- The Project will include the infrastructure package as provided in **Exhibit D**.

- The infrastructure package contained in **Exhibit D** will be allocated among each phase of the Project.

- All phases of the Project, including Phase 1, will include construction of key public infrastructure and/or amenities included within **Exhibit D**.

- Phase 1 of the Project at a minimum will include construction of all backbone and in tract infrastructure necessary to support Phase 1 and construction of the following major Site A infrastructure, subject to mutually acceptable value-engineering modifications: extension of Ralph Appezzato Memorial Parkway

between Main Street and Ferry Point; the complete sewer line extension between Site A and Pump Station R; and Main Street intersection and gateway improvements.

- Developer agrees to finance and/or construct a portion of the Sports Complex, the Ferry Terminal at Seaplane Lagoon, and a portion of the Seaplane Lagoon waterfront park (Major Alameda Point Amenities) as outlined in greater detail below.

Land and Option Payments:

- Developer agrees to pay a land payment up to **$1.594** million per gross acre or up to a total of **$108** million (2014 dollars) (the "Land Payment") according to the following stipulations:

    - Developer will receive a credit of up to **$1.3** million per gross acre (2014 dollars) towards the Land Payment for the construction of the infrastructure (the "Infrastructure Credit") consistent with **Exhibit D**.

    - Developer will receive an additional credit of **$5** million (2014 dollars) towards the Land Payment provided that Developer constructs an initial phase (to be further defined in the DDA) of the permanent Seaplane Lagoon Plaza and waterfront promenade park at an equivalent cost within Phase 1 (the "Acceleration Credit").

    - Developer will pay **$2.5** million (2014 dollars) of the Land Payment upon execution of the DDA (the "DDA Payment"), which the City will use toward the construction of the sports complex portion of the Major Alameda Point Amenities, or such other Major Alameda Point Amenity as determined by the City. Subject to approval of the City, the Developer may choose to provide the City with an irrevocable letter of credit or similar type of negotiable instrument in lieu of a cash payment, provided such instrument provides the City with the right to draw on the necessary funds as needed for predevelopment and construction costs of the sports complex or other Major Alameda Point Amenity.

    - Developer will pay an additional **$2.5** million (2014 dollars) of the Land Payment upon the issuance of the first building permit (the "Building Permit Payment"), which the City will use toward the construction of the sports complex portion of the Major Alameda Point Amenities or such other Major Alameda Point Amenity as determined by the City. Subject to approval of the City, the Developer may choose to provide the City with an irrevocable letter of credit or similar type of negotiable instrument in lieu of a cash payment, provided such instrument provides the City with the right to draw on the necessary funds as needed for predevelopment and construction costs of the sports complex or other Major Alameda Point Amenity.

    - Developer will pay up to **$10** million (2014 dollars) of the Land Payment towards design and construction of the Seaplane Lagoon Ferry Terminal (the "Ferry Terminal Payment") as needed to construct an operational ferry terminal by the end of 2017. Developer further agrees to assist the City with procurement of funds over $10 million, if necessary, in a form to be negotiated in the DDA, to complete construction of the Seaplane Lagoon Ferry Terminal.

- The City will participate in profit sharing through a percentage profit participation mechanism and the developer expects to receive a return calculated as an unleveraged internal rate of return ("IRR")

requirement for land development according to the following:

- Once the Developer receives
  - an 18% IRR, the City's profit participation will be 10%
  - an 20% IRR, the City's profit participation will be 20%
  - an 22% IRR, the City's profit participation will be 30%
  - an 25% IRR, the City's profit participation will be 50%

- If the Developer does not take down and develop the property according to the Phasing and Milestone Schedule, the City, will allow the Developer to continue the DDA until a mutually agreed upon Outside Date for performance by paying an annual non-refundable option payment for the land that is not taken down and developed, according to the Phasing and Milestone Schedule, provided the delay in take down and development of the property is not the result of force majeure events, as that term is defined in the DDA, and/or breach by the City of its obligations under the DDA. The amount of the Option Payment is as follows:

  - **$50,000** per acre (2014 dollars) before 50 percent completion of Phase 1 infrastructure, which will not be credited toward the land payment.
  - **$10,000** per acre (2014 dollars) after 50 percent completion of Phase 1 infrastructure, which will be credited toward any unpaid Land Payment (exclusive of any credits against Land Payments), if any remains. Otherwise, the Option Payments will be in addition to any land payments.

