

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 8  
FOR THE MEETING OF: September 20, 2007**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Resolution approving the Team of Pelli Clarke Pelli Architects and Hines for exclusive negotiations and authorizing the Executive Director to enter into exclusive negotiations for: (1) a Term Sheet with the Team of Pelli/Hines and then, if successful and subject to TJPA Board approval of the Term Sheet, a Disposition and Development Option Agreement for the Tower Property, also subject to Board approval; and (2) a Design Agreement for the Transit Center with Pelli, subject to Board approval.

**SUMMARY:**

In Resolution 06-013 adopted on June 2, 2006, this Board authorized the TJPA Staff to launch an international design and development competition (“Competition”) to select a Design and Development Team (“D/D Team”) to design the Transbay Transit Center building and ramps and design and develop a new high-rise Transit Tower on the Caltrans transfer parcel north of the new Transit Center Building bounded by Mission, First, and Fremont Streets (“Tower Property”). As authorized by the Board in Resolution 06-013, following the Board’s selection of a D/D Team in the Competition, the TJPA Staff is to enter into exclusive negotiations with the selected Team for a Disposition and Development Option Agreement (“Option Agreement”) for purchase or ground lease of the Tower Property and for the construction of the Tower, and negotiate a separate Design Agreement with the Lead Designer of the Team to design both the Transit Center and Tower. The Staff impaneled a Jury approved by this Board to analyze the Proposals and rank the D/D Teams in the Competition. The Jury has completed its selection process and recommends the Team of Pelli Clarke Pelli Architects and Hines for exclusive negotiations for the Option Agreement and Pelli for exclusive negotiations for the Design Agreement.

**DISCUSSION:**

The TJPA’s selection of a D/D Team in the Competition would not result in the approval of a Tower project, but rather would merely constitute the approval of a D/D Team to negotiate an agreement with the TJPA and propose a Tower project that would undergo a full public review process to obtain all necessary government approvals following environmental review under the California Environmental Quality Act, including but not limited to: discretionary approvals by the TJPA Board; discretionary approvals by the San Francisco Board of Supervisors, if necessary; discretionary entitlements from the San Francisco Planning Commission under the San Francisco Planning Code and Proposition M; and building permits that comply with all seismic and other safety requirements of the Building Code.

The City is currently studying the creation of new zoning controls for the Transbay District that will determine the envelope of the Transit Tower. These controls are not scheduled to be adopted until approximately 18 months after the TJPA selects a Team for exclusive negotiations. Accordingly, the Staff recommends that the TJPA and the selected D/D Team first attempt to negotiate a non-binding Term Sheet for the Disposition and Development Option Agreement for the Tower (“Option Agreement”) within six months after the Board’s selection of a Team, before negotiating a final Option Agreement. The advantage of requiring a Term Sheet prior to the execution of a final Option Agreement would be to allow the TJPA Staff to quickly ascertain whether the parties can come to terms on the fundamental issues of the Option Agreement and, if not, immediately return to the Board for direction to avoid delay in implementation of the Transbay Program. Because the zoning controls applicable to the Tower will be uncertain until the City’s adoption of the Transbay District controls, the negotiation of a final Option Agreement within that six-month negotiating period would be premature. The Term Sheet would necessarily leave open the final design and envelope of the Tower. The Staff anticipates that the Term Sheet would also establish formulas for the monetary compensation to the TJPA based on the floor area of the uses and the number of residential units (if any) in the Tower ultimately approved by the City.

In authorizing the Competition, the Board was cognizant of the schedule for construction of the new Transit Center established in the Cooperative Agreement executed among the TJPA, the City and County of San Francisco, and Caltrans. To meet the schedule in the Cooperative Agreement and minimize escalation costs, the TJPA was required to complete the Competition by September 2007 to allow the TJPA to negotiate a Design Agreement for the design of the Transit Center building and ramps with the selected Team by January 2008, present the Design Agreement to the TJPA Board in February 2008, and commence design work in March 2008.

Because the Transit Center and Tower must complement one another architecturally and functionally, the Board determined that the same Lead Designer should design both structures. Accordingly, it was imperative in this Competition that the TJPA select a single Team that would design and build the Tower and design the Transit Center.

To ensure that the Competition was conducted in a fair and open manner, the Board authorized the Staff to retain an independent and impartial Competition Manager, Donald J. Stastny FAIA and FAICP, of StastnyBrun Architects. Mr. Stastny has extensive experience in managing international design competitions.

On October 27, 2006, the Board approved a seven-member Competition Jury of distinguished architects, an engineer, a transportation expert, architectural critic, and a real estate economist to analyze Proposals submitted by D/D Teams participating in the Competition, select the D/D Team submitting the Proposal that best meets the TJPA’s objectives of design quality and financial contribution to the Program, and present its recommendation to the Board.

The Board approved a two-stage Competition. In Stage I of the Competition, the Competition Jury was to qualify D/D Teams each consisting of a developer, a lead designer that meets the TJPA's expectations of design excellence, and an Architecture and Engineering team to submit Proposals for the second stage. In Stage II, each D/D Team was to submit a proposal for the design of the Tower and the Transit Center and a financial contribution to the Transbay Transit Center Program ("Program") for purchase or ground lease of the Tower Property.

The Competition Manager conducted the Competition in accordance with the Board's direction in Resolution 06-013. The Competition Manager developed a Competition Manual setting forth the rules and procedures for the conduct of the Competition. He formulated and strictly enforced a Communications Protocol that guaranteed that each Team received the same information necessary to prepare a Proposal for the Transit Center and Tower that met the TJPA's requirements.

