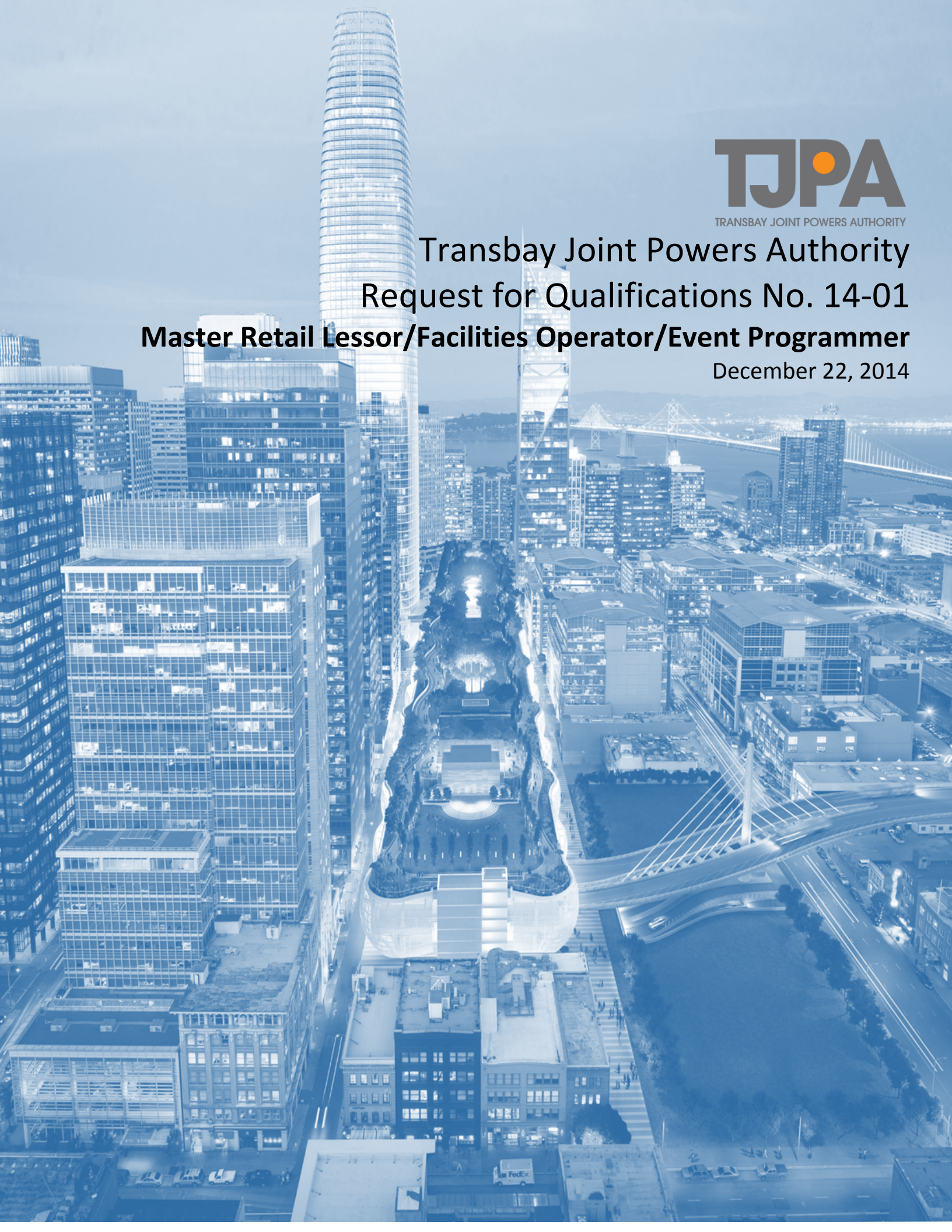




Transbay Joint Powers Authority
Request for Qualifications No. 14-01
Master Retail Lessor/Facilities Operator/Event Programmer
December 22, 2014





Transbay Joint Powers Authority

Executive Director: Maria Ayerdi-Kaplan

Key Dates:

- RFQ Issued: December 22, 2014
- Pre-Submission Information Session: January 14, 2015
- Submission of Questions: January 21, 2015
- Response to Questions / Addenda: January 28, 2015
- RFQ Submission Due: February 17, 2015
- Finalists Selected / Notification: March 24, 2015
- Request for Proposal Issued to Qualified Teams: March 27, 2015



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1. Introduction

The Transbay Joint Powers Authority (TJPA) is soliciting Statements of Qualifications from experienced teams (Respondents) for an extraordinary retail opportunity in San Francisco. The TJPA seeks a Master Retail Lessor/Facilities Operator/Event Programmer (Master Lessor) to sublease more than 100,000 SF of prime retail space in Phase 1 (above ground levels) of the Transbay Transit Center and an additional 60,000 SF in Phase 2 (below-ground levels), manage the non-transit operations and maintenance of the Transit Center, and program events and entertainment for the Transit Center. Centralized leasing, facilities operations, and management of special events programming in a single Master Lessor will increase the ability of the Master Lessor to attract patronage to the Transit Center's retail.

The TJPA is the public agency charged with developing the Transbay Transit Center Program, a \$4.5 billion project to replace the former Transbay Terminal at First and Mission Streets in San Francisco with a state-of-the-art, multi-modal, regional transit center that will connect eight Bay Area counties and the State of California through eleven transit systems. The Transbay Program is the center of San Francisco's new Transbay Transit Center District, a transformative, transit-oriented development plan that will concentrate residential and office growth around the Transit Center while providing gracious public spaces and amenities. When it opens for bus service in late 2017, annual visitors to the Transit Center—commuters, Transbay District workers and residents, tourists, and others wishing to experience exciting retail, open space, art, and entertainment—will number in the millions. The Center will undoubtedly be one of the most popular retail venues in the most dynamic retail, office, and residential market in the nation.

This Request for Qualifications (RFQ) for a Master Lessor is the first phase of a competitive selection process, as further described below. Respondents are invited to submit Statements of Qualifications as a prerequisite to moving to the second phase of the process, the Request for Proposals (RFP) for a Master Lease and Operating and Event Programming Agreement for the Transbay Transit Center (Master Lease Agreement).



2. Background

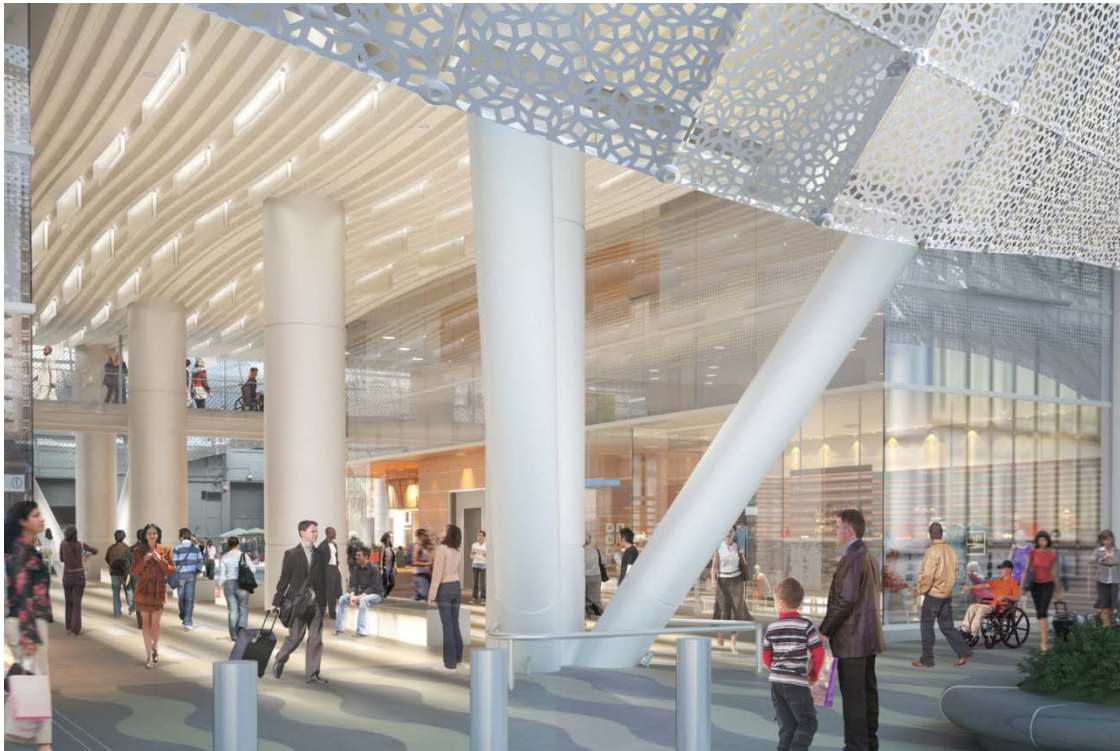
The Transbay Program will be constructed in two phases. Phase 1, currently under construction, includes the Transit Center, planned to house more than 100,000 SF of retail at street level, second floor and Rooftop Park; new bus ramps connecting the Transit Center to the San Francisco-Oakland Bay Bridge; and a bus storage facility. Phase 2 of the Transbay Program will include: the Downtown Rail Extension (DTX), which will extend Caltrain commuter rail and future California High-Speed Rail into downtown San Francisco; the build out of the Transit Center's below-grade train station and concourse, adding another 60,000 SF of retail; and an intercity bus terminal.