Master Lease Agreement:

- As part of the DDA, the City and Developer will incorporate a Master Lease Agreement (MLA), which will permit the developer to lease any existing building or land area on Site A for sublet prior to the Developer acquiring the property or building in accordance with the Phasing and Milestone Schedule in the DDA for interim uses.

- The MLA will be structured on a triple-net basis. With appropriate notice to the City, the Developer may lease any building(s) or land area for sublet to tenants for any permitted use consistent with Developer's Site A Development Plan and the Town Center Plan and EIR in accordance with all laws.

- The term of the sublet shall not be more than two (2) years, except as set forth below, with the term to be set based on the Phasing and Milestone Schedule to ensure that the interim uses do not interfere with the overall development schedule. Developer shall not be obligated to pay any rent to the City for any lease with a term of two (2) years or shorter, but all net income generated from the sublet will be used to offset any capital expenditures on such building, fund Phase 0 events and activities, or offset infrastructure costs and shall be included in the Developer pro forma and financing plan and the determination of any profit participation owed to the City. If the sublet term is longer than two (2) years, the Developer will either pay rent to the City in an amount to be negotiated by the parties, or subject to the approval of the City, which approval shall be in the City's sole discretion, acquire the building and land subject to the sublease at a price equal to the per acre Land Payment. In either sublet scenario above, the Developer will be responsible for all management, maintenance, capital

expenditures, taxes insurance and operating costs related to such building(s).

- Developer will agree to provide to the City quarterly financial statements related to the subleasing operations of any building or land area under the MLA.

- Any lease and sublet described above shall include provisions allowing termination as necessary to allow conveyance and development of the property in accordance with the approved Development Plan and the timing of the Phasing and Milestone schedule in the DDA.

Financing:

- Developer agrees to a maximum burden for residential and commercial development in special taxes and other fees, in addition to property tax, such that the combined rate does not exceed 1.90% and 1.80% for residential and commercial, respectively, to help pay for and finance infrastructure, transportation demand management services and programs, levee maintenance, municipal services, and community benefits. The Developer and the City shall mutually agree upon the allocation of the proceeds of any special taxes, assessments or fees to the above described uses taking into consideration the City's fiscal neutrality policy.