The attached Final Report – Process Summary and Jury Recommendation ("Final Jury Report") provides a detailed chronology of the Competition. On February 15, 2007 the Board approved the Jury's recommendation of four Teams from the five Teams participating in Stage I of the Competition, the RFQ process, to submit Proposals in Stage II.

In May 2007, the Team of Santiago Calatrava/Boston Properties withdrew from Stage II, leaving three Teams in the Competition: Rogers Stirk Harbour & Partners (formerly Richard Rogers Partnership) and Forest City Enterprises with MacFarlane Partners ("Rogers/Forest City"), Skidmore, Owings & Merrill and Rockefeller Group Development Corporation ("SOM/Rockefeller"), and Pelli Clarke Pelli Architects and Hines ("Pelli/Hines"). The Competition Manager provided each Team with ample information necessary to understand the TJPA's criteria for the Transit Center and Tower, including the Competition Manual, Request for Proposals, public documents on the TJPA website, a Stage II Briefing, Questions and Answers, a Scope Definition Report, Model Term Sheet and Pro-Forma Templates, and two Mid-Course Reviews. The process for dissemination of information to the Teams is described in further detail in Section 5 of the attached Final Jury Report prepared by the Competition Manager.

On July 10, 2007, the three remaining Teams submitted Proposals. On August 6, 2007, the three Teams presented their design proposals for the Transit Center and Tower to the TJPA Board in a public meeting. The Teams' statements describing their Proposals are set forth in Section 6 of the Final Jury Report.

The TJPA Staff conducted a technical review of the three proposals and determined that each met the Minimum Criteria for the Transit Center and Tower as set forth in the Scope Definition Report prepared by the TJPA. Prior to the Jury's review of the Proposals, the TJPA Staff briefed the Jury on the technical requirements contained in the Scope Definition Report, advised the Jury that the three Proposals met the Minimum Criteria, and pointed out design elements in the Proposals that departed from the design suggested in the Scope Definition Report. Section 7 of the Final Jury Report provides a more

extensive discussion of the TJPA Staff's technical report to the Jury on the three Proposals.

The Jury reviewed the written Proposals, interviewed each Team, scored the Proposals, and submitted the attached Final Jury Report to the Board on September 10, 2007. The Director of Contract Compliance for the San Francisco Municipal Transportation Agency attended the Jury's proceedings in each stage to ensure compliance with standard operating procedures.

The Jury recommends the Team of Pelli/Hines for exclusive negotiations with the TJPA. The Jury ranked Roger/Forest City and SOM/Rockefeller second and third, respectively. The TJPA Staff concurs with the Jury's recommendation. Section 9 of the Final Jury Report contains the Jury's ranking of the Proposals, its recommendation to the TJPA Board, and an explanation of the Jury's analysis of the Proposals and reasons for the Jury's ranking. While the Jury complemented all three D/D Teams on their Proposals, the Jury concluded that the Pelli/Hines design for the Transit Center and Tower was superior to the other two designs insofar as it best met the TJPA's operational, functional, and aesthetic requirements. Moreover, Hines' offer of a purchase price for the Tower Property was significantly higher than the offers of the other Teams.

In deciding whether to adopt the Jury's recommendation, the Board is required to apply the same selection criteria used by the Jury set forth in the Final Jury Report. Following the Board's selection of a Team for exclusive negotiations, the TJPA would attempt to negotiate a Design Agreement for the Transit Center with the Lead Designer of the selected Team by February 2008. The Team the Board approves would enter into an exclusive negotiating agreement ("ENA") with the TJPA to design and develop the Tower. The ENA would provide that the parties will attempt to sign a Term Sheet for the Option Agreement for the Tower. The Design Agreement, Term Sheet, and Option Agreement would be presented to the Board for approval. The Staff recommends that the TJPA negotiate with Pelli/Hines for a sale, as opposed to a ground lease, of the Tower Property, on the ground that a sale will maximize the total financial return to the TJPA.

The TJPA Board will retain discretion to approve the Design Agreement, Term Sheet, and Option Agreement. The TJPA cannot enter into any such agreements for the Tower project until environmental review required by the California Environmental Quality Act ("CEQA") is completed. Environmental review for the Transit Center is completed. The Term Sheet is not binding and accordingly is not subject to CEQA review. Until the environmental review process for the Tower project has been completed, however, the TJPA Board will retain the sole and absolute discretion to: (i) make such modifications to the proposed project as are deemed necessary to mitigate significant environmental impacts; (ii) select other feasible alternatives to avoid such impacts; (iii) balance the benefits against unavoidable significant impacts prior to taking final action if such significant impacts cannot otherwise be avoided; or (iv) determine not to proceed with the proposed project based upon the information generated by the environmental review process.



**ENCLOSURES:**

1. Board Resolution 06-013
2. Final Report-Process Summary and Jury Recommendation
3. Board Resolution

**RECOMMENDATION:**

Approve the Jury's recommendation and authorize the Executive Director to enter into exclusive negotiations with Pelli Clarke Pelli Architects and Hines.