In 2001, the City and County of San Francisco (City), the Alameda-Contra Costa Transit District (AC Transit), and the Peninsula Corridor Joint Powers Board (PCJPB) joined to create the TJPA. The TJPA has been granted primary jurisdiction with respect to all matters pertaining to the financing, design, development, construction, and operation of the Transbay Program. The TJPA Board of Directors is composed of one director appointed by each of the following agencies: AC Transit, San Francisco Board of Supervisors, San Francisco Mayor's Office, PCJPB, San Francisco Municipal Transportation Agency, and California Department of Transportation (Caltrans), Ex Officio (non-voting). Maria Ayerdi-Kaplan is the TJPA's Executive Director. The TJPA coordinates and collaborates with, among others, the following federal, state and local entities: the U.S. Department of Transportation and its operating administrations—the Federal Railroad Administration, Federal Transit Administration, and Federal Highway Administration; Caltrans; California High-Speed Rail Authority; California Department of Housing and Community Development; California Business, Transportation and Housing Agency; the City; AC Transit; PCJPB; San Mateo County Transit District; Golden Gate Bridge, Highway and Transportation District; and the Office of Community Investment and Infrastructure (successor agency to the former San Francisco Redevelopment Agency) (OCII).



At full build-out, the Transit Center will have approximately 100,000 visitors per day. The neighborhood surrounding the Transit Center will contain about 6 million SF of new office space for more than 35,000 new workers. More than 4,500 new residential units, housing more than 7,000 residents, are currently planned or under construction in the Transbay area.

The retail space in the new Transit Center should reach a new standard by which other urban retail destinations are measured. It will include distinctive restaurants, lively entertainment venues, a vibrant public realm, and neighborhood services.



The primary goals and objectives of the Transbay Retail Program are to:

- *Create an innovative and vibrant retail program that will maximize revenue to the TJPA*
- *Rapidly achieve stabilized occupancy*
- *Secure the right mix of tenants to adapt to and thrive in changing market conditions and maintain a low vacancy rate over the long term*
- *Activate the facilities with destination amenities that are attractive to transit riders as well as tourists, workers and residents in the neighborhood, and other Bay Area residents*
- *Open retail in late 2017 concurrently with the opening of the Transit Center and Rooftop Park*

The primary goals and objectives of the Transbay Facilities Operation are to:

- *Provide operation, maintenance, security, and related services appropriate to a world class public facility*
- *Minimize facilities operation and maintenance costs*
- *Create a stimulating, safe, clean, and welcoming environment for residents and commuters*

The primary goals and objectives of the Transbay Event Programming are to:

- *Provide programming of open spaces such as the Rooftop Park (including amphitheater and Main Plaza) and Grand Hall on the ground floor of the Transit Center*
- *Activate the Transit Center with cultural, entertainment and educational events*
- *Induce demand for the retail operations by bringing visitors to the Center through event attendance*
- *Generate additional revenue to support the operations and management of the Center*

The TJPA contemplates entering into a single, long-term Master Lease Agreement consisting of three parts: a Master Lease for developing a retail concept, subleasing the retail space, and managing the retail subtenancies in the Transit Center; a Facilities Operation component for the operation and maintenance of the Transit Center (excluding transit operations and advertising); and an Event Programming component for programming and managing special events and entertainment in the Transit Center. The Respondent must demonstrate experience with leasing, event programming and management, and development of similar projects. The TJPA is particularly interested in Respondents with experience developing successful retail facilities that showcase artisanal, regional and local enterprises. Because local residents and workers will be primary patrons of the retail, the most successful Respondents will show a sensitivity to the needs of the immediate community.

The selection process for the Master Lessor will be conducted in two steps (RFQ and RFP), as follows:

- Pre-submission information session
- Submission of Statement of Qualifications in accordance with this RFQ
- Selection of finalists to proceed to the proposal stage
- Issuance of a Request for Proposals (RFP)
- Receipt of proposals from the finalists
- Selection of a Respondent for exclusive negotiations for a Master Lease Agreement
- Finalization and execution of a Master Lease Agreement
- Open retail in late 2017 concurrently with the opening of the Transit Center and Rooftop Park

The pre-submission information session will be held on January 14, 2015 at 9:00 AM Pacific Time at the TJPA offices at 201 Mission Street, Suite 2100, San Francisco, California. Attendance at the session is optional but highly recommended.

Statements of Qualifications must be received by the TJPA no later than 4:00 PM Pacific Time on February 17, 2015 at the address in Section 7 of this RFQ.

Responses to this RFQ that are not received by the time and date specified, do not contain the required information, or do not meet minimum qualifications will be deemed non-responsive and rejected without consideration.

Respondents may obtain copies of this RFQ by downloading the documents at the following site: <http://www.transbaycenter.org/tjpa/doing-business-with-the-tjpa/current-contract-opportunities> or by contacting the TJPA, mail: 201 Mission Street, Suite 2100, San Francisco, CA 94105, telephone: (415) 597-4620, email: facilitiesmanager@transbaycenter.org

Beginning on the date this RFQ is issued, there will be no communications concerning this RFQ or the subsequent RFP between members of the TJPA Board, TJPA staff, other consultants already engaged by the TJPA, or members of the selection committee and any prospective Respondents or their employees or agents, except as provided in Section 7.

The TJPA accepts no financial responsibility for any costs incurred by a firm in responding to this RFQ.

The qualification of any Respondent to participate in the second phase of the process (RFP) shall not imply the TJPA's acceptance of that Respondent's skills, qualifications, financial condition, or other such matters; further due diligence may be required. The qualification of any Respondent shall not bind the TJPA to issue an RFP or take further steps related to the opportunity. The TJPA shall have no obligation to any Respondent unless and until the TJPA Board approves the Master Lease Agreement. The TJPA reserves the right to reject any or all responses to this RFQ and any subsequent submissions for any reason or no reason. There is no guarantee that the TJPA will issue the RFP, award any agreement, issue any notices to proceed, or implement its retail, maintenance and operation, or events and entertainment program.

3. San Francisco Market Profile

San Francisco is consistently ranked among the leading real estate investment markets in the United States due to its diverse economic base, high concentration of Fortune 500 firms, unparalleled access to intellectual capital, high average household income, and exceptional quality of life. A limited supply of developable land, a strict regulatory environment, and insatiable demand for hospitality and residential properties contribute to high real estate values and intense demand for new development opportunities.



San Francisco is perennially among the top-ranked cities in *Emerging Trends in Real Estate*, a forecast issued by the Urban Land Institute. The strong real estate fundamentals that make San Francisco highly desirable to investors include:

- *Single digit vacancy rates*
- *Tech driven economy with vigorous employment growth*
- *Healthy absorption and leasing velocity*
- *Rapid pre-lease activity*
- *Access to venture capital*

The urban core of the San Francisco commercial office real estate market is characterized by several key submarkets. The Central Business District is the largest submarket, with more than 50 million SF. Within the CBD are the North Financial District and the South Financial District. The South Financial District is emerging as the new “center” of the City and is now being defined by the properties in the area surrounding the Transit Center.

Robust office leasing activity continues to bring tight market conditions and strong investor activity for San Francisco

San Francisco continues to enjoy tight market conditions and boasts the most robust leasing activity in the country in all market sectors. Retail and office space have reached historic highs in rents and historic lows in vacancy rates. Approaching the end of 2014, unemployment has dropped to below 5%, which is the lowest rate in almost a decade.

Office investment activity during the first three quarters of 2014 topped total investment activity for all of 2013, with nearly \$4 billion in trades during that time period compared to \$2.4 billion for all of last year. The third quarter of 2014 was the strongest investment quarter, averaging \$624/SF of office space, the highest quarterly average on record, as well as recording \$1.9 billion in trades. The average cap rate for office buildings dropped to 3.9% during the third quarter of the year, another record low.