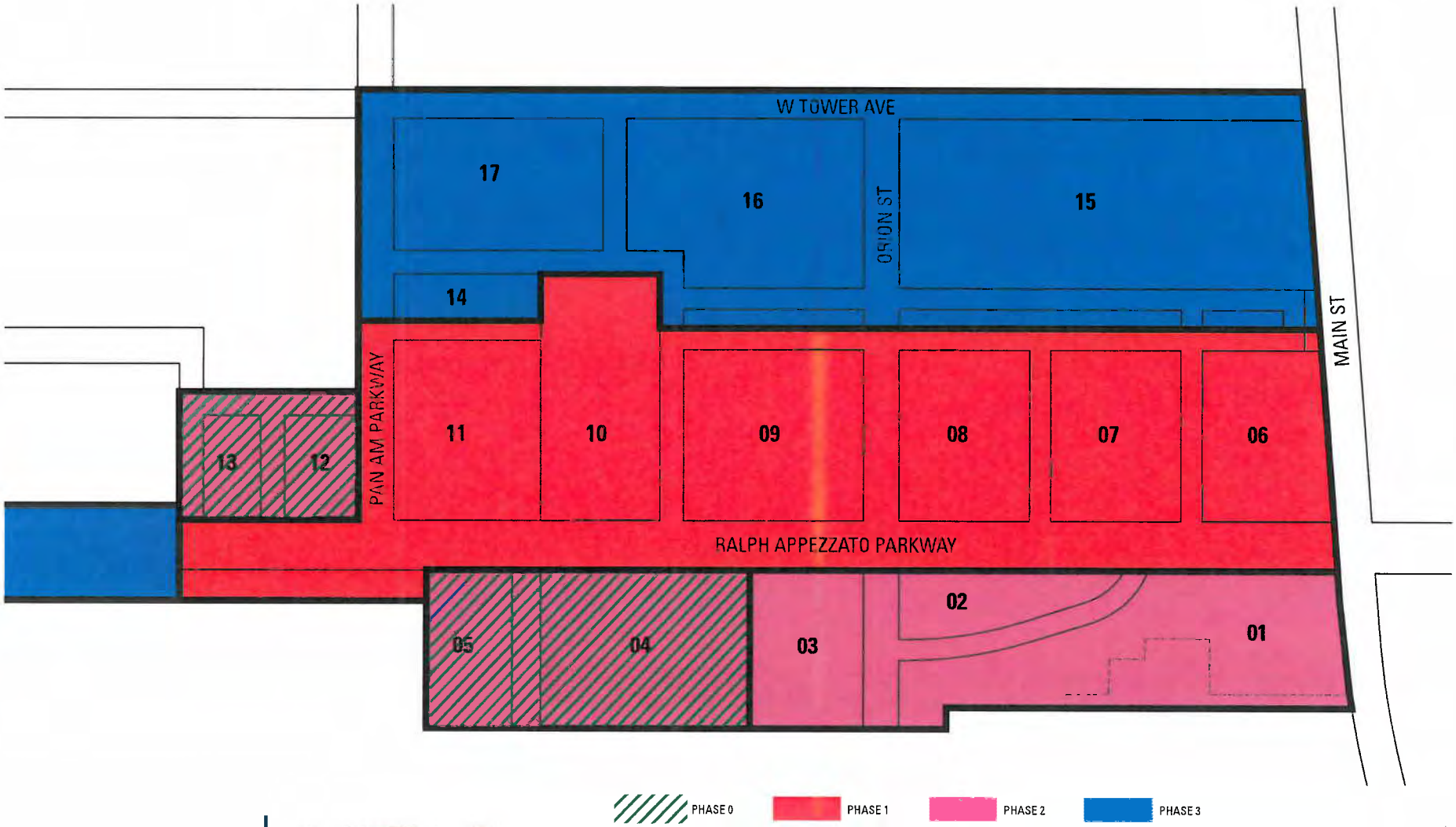
City Cost Reimbursement:

- In addition to the non-refundable ENA payment of $200,000, Developer agrees to reimburse the City for up to **$100,000** of additional staff costs incurred during the ENA period or consultant costs for permitting the Ferry Terminal at execution of the DDA. These payments shall not be applied to the Land Payment and are nonrefundable.

Project Labor Agreement:

- Developer agrees to comply with the City's PLA policy or negotiate in good faith a PLA with the Building Trades for the project.

Exhibit A



ALAMEDA POINT | ALAMEDA, CA

PHASING PLAN - REV 4

BAR architects
901 Battery Street, Suite 300 | San Francisco, CA 94111 | 415 293 5700 | www.bararch.com

14072 | 10.07.14

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EXHIBIT B
PHASE 1 DEVELOPMENT SCHEDULE

TASK	DATE
Development Plan Approval and DDA Execution	May 2015
Approval of Design Review-Horizontal and Vertical with DDA 0 months from DDA	May 2015
Commencement of Infrastructure Construction 6 months from DDA	November 2015
Substantial Completion of Infrastructure Construction (excluding 'finishes') 18 months from Commencement; 24 months from DDA	May 2017
Commencement of Vertical Development 12 months from Design Review; 12 months from DDA	May 2016
Substantial Completion of Vertical Development 27 months from Commencement; 39 months from DDA	August 2018

EXHIBIT C
PHASE 0 IMPLEMENTATION PLAN AND SCHEDULE

PLAN OVERVIEW
Consistent with the Town Center and Waterfront Precise Plan, Phase 0 will be implemented to quickly bring people to the waterfront and further establish Alameda Point as a fun and cultural experience and show what it can become. The focus, which will include significant engagement of the local business community, is to create facilities and events that support APP's long term vision, create an immediate draw and be transitioned into a permanent part of Site A development.