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, On June 2, 2006, in Resolution 06-013, this Board authorized the TJPA Staff to launch an international design and development competition ("Competition") to select a Design and Development Team ("D/D Team") to design the Transbay Transit Center building and ramps and design and develop a new high-rise tower on the Caltrans transfer parcel north of the new Transit Center Building bounded by Mission, First, and Fremont Streets ("Tower Property"); and

WHEREAS, As authorized by the Board in Resolution 06-013, following the Board's selection of a D/D Team in the Competition, the TJPA Staff is to enter into exclusive negotiations with the selected Team for a term sheet for a Disposition and Development Option Agreement for purchase or ground lease of the Tower Property and for the construction of the Tower, and negotiate a separate Design Agreement with the lead designer of the Team to design both the Transit Center and Tower; and

WHEREAS, In the Cooperative Agreement among Caltrans, the City and County of San Francisco, and the TJPA, Caltrans requires that the TJPA commence bus operations at the new Transit Center within eight years after the date Caltrans completes the retrofit of the West Approach Seismic Safety Project; and

WHEREAS, To meet Caltrans' deadline and minimize escalation costs, the TJPA must select a designer for the Transit Center by September 2007 and have the designer under contract by March 2008; and

WHEREAS, The Transit Center and Tower must be designed by the same designer to ensure that the two structures are compatible architecturally and functionally, and therefore the TJPA must select a single Team for the design of the Transit Center and the design and construction of the Tower in the Competition; and

WHEREAS, The TJPA's selection of a D/D Team in the Competition would not result in the approval of a Tower project, but rather would merely constitute the approval of a D/D Team to negotiate an agreement with the TJPA and propose a Tower project that would undergo a full public review process to obtain all necessary government approvals following environmental review under the California Environmental Quality Act, including but not limited to: discretionary approvals by the TJPA Board; discretionary approvals by the City's Board of Supervisors, if necessary; discretionary entitlements from the San Francisco Planning Commission under the San Francisco Planning Code and Proposition M; and building permits that comply with all seismic and other safety requirements of the Building Code; and

WHEREAS, The TJPA Board authorized the Staff to retain Donald J. Stastny FAIA and FAICP, of StastnyBrun Architects, an architect with extensive experience in managing international design competitions, to manage the Competition in a fair and open manner ("Competition Manager"); and

WHEREAS, The TJPA impaneled a seven-member Competition Jury of distinguished architects, an engineer, a transportation expert, architectural critic, and a real estate economist to analyze Proposals submitted by D/D Teams participating in the Competition, select the D/D Team submitting the Proposal that best meets the TJPA's objectives of design quality and financial contribution to the Transbay Transit Center Program (the "Program"), and present its recommendation to the TJPA Board of Directors; and

WHEREAS, The Board approved a two-stage Competition that would result in the selection of a consolidated D/D Team for design of both the Transit Center and the Tower and the development of the Tower; and

WHEREAS, In the first stage of the Competition, the Competition Jury would qualify D/D Teams each consisting of a developer, a lead designer that meets the TJPA's expectations of design excellence, and an Architecture and Engineering team for participation in the second stage; and

WHEREAS, In the second stage, each D/D Team would submit a proposal for the design of the Tower and the Transit Center and a financial contribution to the Program for purchase or ground lease of the Tower Property; and

WHEREAS, The Competition Manager and TJPA Staff conducted the Competition in accordance with the Board's direction in Resolution 06-013; and

WHEREAS, The Competition Manager developed a competition manual, which was given to all of the D/D Teams, setting forth the rules and procedures for the conduct of the Competition (the "Competition Manual"); and

WHEREAS, The Competition Manager formulated and strictly enforced a Communications Protocol contained in the Competition Manual that ensured that each Team received the same information necessary to develop a Proposal for the Transit Center and Tower that met the TJPA's requirements, and

WHEREAS, On February 15, 2007 the TJPA Board approved the Jury's recommendation of four D/D Teams from the five D/D Teams participating in Stage I of the Competition, the RFQ process, to submit Proposals in Stage II; and

WHEREAS, In May 2007, the D/D Team of Santiago Calatrava/Boston Properties withdrew from Stage II, leaving three D/D Teams in the Competition: Rogers Stirk Harbour & Partners (formerly Richard Rogers Partnership) and Forest City Enterprises with MacFarlane Partners ("Rogers/Forest City"), Skidmore, Owings & Merrill and Rockefeller Group Development Corporation ("SOM/Rockefeller"), and Pelli Clarke Pelli Architects and Hines ("Pelli/Hines"); and

WHEREAS, The Competition Manager provided each D/D Team with ample information necessary to understand the TJPA's criteria for the Transit Center and Tower, including the Competition Manual, Request for Proposals, public documents on the TJPA website, Stage II Briefing, Questions and Answers, Scope Definition Report, Model Term Sheet and Pro-Forma Templates, and two Mid-Course Reviews; and

WHEREAS, On July 10, 2007, the three remaining D/D Teams submitted Proposals in accordance with the Competition Schedule; and

WHEREAS, On August 6, 2007, the three D/D Teams presented their design proposals for the Transit Center and Tower to the TJPA Board of Directors in a public meeting; and

WHEREAS, The Jury reviewed the written Proposals, interviewed each D/D Team, scored the Proposals, and submitted its Final Report – Process Summary and Jury Recommendation (“Final Jury Report”) to the Board on September 10, 2007; and

WHEREAS, The Director of Contract Compliance for the San Francisco Municipal Transportation Agency attended the Jury’s proceedings in each stage to ensure compliance with standard operating procedures; and

WHEREAS, For the reasons stated in its Final Jury Report, the Jury recommends the D/D Team of Pelli/Hines for exclusive negotiations with the TJPA consistent with the provisions set forth in the Competition Manual; and

WHEREAS, The Jury ranked Roger/Forest City and SOM/Rockefeller second and third, respectively; and

WHEREAS, In its Report to the TJPA Board on the Competition, the TJPA Staff concurs with the Jury’s recommendations; and

WHEREAS, The TJPA Board has reviewed the Final Jury Report and the report of the TJPA Staff and considered the D/D Teams’ presentations at the August 6, 2007 Board meeting and the comments of the D/D Teams and the public at the Board’s September 20, 2007 meeting;