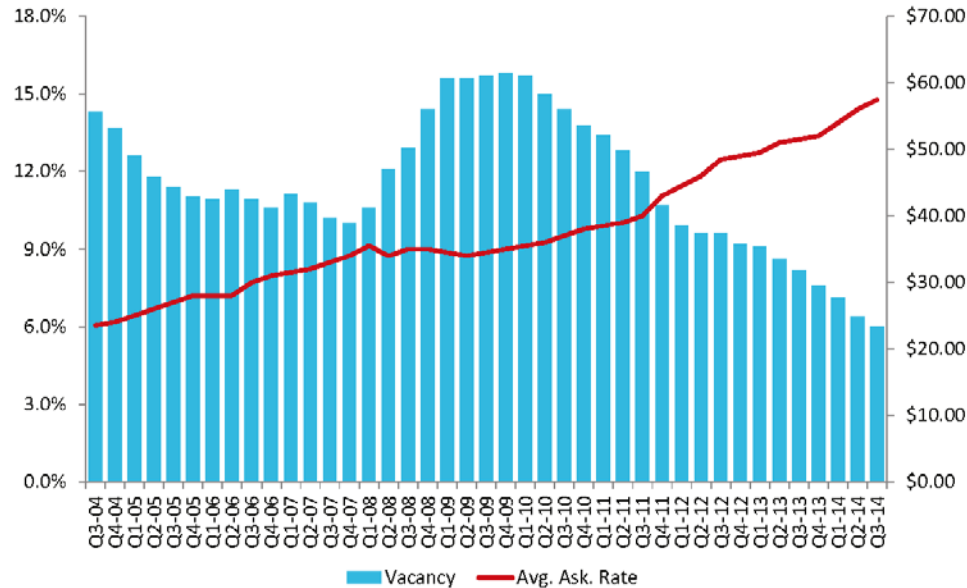
The recent strong investment activity in San Francisco office space has been fueled by consistent tenant demand. Since the beginning of 2010, San Francisco has averaged over 6.6 million square feet of tenants in the market (companies actively looking for office space leasing in the following 24-month period). The consistent strong demand from companies migrating to or expanding in San Francisco has led to 18 consecutive quarters of positive absorption (net new demand). The third quarter of 2014 witnessed 245,000 square feet of occupancy growth, bringing year-to-date growth to 1.2 million square feet. Average office rental rates have increased for the 15th consecutive quarter, ending the third quarter at \$60/SF.

Some of the notable new demand includes over 700,000 SF leased to Salesforce, 450,000 SF to LinkedIn, 180,000 SF to Splunk, and over 130,000 SF to Uber. In addition to the new leases, active tenants occupying another 1.3 million SF are looking for over 100,000 SF each; these include Google, Gap, First Republic Bank, JP Morgan Chase and Lyft, all looking for space in the hottest submarket in San Francisco, the South Financial District and, more specifically, the area surrounding the Transit Center. In addition to the robust office activity, over 4,500 new residential units are either planned or under construction in the area.

Salient market facts:

- Technology is a driving force in the City – 50% of all active requirements are from the tech sector.
- The top five projects under construction are 60% preleased.
- Vacancy rates are at a 10-year historic low.
- Rents are at a 10-year historic high.
- Absorption has returned to pre-recessionary levels.

Asking Rents and Vacancy Trends



24/7 gateway cities are vibrant multi-cultural urban centers with robust economies, modern infrastructure, talented labor pools and rapid job growth, access to world-class universities and research institutions, and a consistent inflow of capital investment. The investment market has witnessed increased volume as capital continues to place a priority on San Francisco and 24/7 markets across the United States. The South Financial District saw three of the top five office building investment sales in the region, one of which fetched the highest price per SF seen in this submarket—\$730/SF for 55 Second Street. Additionally, 225 Bush Street, located in the North Financial District recently traded at \$629/SF, which was the largest building sale in the market.

All of this new office demand translates into increased demand for retail services in the area. As a result, retail space owners are reaping the benefits of this white hot market. The retail investment market is also seeing a surge of activity as buyers significantly outweigh investors. Cap rates for retail have declined as well-capitalized investors continue to be bullish on existing strong fundamentals, which are predicted to continue.

The total retail supply in San Francisco stands at just over 90 million SF. Of this space, less than 4% is vacant. Given current demand, retail vacancy rates are expected to drop below 3% by the end of 2014. Annual retail sales growth has returned to pre-recession levels, increasing by double digit percentages over the recessionary low. Limited new construction of retail space also has contributed to tight market conditions. The downtown core markets have seen the largest decreases in vacancy for the reasons cited above.

Increases in retail rents continue to favor owners and investors of multi-tenant retail projects in the San Francisco downtown core. Asking rents have increased by approximately 10-12% over the previous 12-month period and average \$36 to \$45 per SF (“triple net” or “NNN” leases in which tenants are responsible for paying a portion of common tax, insurance, and maintenance expenses); however, well located retail spaces are seeing pricing in the low to mid \$50 per SF range (NNN).

The new Transbay neighborhood emerges as the preeminent “Live/Work/Play Epicenter” of San Francisco’s South Financial District

With a mix of both blue chip companies, financial services companies, and the tech sector, the South Financial District has become the preeminent location for rapidly growing and evolving companies. In the past, companies like Google, Amazon and others sought to create suburban campus environments for their employees; however, the millennial generation entering the workforce is now seeking urban 24/7 gateway cities for their new corporate headquarters.

In 2013 and 2014, demand for San Francisco office space from the technology sector is anticipated to exceed over 4 million SF. As demand continues to soar in the South Financial District and the construction of the new Transbay Transit Center nears completion, market boundaries have begun to shift, making the Transbay neighborhood the new epicenter of activity. With over 4,500 residential units planned or under construction within 3 blocks of the Transit Center and the need for associated retail to support these residents, the Transbay neighborhood is a flurry of activity and the “must have” address for businesses seeking to attract and retain their employees. Those companies that have recently made the South Financial District and/or Transbay neighborhood home include:



Transbay Neighborhood Buildings Planned and Under Construction



Parcel	Use	Size/Height	Developer	Status
415 Mission Street Salesforce Tower Parcel T	Office	1.4 Million SF (1,070')	Hines/Boston Properties	Under construction (Q1 2017); 50% preleased to Salesforce
Parcel F	Office/ Multi-Family	up to 735,000 SF up to 75 units (750' limit)	TBD (Owned by TJPA)	RFP planned for 2015
Block 1	Multi-Family	500,000 SF 399 Units (300 -400')	Tishman Speyer	Breaks ground 2015
Block 2	Multi-Family	(165' limit)	TBD (Owned by TJPA)	RFP planned for 2016
Block 3	Park/Open Space	1.1 Acres	TBD (Owned by TJPA)	Planned to be available after 2017
Block 4	Multi-Family	up to 646,000 SF 550 units (450' limit)	TBD (Owned by TJPA)	RFP planned for 2016
Block 5	Office	675,000 SF	Owned by TJPA; Under negotiation with MA West LLC	Exclusive Negotiations Agreement (ENA) executed; Closing scheduled September 2015; Scheduled to break ground Q1 2016
280 Beale Block 6	Multi-Family	278,000 SF 556 units (300')	Golub & Company/ Mercy Housing	Under construction; Completion scheduled for Q4 2015
299 Fremont Block 7	Multi-Family	85 units	Golub & Company/ Mercy Housing	No construction completion set
Block 8	Multi-Family 25,000 SF Whole Foods	574 units (550')	Owned by TJPA; Under negotiation with Related CA Urban Housing/TNDC	ENA executed; Closing scheduled October 2015; Scheduled to break ground Q2 2016
Block 9	Multi-Family	570 units (400')	Owned by TJPA; Under negotiation with Avant Housing	ENA executed; Closing scheduled February 2015
Block 10	Park and retail	TBD	Portions owned by TJPA	Schematic design

Parcel	Use	Size/Height	Developer	Status
Block 11	Multi-Family	120 units	Bridge Housing/Community Housing	Completed
Block 12	Multi-Family	TBD	TBD	TBD
222 2nd Street	Office	452,418 SF 26 stories	Tishman Speyer	Pre-leased to LinkedIn to be delivered in July 2015
535 Mission Street	Office	307,236 SF 27 stories	Boston Properties	Trulia pre-leased 106,000 SF delivered in October 2014
350 Mission Street	Office	451,005 30 stories	Kilroy	Salesforce pre-leased 445,000 SF
181 Fremont Street	Office and residential	416,206 SF 54 stories (800')	Jay Paul	Under construction
201 Folsom Street	Multi-Family	1,046,700 42 stories	China Vanke Co. Tishman Speyer	Under construction September 2015
375 Beale Street	Office	529,232 SF 8 stories	MTC	Under construction; MTC leased for itself 212,000 SF
399 Fremont Street	Multi-Family	500,000 SF 42 stories	UDR, Inc.	Under construction September 2016
340 Fremont Street	Multi-Family	300,000 SF 40 stories	Archstone Smith/Jackson Pacific Ventures	Under construction December 2015
425 First Street	Multi-Family	675,000 SF 50 stories 695 units	Urban West/Principal RE Investors	Phase I completed in 2013/Phase II complete in 2014
45 Lansing Street	Multi-Family	400,000 SF 39 stories 320 units	Crescent Heights	Under construction June 2015
131 Third Street	Civic	635,000 SF 10 stories	SFMOMA	Under construction January 2015

Source: Avison Young, OCII, TJPA

Architectural renderings of some of these projects are located in Section 5 of this document.