The Developer will engage a consultant and/or event manager to coordinate with the City and execute the Phase 0 plan consistent with its development plan and the City's vision. Phase 0 features and events will need to cater to a diverse audience which has many options competing for its leisure time. In addition to the many ideas put forth by the City, Phase 0 is expected to include:

- Develop the theme of a 'creative waterfront' with space, events and exhibits focusing on the 'artisan-maker-innovator' community that leverages the industrial vibe of the base and the existing makers already there. An east-bay 'Dogpatch' expanding on the Bay Area's..and East Bay's... thriving entrepreneurship.

- Host a Night Market – instead of just the typical off-the-grid events, hold a once-a-month night market. Think First Fridays/Art Murmur in Oakland, or the Frenchmen Art Market in New Orleans (www.frenchmenartmarket.com) but with an Alameda vibe and personality.

    - Within 30 days of execution of the DDA, commence formal outreach to artisans, local restaurants and purveyors with the goal this become a permanent event at Alameda Point.

  Workwith Martha Trela of UrbanBloc to create an eclectic shipping container village for local retailers and restaurants to use for events, some of which may later be incorporated into a permanent, central urban park.

- Bring back drive-in movies for families using the side of Building 41.
    - Engage Syufy Enterprises-West Wind Drive-ins, for planning of the venue. Partner with Alameda businesses and food trucks for concessions. This will require some seed money but we envision this as a profitable venture contributing to other Phase 0 functions.

- Introduce the 'Pan Am Plaza' concert series to be coordinated with the Crab Cove Concert series.

- Holiday events focused on kids and families including a Halloween pumpkin patch and Christmas tree sales with kid's attractions (e.g. GM Farms in Livermore www.gmfarms.com).
    - Create 1-2 signature holiday events that can be sustained on a permanent basis.
    - Have a holiday toy drive to benefit the Alameda Collaborative and other children's charities.

- Leverage Community Involvement: engage existing community business members and event producers to be a part of and participate in the successful launch of The Town Center. Some members might include:
    - Rythmix Cultural Works in connection with the Night Market

- Alameda Bicycle and Team Alameda – bike events including a temporary pump track, weeknight criterium's and host its family bike tours and BBQs.
- Michaan's Auctions to help facilitate sales of artisan-makers wares.
- Little Ice Rink: offer a temporary or even permanent home for the successful public ice skating venue.
- Bladium – set up waterfront space and sports courts for local tournaments and events, including water events, while promoting the vision for the Regional Sports Complex.
- Alameda Community Sailing Center: provide lessons and rentals of small, non-motorized watercraft including junior sailing camps.
- Frank Bette Center for the Art's – hold a yearly event for the artisans and makers that will be juried and have prizes associated with it.
- VF Outdoor, offer an annual outlet equipment and apparel sales event.

IMPLEMENTATION SCHEDULE

- Engage Phase 0 marketing/event consultant to develop a theme and brand, including a website and social media tools, engage with any participating community members, and publish a detailed implementation plan including schedule of first year events and features on or before execution of the DDA.
- Develop necessary marketing collateral and launch the Phase 0 marketing campaign within 60 days of DDA execution.
- Launch the year 1 program within 90 days following execution of the DDA.

PHASE 0 BUDGET

- Developer is expected to pay all costs of Phase 0 which are expected to be approximately $1.5 million. Developer will use all net revenues from Phase 0 to cover Phase 0 costs with any excess to be used for costs associated with the Project. Costs and revenues from Phase 0 shall be included in the project Pro Forma for purposes of determining the City's profit participation payments

EXHIBIT D
INFRASTRUCTURE PACKAGE

BACKBONE INFRASTRUCTURE PACKAGE AS DESCRIBED IN THE MIP AND EXHBIT 8 OF THE RFQ DATED MAY 1, 2014, GENERALLY DESCRIBED AS FOLLOWS:

1) DEMOLITION AND SITE PREPARATION
2) PERIMETER FLOOD PROTECTION AND ROADWAY GRADING
3) DEWATERING
4) SANITARY SEWER
5) STORM DRIANAGE
6) POTABLR WATER
7) RECYCLED WATER
8) DRY UTILITIES
9) ON-SITE STREET WORK
10) TRANSPORTATION (TDM)
11) PARKS AND OPEN SPACE