WHEREAS, The TJPA cannot enter into any binding agreement to sell or develop the Tower property until any and all environmental review required by the California Environmental Quality Act is completed. Until the environmental review process has been completed, the TJPA Board will retain the sole and absolute discretion to: (i) make such modifications to a proposed project as are deemed necessary to mitigate significant environmental impacts; (ii) select other feasible alternatives to avoid such impacts; (iii) balance the benefits against unavoidable significant impacts prior to taking final action if such significant impacts cannot otherwise be avoided; or (iv) determine not to proceed with a proposed project based upon the information generated by the environmental review process; now, therefore, be it

RESOLVED, That the TJPA Staff and the Competition Manager conducted the Competition in accordance with Resolution 06-013 and the Competition Manual; and be it

FURTHER RESOLVED, That the TJPA Executive Director, Staff and the Competition Manager are to be commended for conducting the Competition in an environment of the utmost fairness and transparency; and be it

FURTHER RESOLVED, That the TJPA Board expresses its sincere gratitude to the Jury for their extensive commitment of time and expertise to the Competition, and for insuring the fairness and integrity of the Competition; and be it

FURTHER RESOLVED, That the D/D Teams are also to be commended for strictly adhering to the Communications Protocol during the Competition, the result being a thoroughly fair Competition in which the Jury's and TJPA Board's ranking of the Proposals was based on an unbiased and objective review of the Proposals against clearly stated evaluation criteria; and be it

FURTHER RESOLVED, That the TJPA Board thanks and commends each of the three D/D Teams comprised of the world's leading architects and developers for their dynamic and innovative designs for the Transit Center and Tower, for their contribution to the evolving urban environment of San Francisco, for their commitment to and passion for urban design and transit-oriented development, and for their time and commitment to the work that went into each of the Proposals; and be it

FURTHER RESOLVED, That by applying the same selection criteria used by the Jury, the TJPA Board adopts the Jury's recommendation of the Team of Pelli/Hines and approves Pelli/Hines for exclusive negotiations with the TJPA Staff; and be it

FURTHER RESOLVED, That the Board authorizes the Executive Director to enter exclusive negotiations for: (1) a Term Sheet with the Team of Pelli/Hines and then, if successful and subject to TJPA Board approval of the Term Sheet, a Disposition and Development Option Agreement for the Tower Property, also subject to Board approval; and (2) a Design Agreement for the Transit Center with Pelli, subject to Board approval; and be it

FURTHER RESOLVED, That the TJPA staff is authorized to negotiate with Pelli/Hines for a term sheet for the Disposition and Development Option Agreement that contemplates the sale (as opposed to the ground lease) of the Tower Property for the development of the Tower; and be it

FURTHER RESOLVED, That the TJPA Board authorizes the execution and delivery of an Exclusive Negotiating Agreement with Pelli/Hines for a term of not less than six months, with such extensions as may be mutually agreed upon by the parties, consistent with this Resolution and the terms of the Competition Manual; and be it

FURTHER RESOLVED, That in selecting Pelli/Hines for exclusive negotiations, the TJPA Board adopts the reasoning of the Jury in its Final Jury Report for ranking Pelli/Hines first; and be it

FURTHER RESOLVED, That all actions taken by the officers and agents of the TJPA with respect to the Competition and selection are hereby approved, confirmed, and ratified.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of September 20, 2007.

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Secretary, Transbay Joint Powers Authority

# FINAL REPORT

Process Summary & Jury's Recommendation

## TRANSBAY TRANSIT CENTER & TOWER Design & Development Competition

10 SEPTEMBER 2007





STASTNYBRUN

BOARD OF DIRECTORS

TRANSBAY JOINT

POWERS AUTHORITY

201 MISSION STREET, SUITE 1960

SAN FRANCISCO, CA

94105-1858

10 SEPTEMBER 2007

Dear Directors:

As Competition Manager for the Transbay Transit Center & Tower Design & Development Competition, I am pleased to report that the Jury has completed its tasks in accordance with the rules and procedures in the Competition Manual adopted by this Board's Resolution 06-013.

Through their individual and collective analysis, the Jurors evaluated and scored each Proposal by applying the Stage II Evaluation Criteria. The Jury's ranking of the Proposals was unanimous, as follows:

1. Pelli Clarke Pelli Architects and Hines
2. Rogers Stirk Harbour & Partners and Forest City Enterprises with MacFarlane Partners
3. Skidmore, Owings & Merrill and Rockefeller Group Development Corporation

Therefore, the recommendation of the Jury to the TJPA Board is to invite Pelli Clarke Pelli Architects and Hines to enter exclusive negotiations with the TJPA for contracts to design the Transit Center and design and develop the Transit Tower.

The attached report entitled "Transbay Transit Center & Tower Design & Development Competition Final Report" summarizes the overall Competition process and provides a synopsis of the Jury's analysis of the Proposals leading to their recommendation.

It is with extreme confidence in the work of this extraordinary Jury that I forward their recommendation to you for your consideration and action.

Sincerely,

STASTNYBRUN ARCHITECTS INC.

DONALD J. STASTNY FAIA FAICP  
COMPETITION MANAGER

ARCHITECTURE URBAN DESIGN

PLANNING ● INTERIORS

COMMUNITY DESIGN PROCESS/COMPETITION MANAGEMENT

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## 00 INTRODUCTION

In June 2006, the Transbay Joint Powers Authority ("TJPA") launched an international Competition to select a Design and Development Team ("D/D Team") to design a multi-modal Transit Center to be developed by the TJPA in downtown San Francisco, California, and to design and develop a Tower adjacent to the Transit Center. The TJPA sought a D/D Team that would create a unique, world class Transit Center and Tower whose aesthetic, functional, and technical excellence would be worthy of their position as the centerpiece of the Transbay Redevelopment Area and the focus of bus and rail transit for San Francisco, the Bay Area, and the State of California.