4. Transbay Program

Key Investment in a World Class City

The \$4.5 billion Transbay Program is an inspiring and forward-looking transit-oriented development that will transform downtown San Francisco and the Bay Area's regional transportation system. The new Transit Center will be a landmark multi-modal transit center in the heart of a vibrant new downtown neighborhood. The Program consists of the following elements:

- New multi-modal Transit Center, the "Grand Central Station of the West" that will centralize the region's transportation network and streamline access to regional, statewide, and national transportation networks
- Extension of rail into the Transit Center, which will become the downtown San Francisco station for Caltrain commuter rail from Silicon Valley and California's future high-speed rail system
- Redevelopment of vacant and underutilized formerly State-owned parcels into a mixed-use, balanced-income, walkable, and transit-oriented downtown community with parks, retail, and urban amenities, creating the Bay Area's densest employment and residential center



The Transbay Program has begun and will continue to generate a broad range of economic and environmental benefits including higher property values, expanded economic output, new employment, and reduced carbon emissions. It will reinforce San Francisco's position as a world class city and global center of technological innovation.

The Transbay Program will also strengthen San Francisco's position in the global economy. World class cities such as New York, London, Paris, Tokyo, and Berlin are pursuing major multi-modal transit projects to enhance economic competitiveness and revitalize neighborhoods in the urban core. For San Francisco, the Transbay Program's investment in transit connectivity, public open space, and urban design will create strong synergies with the City's world-renowned technology and social media sectors, which thrive in compact, transit-rich environments. The Transbay Program will help keep San Francisco at the forefront of the ever-changing global economy.

The Transit Center features an innovative, highly sustainable design that will be the centerpiece of San Francisco's newest neighborhood. It will feature:

- **Multiple modes of transit** with eleven transit systems— Muni, AC Transit, Golden Gate Transit, SamTrans, WestCAT Lynx, Greyhound, Paratransit, BART, Caltrain, Amtrak, and future high-speed rail – enabling passengers to travel seamlessly throughout the region and California on transit, as well as connect to global travel networks.



- **Welcoming, secure, and sustainable (on track for LEED Gold Certification)** building design with a dramatic light column that will infuse the station's Grand Hall with natural daylight and green building systems that feature energy efficiency, passive cooling, and water reuse.
- **A 1,400-foot-long, 5.4-acre Rooftop Park** on the Transit Center with open lawns, gardens, restaurant, café, performance areas, amphitheater, main plaza, walking/jogging paths, and a playground.
- **Exciting Retail and Public Event Venues** integrated within the Transit Center, featuring a mix of cafés, specialty shops, and neighborhood amenities such as fitness, spa, and light clinical uses such as dentistry and optometry. The Grand Hall, amphitheater, and main plaza will offer a wonderful mix of venues for concerts, movies, cultural and corporate events, and conventions.

While Caltrain connects San Francisco to Silicon Valley by rail, its service currently terminates 1.3 miles from downtown San Francisco, greatly limiting it as a convenient option for commuters and riders of the planned statewide high-speed rail system. The Program's second phase will extend Caltrain into the downtown Transit Center, saving commuters up to an hour each day in travel time. Caltrain ridership to the Transit Center in 2030 is projected to be approximately 29,700 to 34,100 daily passengers, depending on the number of trains that terminate at the Transit Center, dramatically reducing single occupant vehicle use and congestion in the Bay Area.

The underground Downtown Rail Extension will run beneath Second and Townsend Streets. It will accommodate high-speed rail, making the Transit Center the future center for an integrated rail system in Northern California. When completed, the 800-mile California high-speed rail system will connect San Francisco to Sacramento, the Central Valley, Los Angeles, and San Diego.



California high-speed rail trains will travel at speeds of up to 220 miles per hour, similar to high speed trains in Europe and Asia, bringing the travel time between San Francisco and Los Angeles to under 3 hours. Projected to transport about 26 million passengers annually, the system will connect with existing rail systems, airports, and highways, allowing intercity commuters and long distance travelers easier access to the region and reducing traffic congestion in California cities.

Transbay Transit Center

The approximately 1.2 million SF Transbay Transit Center is currently under construction on the site of the former Transbay Terminal. It occupies portions of four city blocks, bounded on the south by Natoma Street, on the north by Minna Street, on the east by Beale Street, and on the west just short of Second Street.

The Transit Center is one of the largest transit projects in the western United States. Designed by Pelli Clarke Pelli Architects, the state-of-the-art regional transit facility will serve train and bus commuters, local area office workers, and residents of the emerging Transbay neighborhood. The Transit Center is composed of four levels above-ground and two levels below. It will feature active pedestrian, shopping, dining, and recreational areas, as follows:



- The main civic entrance to the Transit Center will open into the Grand Hall on the building's **Ground Level**, which will serve as the primary access to the Lower Concourse and Train Platform levels below and the Bus Deck two floors above. The Ground Level will contain customer service spaces, a pedestrian mall with restaurants and access to adjacent retail areas along Minna and Natoma Streets on the building's west side. Natoma will be converted to a pedestrian plaza fronted by a combination of retail shops and restaurants with open air cafés. An exterior street-level Bus Plaza on the building's east end will serve Muni and Golden Gate Transit.
- The **Second Level** will house retail and office spaces and an interim bus passenger waiting and ticketing area for Greyhound and Amtrak passengers until the completion of an adjacent intercity bus facility in Phase 2 of the Program.
- The elevated **Bus Deck** will serve AC Transit, WestCAT Lynx, and Muni operating service to and from the East Bay and Treasure Island, as well as Greyhound and Amtrak until the completion of the intercity bus facility. The Bus Deck will connect directly to new elevated bus ramps connecting to the San Francisco-Oakland Bay Bridge and an off-site bus storage facility for AC Transit.

- The **Rooftop Park** will be 5.4 acres of landscaped outdoor space atop the Transit Center. The Park will contain a variety of retail, recreational, and event spaces and amenities, including a restaurant, a café, a children's play garden, and an amphitheater with a capacity of 1,000. Pedestrian bridges will connect the Rooftop Park to the Salesforce Tower and 181 Fremont, which are currently under construction next to the Transit Center, and a tower planned for Parcel F. A gondola from Mission Square will provide additional external access to the Rooftop Park. (The gondola and Mission Square will be owned and operated by the Salesforce Tower and will not be within the scope of the Master Lease.)
- The **Lower Concourse**, which will be built out during Phase 2, will house ticketing and passenger waiting areas for rail and support spaces, along with approximately 60,000 SF of additional retail space. The east end of the Lower Concourse will connect to an intercity bus facility and can accommodate a pedestrian tunnel leading to the Embarcadero BART/Muni station, one block north of the Transit Center. The Lower Concourse will include shops and small cafés.
- The **Train Platform**, also to be completed during Phase 2, will contain six tracks and three platforms for Caltrain commuter and high-speed rail service.

Public Art Program

The Transit Center's public art program features five major artworks, four of which are integrated into the architecture of the Transit Center's major public spaces. Bay Area artists as well as artists of international stature were selected to create complex works designed to engage, stimulate, and enrich the experience of daily commuters and visitors. Each piece presents an unexpected visual diversion, creating places for congregation and activity as well as respite and contemplation. The varied commissions will appeal to new and recurring visitors throughout the many future decades of the life of the building.

James Carpenter's parallel luminous fields is an integrated light sculpture consisting of two planes of light along the ceiling and the ground in Shaw Alley. This dramatic landscape of light will create a sense of movement and directionality and elegantly define the pedestrian passage linking the Transbay Transit Center to the City.





Spanning nearly 20,000 SF, the Grand Hall's expansive terrazzo floor designed by Julie Chang will draw visitors into a lush sunlit Victorian garden with symbols and images mined from local ecology and the rich tapestry of people and cultures across the Bay Area.



Encircling the Grand Hall light column on the elliptical glass enclosure, Jenny Holzer's text-based scrolling LED installation will create a striking visual impact with words and phrases drawn from historical and literary sources.

Ned Kahn, known for his seamless synthesis of nature, art and technology, will install a series of water jets on the Rooftop Park whose frequency and motion will respond to arriving and departing buses on the deck below.



Located just outside the Transit Center in Mission Square, Tim Hawkinson's monumental guardian figure will welcome travelers and others into the Grand Hall and bid them "safe travel." The sculpture will be constructed of material salvaged from the former Transbay Terminal.



Sustainability Features

The Transit Center is on track to be Gold-certified under the Leadership in Environmental Energy and Design (LEED) 2009 rating system. The building's annual energy consumption is projected to be 40% lower than the industry energy standards referenced by LEED and significantly exceed initial project expectations. The building's prominent sustainable design strategies include a massive geothermal heat exchange system built into its 4-block-long foundation—one of the most ambitious installations in the world. The Graywater recycling system is the first of its kind in the United States, and the building's Rooftop Park will filter stormwater and use Graywater for reuse in the building, one of the first projects to do so in San Francisco. The building's sustainability features are further described below.

Extensive Use of Natural Lighting: Light columns and skylights will be used extensively to bring natural light into the building and reduce energy costs. Additional lighting controls will allow dimming of electric lighting in response to daylight conditions, and lighting will be completely shut off in much of the Transit Center during off-peak hours.