This report describes the Competition process, the Proposals submitted by the three D/D Teams in response to the TJPA's Request for Proposals ("RFP"), and the analysis and recommendation of the Jury impaneled by the TJPA Board.

The Proposals submitted by the three Teams participating in the RFP Stage of the Competition—Pelli Clarke Pelli Architects and Hines ("Pelli/Hines"), Rogers Stirk Harbour & Partners and Forest City Enterprises with MacFarlane Partners "(Rogers/Forest City)", and Skidmore, Owings & Merrill and Rockefeller Group Development Corporation ("SOM/Rockefeller")—were exceptional. The Jury is unanimous, however, in its conclusion that one Proposal, from Pelli/Hines, is superior to the other two. The Pelli/Hines design for the Transit Center and Tower best met the TJPA's operational, functional, and aesthetic requirements, and Hines' offer of a Purchase Price for the Tower Property was significantly higher than the offers of the other Teams.

Please refer to Section 08 of this report for the Jury's complete analysis of the three Proposals.

## 01 OVERVIEW OF THE D/D COMPETITION

Because the Transit Center and Tower will be large and complex structures, the TJPA required that the buildings be designed in tandem. The site of the Transit Center and Tower is the existing Transbay Terminal at First and Mission streets. The new Transit Center will accommodate buses, commuter trains, the future California High-Speed Rail, leased commercial space, and TJPA administrative space. The Tower could contain a mix of uses, such as residential, hotel, office, retail, and cultural, that will complement the Transit Center. The mix of uses in the Tower will be determined through negotiation of a Tower Option Agreement with the TJPA and during the entitlement process under the authority of the City and County of San Francisco.

The Transit Center and Tower are part of a larger Transbay Transit Center Program ("Program"), which includes several additional elements: the rail tunnel and rail systems to extend Caltrain from Fourth and King streets to the Transit Center, a new underground Fourth and Townsend Street Station, modifications to the existing surface station at Fourth and King, temporary bus terminals, ramps connecting the Bay Bridge to the Transit Center, and permanent bus storage facilities. Of these additional elements, only the ramps will be designed by the D/D Team selected through this Competition. The other additional elements listed are to be designed and constructed by other teams selected by the TJPA through other processes.

The scope of architectural/engineering services for the Transit Center and Tower

will include all design, construction documents, and construction administration services. The financial and other terms of the Tower development shall be determined by the Proposal submitted by the winning D/D Team and by the Option Agreement to be negotiated between the TJPA and the selected Team.

The Competition process was designed in tandem with the TJPA by StastnyBrun Architects, Inc., which was also retained by the TJPA to manage the Competition ("Competition Manager"). The process was conducted in two stages. In Stage I – Request for Qualifications ("RFQ"), D/D Teams submitted qualifications packages that identified a Lead Designer to design the Transit Center and Tower, a Development Entity for the Tower, and a full team of architectural, engineering, and other design and development professionals.

The Jury, comprised of recognized design, transportation, and real estate development professionals, reviewed the qualifications submittals and interviewed the D/D Teams. The Jury recommended, and the TJPA Board approved, four D/D Teams for participation in Stage II – Request for Proposals ("RFP").

In Stage II, three of the four invited D/D Teams prepared and submitted proposals for the design of the Transit Center and design and development of the Transit Tower. The same Jury of professionals reviewed and evaluated the written submittals and oral presentations by the D/D Teams and ranked the Proposals for the TJPA Board.

## 02 COMPETITION SCHEDULE

### STAGE I: REQUEST FOR QUALIFICATIONS ("RFQ")

- RFQ Announcement & Opening of Registration 11/01/06
- Start of Question & Answer Period 11/01/06
- Pre-submittal Briefing 11/15/06, 12/7/06
- End of Registration 12/21/06
- End of Question & Answer Period 12/21/06
- Submission of Qualifications 1/11/07
- Jury Interviews and Evaluation 1/29/07 – 1/31/07
- TJPA Board Approved the Jury's Recommendation of Four Respondents 2/15/07
- Announcement of Stage I Results 2/15/07

### STAGE II: REQUEST FOR PROPOSALS ("RFP")

- TJPA Issued RFP and Updated Competition Manual 2/23/07
- Stage II Briefing 3/01/07
- Start of Question & Answer Period 3/01/07
- 1st Mid-course Review 4/17, 18, 20, 23/07
- 2nd Mid-course Review 5/22-25/07
- End of Question & Answer Period 6/26/07
- Submission of Proposals 7/10/07
- Jury Presentations and Evaluations 7/31/07-8/03/07
- Teams Presented Designs to Board at Public Meeting 8/06/07
- Final Report with the Jury's Recommendation Transmitted to TJPA 9/10/07

### AGREEMENT AWARD

- TJPA Board Reviews Jury's Recommendation and Selects a D/D Team for Exclusive Negotiations 9/20/07
- Announcement of Selected D/D Team for Exclusive Negotiations 9/20/07

## 03 STAGE II SUMMARY

In Stage I, five D/D Teams responded to the RFQ. The Jury evaluated the submittals and interviews in accordance with the Stage I Evaluation Criteria and recommended to the TJPA Board four D/D Teams for invitation to participate in Stage II – Request for Proposals (“RFP”). The TJPA Board approved the Jury’s recommendation, inviting the following four D/D Teams to participate in Stage II:

- Santiago Calatrava and Boston Properties (“Calatrava/Boston Properties”)
- Pelli Clarke Pelli Architects and Hines (“Pelli/Hines”)
- Rogers Stirk Harbour & Partners and Forest City Enterprises with MacFarlane Partners (“Rogers/Forest City”)
- Skidmore, Owings & Merrill and Rockefeller Group Development Corporation (“SOM/Rockefeller”)

Stage II began on February 23, 2007 with the distribution to the Teams of the RFP and updated Competition Manual. Teams were required to prepare a proposal for the design of the Transit Center and a proposal for design and development of the Tower (“Proposal”), including proposed financial terms for the purchase or ground lease of the site for the Tower (“Tower Property”). At the commencement of Stage II, the TJPA hosted the Stage II Briefing in San Francisco for the participating Teams, at which time the TJPA provided the D/D Teams with the Scope Definition Report describing the TJPA’s requirements for the Transit Center, the budget for the Transit Center, and other requirements

for the Proposals. On April 12, 2007, the Competition Manager furnished the D/D Teams with a Model Term Sheet and Pro Forma Templates to present their financial proposals to ease the Jury’s comparison of the Teams’ financial proposals for the purchase or ground lease of the Tower Property.

The Teams had 4-1/2 months to prepare Proposals. During that time, each Team had an opportunity to participate in two confidential Mid-course Reviews with the Technical Advisory Committee (TAC) including the Competition Manager, TJPA staff, San Francisco Planning Department and Redevelopment Agency staff, and TJPA consultants. The reviews provided constructive feedback to the Teams to maximize the feasibility and functionality of each Proposal. The reviews included discussion of design, technical functionality, and financial terms.

In May 2007, the Calatrava/Boston Properties Team withdrew from the Competition.

On July 10, 2007, Pelli/Hines, Rogers/Forest City, and SOM/Rockefeller submitted Proposals in accordance with the Competition Schedule.

After an initial check for compliance with the Mandatory Requirements stated in the Competition Manual, on July 12, 2007 the Competition Manager transmitted the Proposals to the Jury for its review. At the same time, the Competition Manager and the TJPA Staff conducted a technical review of the designs for the Transit Center to determine compliance with the TJPA’s Minimum Criteria and analyzed the financial terms proposed for the Tower site. The technical review

and financial analysis were not subjective and were based on the Scope Definition Report, Model Term Sheet and Pro Forma Templates.

The Jury convened in San Francisco from July 31, 2007 through August 3, 2007. The Competition Manager and TJPA staff summarized the Proposals and Scope Definition Report and their technical review and financial analysis of the Proposals. The Jurors studied the submittals individually and analyzed them through group discussion. Each Team presented their Proposals to the Jury and responded to the Jury's questions. Following all presentations and analysis, the Jurors individually scored the Proposals based on the Stage II Evaluation Criteria. The Jurors' scores were summed to determine the overall ranking of the Teams.

On August 6, 2007, each Team also presented its design for the Transit Center and Tower to the TJPA Board of Directors in a public meeting. Directors questioned the Teams and heard public comments on the designs. The models and renderings of the designs were on display for public comment at City Hall August 7-8, 2007, Yerba Buena Center for the Arts August 27-September 16, 2007, and on the TJPA website August 6-September 17, 2007.

## 04 EVALUATION CRITERIA

The Stage II Evaluation Criteria were published in the Competition Manual. The Jury based its evaluation and ranking on this Criteria. The Criteria is as follows:

### TRANSIT CENTER PROPOSAL (40%)

The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; and architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.

The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements. The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.

Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the

Team members that would be involved, and a description of their individual responsibilities.

### TOWER PROPOSAL (40%)

The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design. It should reflect an understanding of the role the Tower plays in the urban form of San Francisco. The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability. It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.

The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.

The Team's proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership. The Jury will focus on the timing and amount of revenue to the TJPA and the overall financial feasibility of the Tower proposal.

Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be

financed and built. The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.

Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.

#### **FUNCTIONALITY AND TECHNICAL ISSUES (20%)**

The Proposals should illustrate a thorough understanding of the functional and technical issues of the Transit Center and Tower including user accessibility, people movement, adherence to the program and massing requirements, vehicular and pedestrian flows and conflict, and all support and ancillary functions. Symbolic and flow relationships between the public functions of the Tower and the public functions of the Transit Center should be a fundamental consideration in integrating the two structures.

## 05 MATERIALS & INFORMATION PROVIDED TO THE D/D TEAMS

As discussed in greater detail below, the Competition Manager provided each Team with the same sources of information necessary to understand the TJPA's criteria for the Transit Center and Tower, including the:

1. Competition Manual
2. Request for Proposals
3. Public documents on the TJPA website
4. Stage II Briefing
5. Scope Definition Report
6. Model Term Sheet and Pro Forma Templates
7. Two Mid-course Reviews
8. Questions and Answers

### Competition Manual, RFP & TJPA Website

The Competition Manager developed a Competition Manual and a Request for Proposals to govern the Competition. The Competition Manual included the Stage II Evaluation Criteria. The TJPA posted these documents on the TJPA's website, where the TJPA had already posted the Environmental Impact Statement/Environmental Impact Report (FEIS/EIR) for the Transbay Transit Center Program, and other Program documents.