Graywater/Stormwater Reuse: To minimize potable water consumption and substitute other non-potable water, the facility will incorporate dual drainage piping that collects Graywater from select plumbing uses and recycles it for toilet and urinal flushing. Graywater and stormwater reuse, combined with water-conserving fixtures, will save more than 12 million gallons of potable water each year and also reduce the energy consumption associated with transporting water to the site.

Geothermal System: To significantly reduce the energy required to cool the building, a geothermal system that incorporates pipes coiled under the building deep below grade will harness the relatively low temperature of the ground to chill water passively. The geothermal cooling system contributes to water conservation efforts by reducing cooling tower use by approximately 350,000 gallons per year (60% less than a typical cooling tower system).

Natural Ventilation: Most of the building will be naturally ventilated. The Bus Deck is open on all sides and will not require exhaust or air filtration. Air/ventilation systems are designed to take advantage of the San Francisco climate by using cool night-time outside air to pre-cool and reduce daytime cooling needs.

Recycling: The Transit Center will help support San Francisco's aggressive recycling goal of reaching 75% diversion (and eventually zero waste) by providing three-stream waste separation that includes compost and recyclables.

Retail, Restaurant, and Merchandising Program

The TJPA intends to draw people to the Transit Center by creating a vibrant and people-friendly atmosphere. The public spaces in the Center will be lined by retail shops, restaurants and cafés. They will feature performances such as dance, theatre, concerts, art exhibits, festivals and similar attractions.

The Transit Center will contain more than 100,000 SF in Phase 1 at the street level, second floor and Rooftop Park. On completion of Phase 2, the Lower Concourse will accommodate up to 60,000 SF of additional retail.

It is envisioned that the retail will feature shops, restaurants, and convenience amenities for the neighborhood including a food hall with fresh local, ethnically diverse, and artisan foods. Other merchandising types would include apparel, cosmetics, electronics, wellness, optical, newsstands, pharmacy, and florists. The Rooftop Park is slated to have a destination “chef driven” restaurant and a café.



Rooftop Park, Restaurant, Café and Amphitheater

Urban parks historically have stimulated neighborhood development. The park on the roof of the Transit Center will be a densely planted, active park. The park will create a natural setting for social interaction, public gatherings, and informal recreation.



The 5.4-acre park will have at least ten entry points, including bridges to the Salesforce Tower and 181 Fremont Street, and a bridge to the future tower on Parcel F. Active and passive uses will be woven into the natural landscape, with features that include an amphitheater for up to 1,000 people, a restaurant and café, and a children's playground. Passive activities such as reading, picnicking or simply taking a break for lunch will be encouraged in numerous quiet areas.

One of the park's central features will be a 1,000-foot-long fountain with jets of water triggered by the movement of buses arriving and departing on the Bus Deck below. The walking path around the park's perimeter will be approximately one-half mile long. This would allow an annual 5K race to be conducted in approximately six laps.

Twelve smaller gardens placed throughout the park will be keyed to a variety of plant life and environmental conditions: Chilean, Mediterranean, and South African; palm and grass; and gardens keyed to wetlands and environments typical of the Bay Area. The park will serve as a significant teaching tool. Its environments will be labeled to allow for formal and informal educational opportunities. The park will help make the Transit Center a magnet for pedestrians.

The park will also contain approximately 10,000 square feet of restaurant and café space whose distinctive architecture is designed to blend with the natural landscape, creating an attractive setting for a chef-driven restaurant concept and a chic café.



The amphitheater will provide the perfect backdrop for performances including movie screenings, concerts, and special programming and events.



5. Transbay Neighborhood Transformation

Downtown San Francisco is at the center of the world's innovation engine and serves as the region's premier commercial district, accommodating about 75% of the City's office jobs. The new Transit Center will underscore the City's status as the most desirable place for commercial growth in the Bay Area. The Transit Center will anchor the new Transbay neighborhood connecting downtown with the emerging Rincon Hill residential neighborhood to the south.

The Transbay Redevelopment Plan (adopted in 2005) and the Transit Center District Plan (adopted in 2012) work in concert to create a high-density, mixed-use, transit-oriented neighborhood. The Transbay Redevelopment Plan facilitates neighborhood transformation through the redevelopment of vacant and underutilized, formerly State-owned properties that originally served the former Transbay Terminal and highway system. Redevelopment of these properties will generate about 3,000 housing units of which 35% will be affordable to moderate income households as required by the Transbay Redevelopment Plan and State law. Overall, the two plans will produce approximately 4,500 new homes and more than 6 million SF of commercial space. Proceeds from the sale of the former State-owned properties and tax increment generated from the growth in assessed value from their development will generate revenues to help fund the Program.



Future Development in the Neighborhood

Significant new commercial and residential developments are proposed for the Transbay neighborhood to take advantage of the convenient and interconnected public transit, open space, and retail provided by the Transbay Program and the expanding neighborhood amenities surrounding the Transit Center.

• 6 million SF of new office space in a high density core surrounding the Transit Center
• 4,500 new homes and over 7,000 new residents
• More than 100,000 SF of new retail in Phase 1 within the new Transit Center and an additional 60,000 SF in Phase 2
• 150,000 SF of new retail in the area surrounding the Transit Center
• Dramatic new skyline including the tallest high-rise in San Francisco
• New public parks, including the 5.4-acre Rooftop Park on the Transit Center and more than 5 additional acres of parks in the neighborhood
• Inviting public realm with wide sidewalks, landscaping, and pedestrian amenities
• Mid-block crossings keyed to alleyway systems and other pedestrian safety improvements
• Safe and convenient bicycle lanes

The Under Ramp Park

The Master Lease Agreement may also encompass elements of the Under Ramp Park. The Under Ramp Park will be a new 4.2 acre neighborhood park extending from Harrison to Howard Streets below the existing Interstate 80 Fremont exit ramp and the future Transit Center Bus Ramps. The park will create a strong pedestrian and bicycle link between the Rincon Hill neighborhood and the new Transit Center, foster community within the emerging neighborhoods, and become a downtown destination, with a children's play area, cafés and terraces, a beer garden, and a multilevel pavilion with park-serving retail, among other amenities.

Projects planned or under construction in the Transbay neighborhood:



Salesforce Tower – 1.4 Million SF



181 Fremont Street – 416,000 SF



Block 6/7 – 556 Units



Block 5 – 675,000 SF



Block 9 – 570 Units

6. Project Requirements

The TJPA seeks to contract with a team to program and sublease retail space in the Transit Center, manage the operations and maintenance of the Transit Center, and program and manage events and entertainment at the variety of venues in the Transit Center. Respondents should have the skill, experience, and vision to attract a mix of retail that will not only be profitable, but also reflect the Transbay neighborhood's character and the spirit of San Francisco as a world class city.

Master Retail Leasing Program

The Transit Center is a key feature of the emerging Transbay neighborhood. It will be a transit station for commuters and inter-regional travelers and a destination for those seeking high-quality retail, open space, and entertainment.

The regular scheduling of special events should be designed to enhance pedestrian traffic in and about the Transit Center. The TJPA expects that the Master Lessor will lease all retail and event or entertainment spaces in the Transit Center. Exhibit A shows the areas that the TJPA will lease to the Master Lessor. The Master Lessor shall:

- Develop a successful, economically viable retail program with diverse uses that will attract commuters, residents and employees from the neighborhood, tourists, and others
- Create a marketing and leasing strategy to ensure that pre-leasing activity is completed prior to the opening of the Transit Center in late 2017
- Provide the TJPA with regular updates on pre-leasing activity, including prospects, asking rates, and concessions
- Develop a standard lease document for all tenants, including LEED™ requirements for tenant improvements
- Finance tenant improvements
- Coordinate tenant build-out in compliance with applicable codes and design guidelines and specifications provided by the TJPA
- Assume all landlord responsibilities under the terms of the subleases, including rent collection and lease performance

The rent payable to the TJPA under the Master Lease Agreement, including allocable share of common area maintenance (CAM) and other charges, will be determined based on the responses to the RFP and in the course of negotiations for the Master Lease Agreement.

Facilities Operation Requirements

The TJPA seeks a Master Lessor that will operate and maintain the Transit Center—other than transit operations and advertising—safely and efficiently and enhance the Transit Center’s appeal as a foremost destination for retail and entertainment. Facilities operation and maintenance responsibilities involve the procurement, oversight and management of all non-transit services, whether self-performed or contracted. The operation and management team will ensure that the Transit Center is clean, safe, and maintained to a standard consistent with other highly visible world-class public venues. The operation and management team will comply with established TJPA procurement practices for all contracted services. Facilities operation and maintenance-related responsibilities may include, but are not limited to, the following:

- Management of cleaning and routine maintenance, including all contracted services
- Provision of security guard service officers and security management for day-to-day activities, exceptional conditions, and preplanned events in accordance with TJPA security policies
- Provision of qualified, experienced site management personnel, routine maintenance personnel and building engineers, as needed
- Management and maintenance of equipment needs for the facilities
- Management of insurance coverage for facilities in coordination with the TJPA risk management procedures
- Coordination of responsibilities and oversight with transportation tenants, including AC Transit, SF Muni, and potentially Greyhound and Amtrak
- Management of the public spaces and coordination of special events, public information displays and exhibits
- Enforcement of Transit Center policies, procedures, rules and regulations
- Management and implementation of the TJPA’s Emergency Response Plan and other protective security strategies
- Management and maintenance of the Rooftop Park, playground, restaurants, landscaping, fountains, event facilities, and other public areas

Public Space Event Programming, Coordination and Management

The TJPA requires that the selected Respondent develop a program for events and activities in public spaces such as the Grand Hall and the Rooftop Park’s amphitheater and main, as follows:

- Plan and coordinate a creative, exciting series of events for the public spaces in the Transit Center
- Incorporate local, cultural (popular and classic), and educational performances timed with seasons and trends with the aim of increasing activity and enhancing the image of the Transit Center
- Provide a program, schedule, rates, and strategy for promoting the Transit Center as a destination and event venue
- Manage event spaces and events

General Administration and Financial Responsibilities

The selected Respondent will be responsible for the following:

- Budget preparation and monitoring: prepare an annual budget in a form to be approved by the TJPA, project the income and expenses for the upcoming year, and provide monthly actual/variance reports.
- Accounts receivable and collections: prepare invoices for the collection of rents, take all appropriate follow-up steps including the oversight of evictions and collections, and account for revenues.
- General ledger and financial records: maintain all general ledger and financial records in accordance with generally accepted accounting principles, and in sufficient detail to allow TJPA efficient oversight.
- TJPA review: provide the TJPA access to all records and facilities at any time. Records shall be independently audited annually.

The TJPA expects that the selected Respondent will receive a base fee and an incentive fee, which will be based on the Respondent's proposal in response to the RFP.

Transit Center Security

The TJPA has engaged a consultant to prepare a Safety and Security Concept of Operations, including an Emergency Response Plan and other protective security strategies, for the Transit Center, which will provide guidelines for security operations at the facilities. The Concept of Operations will include security staffing plans; a trusted access program; programs designed to manage persons, cargo, and vehicles onsite; interactions with emergency responders, a site wide communications strategy, management of security systems, mutual aid security engagements with facility stakeholders, and other security management programs, in which the Master Lessor will be a key participant. The RFP will provide more information. The selected Respondent will be required to manage physical security equipment (bollards/barriers), operational security measures (the security/guard staffing), and technology security (equipment, etc.) consistent with the TJPA's security planning, as informed by the Concept of Operations documentation.

7. RFQ Requirements and Schedule

Required Skills and Experience

To qualify to participate in the RFP phase, the Respondent team must have the following experience:

- A minimum of 10 years managing a large mixed-use venue including leasing, event programming, management, security, finance, and administration
 - A current management and leasing portfolio exceeding 4,000,000 SF of Class A retail and office projects
 - Management of at least two publicly owned facilities and coordination with both public and private stakeholders, preferably a transit-oriented project
 - Marketing and leasing transactions for retail, office, and restaurant uses
 - Planning, coordination and management of special events as part of a public venue.
 - Landscaping and maintenance of a large urban park
- A project leader with at least 10 years' experience managing and leasing mixed-use projects
- Key team members with a minimum of 10 years' experience each managing and leasing mixed-use projects
- A lead building engineer with a minimum of 10 years' experience in mixed-use projects
- An experienced event planner with a minimum of 10 years' experience in public projects
- A retail leasing team with urban retail experience and a minimum of 10 years' experience

Respondents should have experience managing, programming, operating, and leasing the following types of facilities:

- Retail and entertainment buildings
- Mixed-use facilities
- Public transit facilities
- Public venues with retail components
- Concession facilities as part of an airport, bus terminal, or train station
- Urban mixed-use complex with a public venue
- Convention centers, trade centers, or public/private district

Schedule

RFQ Issued	December 22, 2015
Pre-Submission Information Session	January 14, 2015
Questions Submitted	January 21, 2015
Responses to Questions/Addenda Posted	January 28, 2015
RFQ Submissions Due	February 17, 2015
RFP Issued	March 27, 2015

Selection Process

A pre-submission information session will be held at 9:00 AM on January 14, 2015 at the TJPA offices, located at 201 Mission Street, Suite 2100. Attendance is optional, but highly encouraged.

Written questions, comments and/or clarifications may be emailed, mailed or faxed to the following address by January 21, 2015 at 5:00 PM Pacific Time:

Transbay Joint Powers Authority

201 Mission Street, Suite 2100

San Francisco, CA 94105

Fax: (415) 597-4615

Email: facilitiesmanager@transbaycenter.org

Statements of Qualifications must be submitted in writing. Submit ten (10) paper copies and one (1) electronic copy (CD or USB drive) to the address above no later than 4:00 PM Pacific Time on February 17, 2015.

A selection committee made up of TJPA staff and consultants will review and evaluate all submissions. After the initial review of submissions by the selection committee, Respondents may be asked to make a formal presentation regarding their Statements of Qualifications.

The TJPA may modify this RFQ prior to the date qualifications are due by issuing written addenda. Should the TJPA accept any proposed change to any specification, stipulation, requirement, procedure, or condition, notification will be made to all potential Respondents in the form of a written addendum prepared by the TJPA. The original RFQ, plus any written addenda, issued by the TJPA shall comprise the entire RFQ. Addenda will be posted on the TJPA's website (www.transbaycenter.org). Follow the links to Doing Business with the TJPA > Current Contract Opportunities > 14-01 Master Retail Lessor/Facilities Operator/Event Programmer.

Addenda may be sent to parties who request a hard copy via regular, U.S. mail. All Respondents must be registered on the TJPA's website to receive a notice of the addenda. The TJPA will make reasonable efforts to notify potential Respondents via email in a timely manner of the posting of addenda on the website. In either case, the last known address of each firm listed with the TJPA will be used. All parties, regardless of how they obtained the RFQ, are solely responsible for ensuring the receipt of any and all addenda and should therefore check the TJPA website before submitting their Statements of Qualifications to ensure receipt of all addenda and to ensure that their submissions respond to any such addenda.

8. Submission Requirements

Statements of Qualifications shall adhere to the format and page limitations described below.

Statements of Qualifications shall be printed on 8½ x 11-inch recycled paper and use both sides of a page (each side counts against the page limit); typeface shall be no smaller than 11 point; margins shall be no less than 1 inch. Elaborate brochures or other marketing literature are discouraged and will not be considered in evaluating Statements of Qualifications.

Given the integration of services, the TJPA recognizes that teams or joint ventures may be formed to provide the desired services. If the Respondent is a joint venture (JV), each JV partner must provide its individual qualifications and experience. If the JV has performed work over the last ten years, the JV must provide responses as an entity, in addition to the information provided by each partner.

All submissions shall include the following information in the order specified:

- Letter of Introduction and Executive Summary. The letter should be signed by the person designated as the primary contact for the proposing party. The introductory letter should also confirm that all information contained in the Statement of Qualification is true, correct and not misleading. Limit: 2 Pages
- Qualifications and Experience of Respondent. Provide a brief description of the prime company and any sub-consultants on the Respondent's team. Include a summary of the company's capabilities and experience as an owner or lessor of retail properties, whether directly or as a master lessee, and an operator of high-density, mixed-use facilities. Describe three comparable projects (at least two of which are publicly owned facilities) in which your team provided similar services and explain your team's approach to leasing, public space programming, event management, facility management and operations to maximize revenues and foot traffic at those projects; the description of comparable projects should include the location of the project, the size of the project, the number of tenants, labor contracts pertaining to operation of the facility and/or experience with unionized retailers (if applicable), the number of employees operating the facility, etc. Describe the Respondent's experience developing successful retail facilities that showcase artisanal, regional and local enterprises, and/or promoting disadvantaged business enterprises. Describe the Respondent's approach to delivering a retail program that meets and exceeds the expectations of facility neighbors and others who will utilize the space. Limit: 20 Pages
- Personnel Assigned to the Project. The Respondent must be willing to commit key staff to the project. Provide a professional profile of each team member as well as an organizational chart, depicting their role in the project as well as the roles of any necessary consultants. Describe each team member's role and responsibility for this project including title, brief job description and salary requirements. Limit: 20 Pages

- Preliminary Approach. Respondent should describe its team's anticipated approach to the leasing and management of the Transit Center. A preliminary statement of approach should address the following:
 - Programming tenant mix (including approach toward artisanal regional and local enterprises)
 - Marketing/Leasing
 - Special events planning, scheduling and coordination
 - Tenant build-out
 - Facilities management, maintenance and operation
 - Security
 - Budget and financial management

The preliminary statement of approach should be concise and should communicate Respondent's general approach to management of a project similar to the Transit Center. The TJPA recognizes that the Respondent has not been briefed on the details of the project and therefore does not expect detailed responses geared specifically towards the Transit Center. Respondent should, however, be able to demonstrate a value-added approach to a similar project. Limit: 15 Pages

- Financial Capability. Provide an audited financial statement of current financial condition, including annual revenues from property management, event and program management, leasing, development, and project management. Provide credit references. Limit: 10 Pages
- Litigation. Identify any recent (past three years) threatened or actual material claims (actual or estimated value in excess of \$1 million) either against the Respondent (or any key personnel) or by the Respondent, including the source of such claims, the nature of the claims, their amount, and status. Identify any recent (past three years) threatened or actual material claims or causes of action filed in a court by the Respondent or any entity affiliated with the Respondent, or by any person or entity hired or retained by the Respondent, or at the Respondent's request, against TJPA or any of its members—the City and County of San Francisco, AC Transit, or Caltrain—including the source of such claims, the nature of the claims, their amount, and status. Limit: 10 Pages
- References. Provide client references for at least five recent assignments of the Respondent, at least two of which are with public owned facilities; include the reference names, addresses, telephone numbers, email addresses, and specific projects. Limit: 2 pages

9. Evaluation Criteria

Statements of Qualifications will be evaluated to ensure that the Respondent has demonstrated compliance with each of the requirements described herein. The selection committee will score the Statements of Qualifications in accordance with the criteria and methodology described in this RFQ. Any submission that does not meet the minimum requirements will be automatically rejected.