### Stage II Briefing

The Competition Manual provided that the Competition Manager would brief the Teams participating in Stage II of the Competition (Request for Proposals) at a public briefing session on March 1, 2007. At that briefing, the Competition Manager provided the Teams with the six-volume Scope Definition Report containing the technical and operational requirements for the Transit

Center (discussed below), geotechnical reports, and a PowerPoint presentation illustrating these requirements.

### Questions and Answers

The Competition Manual also allowed the Teams to submit written questions to the Competition Manager. The Competition Manager posted the questions and answers on the TJPA website without identifying the source of the questions. The questions sought clarification of and further detail concerning the TJPA's requirements for the Transit Center and Tower. This process resulted in the posting of 62 questions and answers.

### Scope Definition Report

The TJPA, through its Program Management/Program Controls consultant team ("PMPC"), prepared a six-volume Scope Definition Report to guide the design of the Transit Center. The Scope Definition Report drew from the Metropolitan Transportation Commission's Transbay Terminal Improvement Study working papers prepared over the course of several years, the FEIS/EIR; and information developed by consensus among stakeholders and public transit operators. The Scope Definition Report:

1. Establishes the program elements, design standards, and operational and functional requirements for the Transit Center;
2. Demonstrates that the program elements could be configured within the project site; and
3. Develops a design concept of sufficient detail to establish a baseline construction cost estimate.



The six volumes include:

- Volume 1: Executive Summary
- Volume 2: Design Requirements and Constraints
- Volume 3: Design Criteria and Standards
- Volume 4: Site Design Guidelines
- Volume 5: Sustainable Design Opportunities
- Volume 6: Scope Definition Drawings

The Scope Definition Report established the minimum criteria for the Transit Center (Minimum Criteria). The Minimum Criteria are:

1. A construction plan that allows completion of the above-ground portion of the Transit Center and the foundation and box for the train station in Phase 1, and the later construction of the train station in Phase 2, consistent with the TJPA's two-phase plan;
2. The TJPA's prescribed geometry of the tracks on the Train Station Passenger Platform Level;
3. The number and size of bus bays required by the various operators;
4. The eastern bus plaza between Beale Street and Fremont Street;
5. A visual and physical connection to the Transit Center building from Mission Street at the Tower site;
6. General conformance with the TJPA's space needs and requirements; and
7. General conformance with the TJPA's construction cost estimate and schedule.

In addition to establishing the Minimum Criteria, the Scope Definition Report explains the TJPA's general expectations of design quality and performance for the Transit Center. Volume 2 includes most of the design standards and physical constraints imposed by the transit opera-

tors and by the Transit Center site. Sections 2.0 and 3.0 of Volume 2 describe critical functional and operational demands of the Transit Center design. Volumes 3, 4, and 5 of the Scope Definition Report describe the TJPA's guidelines for construction materials, site design, and sustainable design elements. Volume 6 contains drawings of configurations for the Transit Center building prepared by TJPA consultants to validate the financial and operational feasibility of the Transit Center and to establish a baseline construction cost estimate.

The Scope Definition Report does not dictate specific architectural requirements. Rather, with respect to issues other than the Minimum Criteria, the Competition Manager informed the Teams that these guidelines were flexible and each Team had the latitude to depart from the standards, organization, and design layout guidelines. The Teams were free not only to select interior building finishes and design an exterior building envelope, but also to lay out the bus operations in a manner that each Team believed would achieve the greatest efficiency, safety, convenience, and aesthetic appeal. For example, the TJPA intended that the concourse level shown in Volume 2, Section 2.1.4 of the Scope Definition Report would facilitate pedestrian movement along the longitudinal axis of the Transit Center. As long as a proposal addressed the movement of pedestrians along the length of the Transit Center, Teams had significant latitude to modify or even omit the concourse. Each Team, however, was required to demonstrate the functional, operational, and aesthetic advantages of its Proposal. The Jury carefully considered the extent to which each Proposal met or exceeded the guidelines laid out in the Scope Definition Report.

### Model Term Sheet & Pro Forma Templates

The Model Term Sheet set the terms of the Disposition and Development Option Agreement that the Team selected for exclusive negotiations would be expected to execute for purchase or ground lease of the Tower Property. The Model Term Sheet thus provided a general level of certainty as to the material terms of the contract for the Tower Project between the TJPA and the selected Team. The Pro Forma Templates prescribed a framework for presentation of the Teams' financial proposals for the purchase or ground lease of the Tower Property. The Teams' submission of financial proposals using uniform templates ensured that the Jury could make like-to-like comparisons of financial terms, considerably easing the Jury's task of analyzing the merit of the financial proposals.

### Mid-course Reviews

The Competition Manual further directed that the Competition Manager hold two Mid-course Reviews with each Team to ensure that each Team's Proposal met the Minimum Criteria.

In the Mid-course Reviews, each Team met in closed and confidential meetings with the Competition Manager and a Technical Advisory Committee (TAC) consisting of TJPA staff, San Francisco Planning Department and Redevelopment Agency staff, and TJPA consultants. During the Mid-course Reviews, the Competition Manager strictly en-

forced a policy limiting the TAC's comments on specific design proposals to those aspects of the Proposals that failed to meet the Minimum Criteria. After satisfying the Minimum Criteria, the Teams were allowed wide discretion in designing the Transit Center.

During the Mid-course Reviews, the Competition Manager and TAC also provided objective answers to questions from the Teams clarifying or expanding on information in the Competition Manual and Scope Definition Report. Where an answer to a specific question resulted in a change to the Competition requirements, the Competition Manager explained the change to all Teams through the Question and Answer process. In responding to questions, however, the Competition Manager and TAC did not express opinions or preferences with regard to, or validate, any particular design, beyond commenting on whether a design met the Minimum Criteria. The Mid-course Reviews were successful insofar as the Proposals of all three Teams satisfied the Minimum Criteria.