References

TJPA will verify and make reasonable efforts to contact references and provide a report of the results to the selection committee. The TJPA will have no liability for inaccurate contact information provided by Respondents or for unavailable or negative references.

Evaluation and Scoring

Qualifications and Experience	35 points
Preliminary Approach	25 points
Financial Capability	30 points
References	10 points

The maximum total score is 100. To qualify for participation in the next phase of the selection process (RFP), a Respondent must receive no less than 75 points.

Notwithstanding a Respondent's score, before or after a Respondent is selected for this opportunity, a Respondent's conflict of interest, litigation history, or history of lack of good faith in dealings with the TJPA, the City, or other public agencies shall bar it from participating in the opportunity. A conflict of interest shall include, but is not limited to, a Respondent's or its affiliate's breach of a contract with the TJPA; a violation of any obligation to pay fees, taxes, or assessments that are intended to provide funding for the Transbay Project; or voting against or filing a legal action to invalidate or prevent the enforcement of the Transbay Transit Center Community Facilities District No. 2014-1 or the proposed Greater Rincon Hill Community Benefit District.

Qualifying Respondents will be invited to submit a proposal as part of the RFP process.

10. TJPA Policies

The RFP will include more specific information concerning the proposed terms of the Master Lease and Operating Agreement.

All RFP candidates will be required to adhere to TJPA policies, including federal procurement requirements, TJPA Project Labor Agreement and Labor Representation Policy, and the policies described below. Additional detail will be provided with the RFP.

Disadvantaged Business Enterprise (DBE) / Small Business Enterprise (SBE) / Nondiscrimination

Policy

It is the policy of the TJPA to ensure nondiscrimination on the basis of race, color, sex or national origin in the award and administration of Department of Transportation (DOT)-assisted contracts. It is the intention of the TJPA to create a level playing field on which DBEs can compete fairly for contracts and subcontracts relating to the TJPA's construction, procurement and professional services activities. Pursuant to 49 CFR Section 26.13, the TJPA is required to make the following assurance in every DOT-assisted contract and subcontract:

The contractor or subcontractor shall not discriminate on the basis of race, color, national origin, or sex in the performance of this contract. The contractor shall carry out applicable requirements of 49 CFR Part 26 in the award and administration of DOT-assisted contracts. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the TJPA deems appropriate.

The TJPA recommends that Respondents review the TJPA's DBE Program and Small Business Enterprise (SBE) Program, available on the TJPA website: <http://www.transbaycenter.org> > TJPA > Doing Business with the TJPA.

Pursuant to the monitoring requirements outlined in both the DBE Program and the SBE Program, each Respondent will be required to complete and submit the TJPA's Bidders/Respondents Information Request Form with its proposal at the RFP stage, regardless of DBE/SBE participation. Upon award of any agreements, the Master Lessor will be required to submit various forms reporting on DBE and SBE participation on a monthly basis.

Equal Employment Opportunity

The TJPA encourages Respondents to actively recruit minorities and women for their respective workforces. The TJPA requests copies of any nondiscrimination or equal opportunity plans that the Respondents have in place.

DBE Participation

The TJPA has a race-neutral DBE Program and there is no DBE goal on the Master Lease and Operating Agreement; however, Respondents should refer to the following paragraph for information about any mandatory SBE utilization goal.

SBE Utilization Goal

The TJPA has not established an SBE utilization goal at this stage of the RFQ/RFP process. The TJPA expects to specify SBE goals for operation and maintenance services, as well for construction of tenant improvements at the RFP stage. The SBE utilization goal is enforceable. Meeting the goal or providing adequate evidence of good faith efforts to do so is a condition of contract award. Guidance regarding adequate good faith efforts and a form for documentation are included in the SBE Program on the TJPA website. TJPA accepts certifications from the following as SBEs: any state's Unified Certification Program, California Department of General Services, and the San Francisco Human Rights Commission.

In addition, TJPA may give special consideration to proposals that offer retail leasing opportunities to small businesses, and/or artisanal regional and local enterprises. More detail will be included in the RFP.

Questions Regarding DBE

Written questions concerning DBE/SBE/nondiscrimination requirements should be addressed to:

Ms. Sara Gigliotti
Chief Financial Officer
Transbay Joint Powers Authority
201 Mission Street, Suite 2100
San Francisco, CA 94105
Fax: (415) 597-4615
Email: facilitiesmanager@transbaycenter.org

Levine Act

The Levine Act (Government Code section 84308) is part of the Fair Political Practices Act that applies to elected officials and their alternates who serve on appointed boards, such as the TJPA Board. The Levine Act prohibits any TJPA Board member (including a Board member's alternate) or officer who has received \$250 or more from an applicant for a contract with the TJPA within the previous twelve months from participating in or influencing the decision on awarding that contract. The Levine Act also requires a Board member or officer of the TJPA who has received such a contribution to disclose the contribution on the record of the proceeding in which a contract is being considered. In addition, TJPA Board members and officers are prohibited from soliciting or accepting a contribution from a party applying for a contract while the matter of awarding the contract is pending before the TJPA and for three months following the date a final decision concerning the contract has been made.

Each Respondent must disclose any contributions of \$250 or more that it has made to a TJPA Board member or officer within the twelve-month period preceding the submission of its Proposal. This requirement applies to the Respondent, as well as to any member firm or individuals on the

Respondent's team, subsidiaries, parent companies, other firms associated with the Respondent and agents of the Respondent. If such a contribution has been made, Respondent must provide to the TJPA's Executive Director a written statement setting forth the date and amount of said contribution(s). The Executive Director must receive this information at the same time the Statement of Qualifications is received.

Members of the TJPA Board of Directors are:

Jane Kim, Chair
Greg Harper, Vice Chair
Marian Lee
Mohammed Nuru
Edward Reiskin
Bijan Sartipi, Ex Officio

Appeal Process

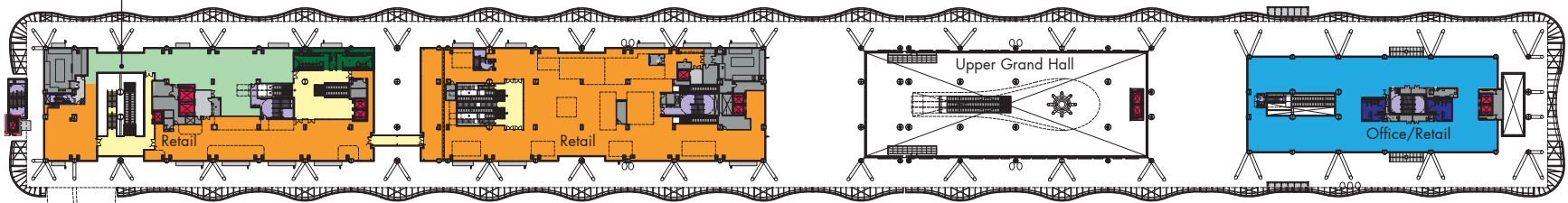
If a Respondent is notified that its Statement of Qualifications has not received a score sufficient to move on to the RFP process, the Respondent may appeal. The Respondent may file an appeal by delivering a written request no later than five days after the notification date as to its qualification to the following address:

Ms. Maria Ayerdi-Kaplan, Executive Director
Transbay Joint Powers Authority
201 Mission Street, Suite 2100
San Francisco, CA 94105

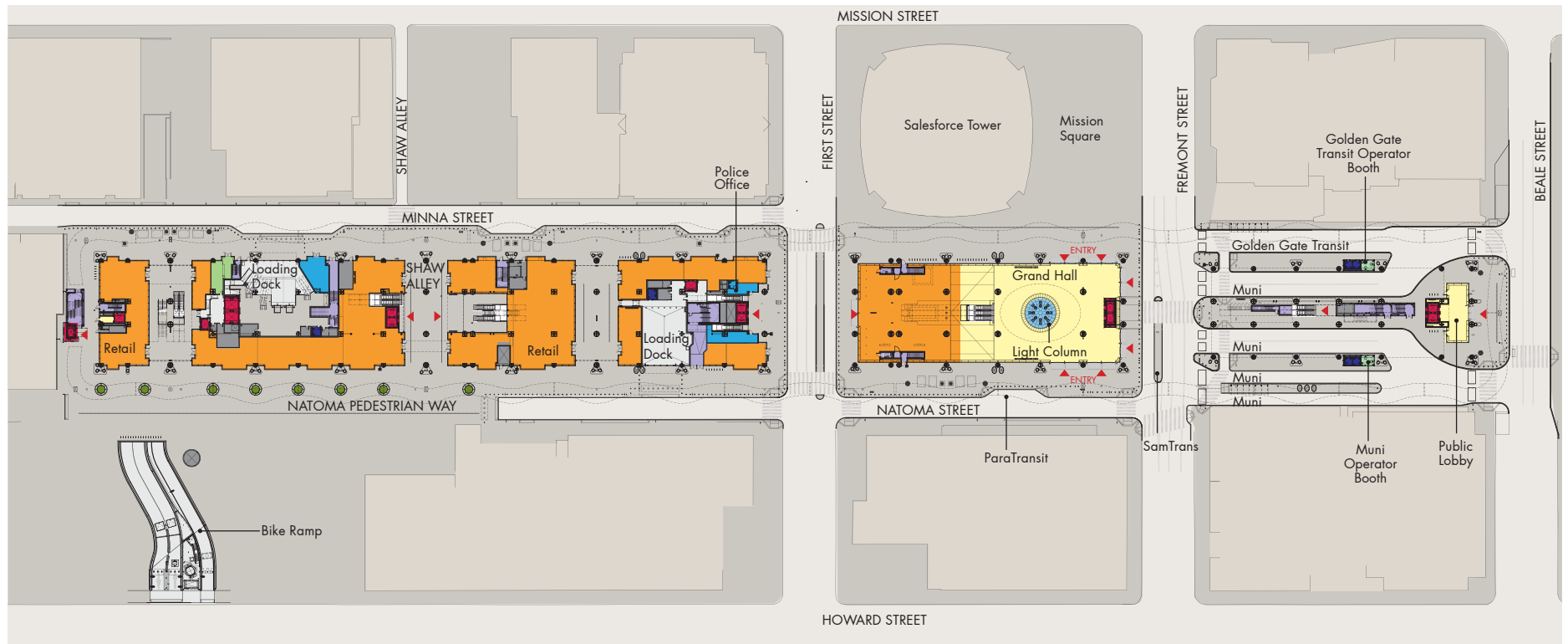
If the Respondent files a complete and timely request for appeal, a review of the appeal shall be conducted so that it is concluded soon after receipt of the request. The review shall be an informal process conducted by TJPA and its consultants, and will be based upon the information submitted by the Respondent in its request. TJPA will notify the Respondent in writing of the decision at the conclusion of the review. The decision is final and is not subject to appeal or challenge whether by administrative process, judicial process, or any other legal process or proceeding.

Exhibit A

Greyhound & Amtrak Waiting
Area & Program Space



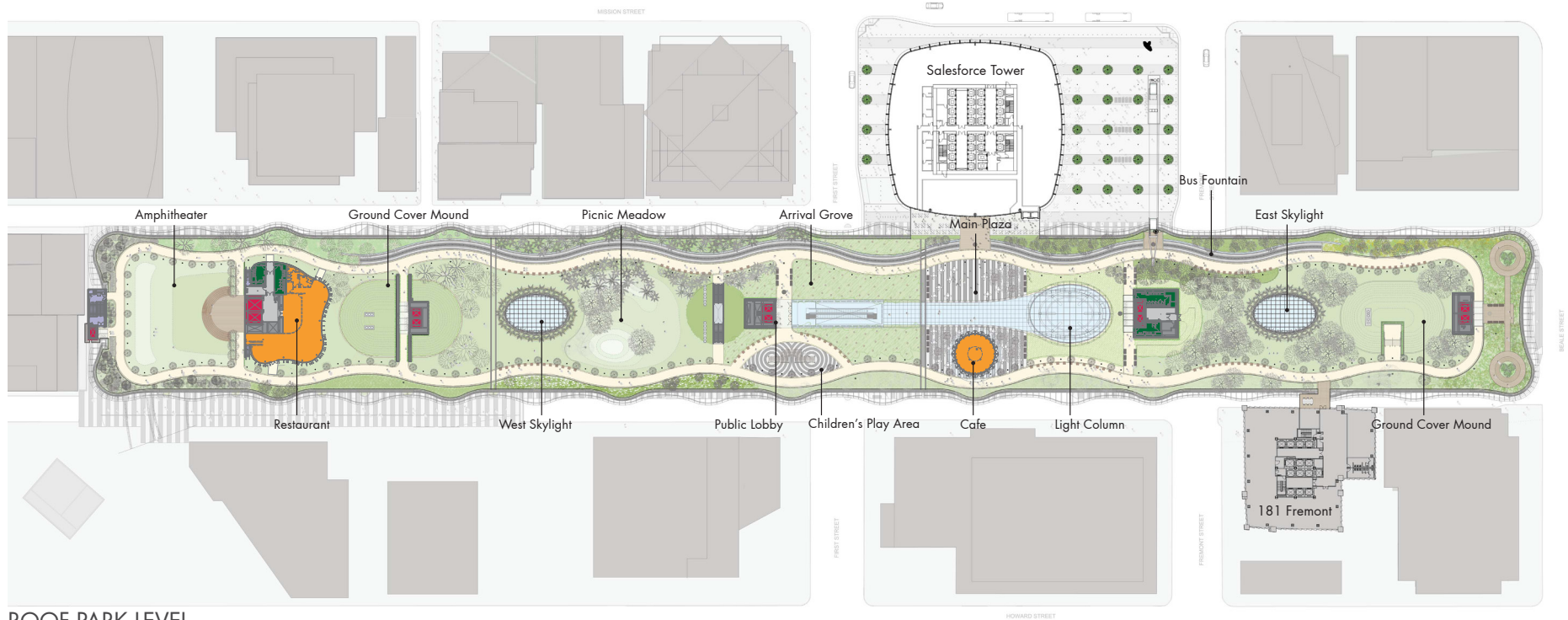
SECOND LEVEL



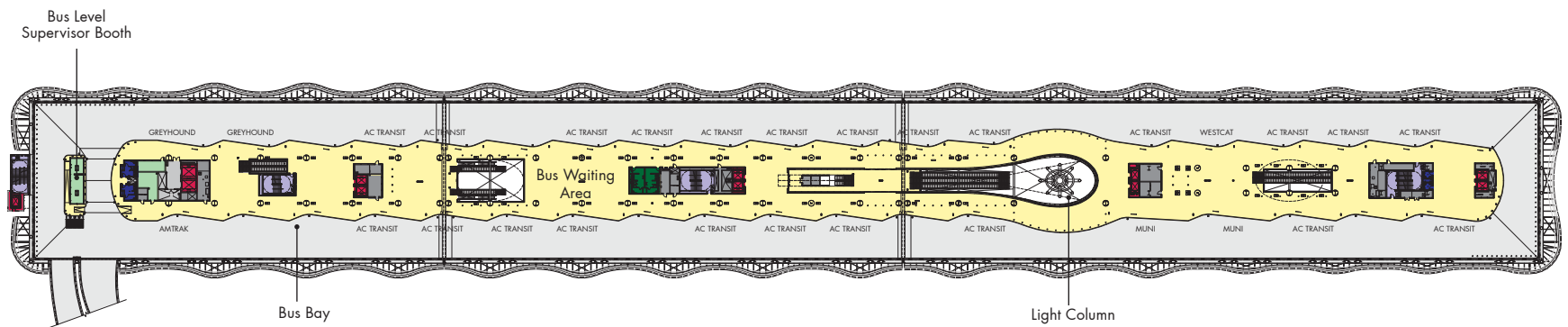
GROUND LEVEL

LEGEND

- | | |
|---|--|
| ■ RETAIL | ■ PUBLIC LOBBY/CIRCULATION |
| ■ OFFICE/RETAIL | ■ BACK-OF-HOUSE |
| ■ BUS PROGRAM | ■ SUPPORT |
| ■ ELEVATORS | ■ PUBLIC RESTROOMS |
| ■ STAIRS | ■ FACILITY RESTROOMS |



ROOF PARK LEVEL



BUS DECK LEVEL

LEGEND

RETAIL	PUBLIC LOBBY/CIRCULATION
OFFICE/RETAIL	BACK-OF-HOUSE
BUS PROGRAM	SUPPORT
ELEVATORS	PUBLIC RESTROOMS
STAIRS	FACILITY RESTROOMS