# 06

## THE TRANSIT CENTER & TOWER DESIGN & DEVELOPMENT PROPOSALS

The TJPA envisions a Transbay Transit Center and Tower that will serve as the focal point of an evolving neighborhood, provide a symbolic marker for San Francisco, and establish a new standard of design excellence for public and private development for the City. The D/D Teams rose to meet the high expectations of the TJPA, the City and County of San Francisco and the public. Each Proposal's unique and creative interpretation of the Program requirements fulfilled the Teams' promise to fully commit their passion and world class expertise to the Competition. The Jury applauds each D/D Team for its contribution to the next generation of buildings for San Francisco.

The following statements are provided by each Team and describe their respective Proposal.



*top to bottom:*  
Rogers/Forest City  
SOM/Rockefeller  
Pelli/Hines

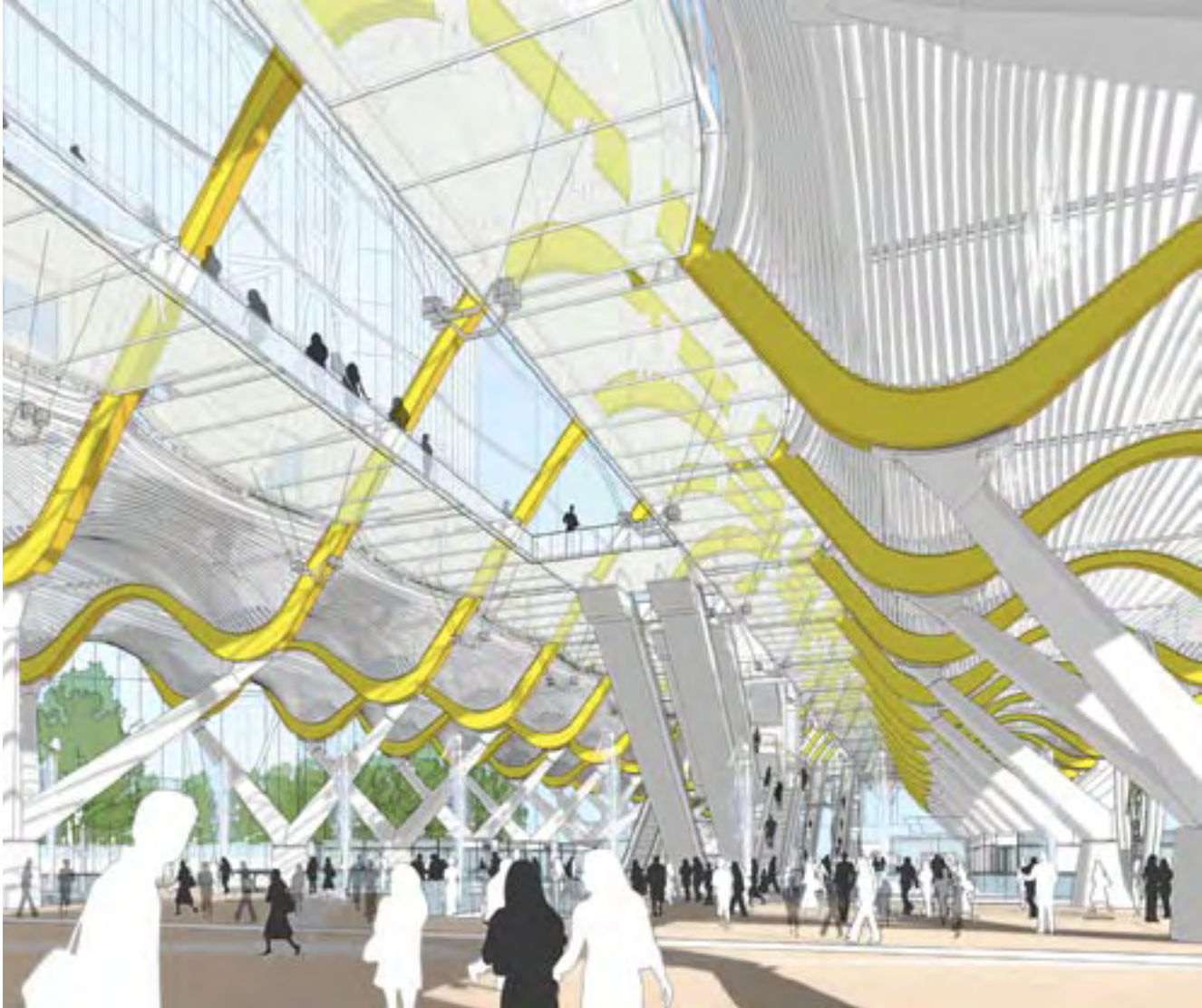
# ROGERS STIRK HARBOUR & PARTNERS AND FOREST CITY ENTERPRISES WITH MACFARLANE PARTNERS

Our bold and uplifting vision for the Transbay Transit Center and Tower expresses the heart of 21st century San Francisco—a city with tremendous diversity, creativity, and a willingness to question conventional solutions. With its exuberant waves of glass and steel, and its emphasis on transparency, the regional transit center will be as glorious a portal to San Francisco as the Golden Gate Bridge. Designed by world-renown 2007 Pritzker Prize-winning architect Richard Rogers, the open, light-drenched Transit Center will be a natural gateway, welcoming visitors and daily commuters into the city. With its irresistible blend of local and destination retail, fresh food markets, and cafes and restaurants, the Transit Center will create a new public realm, bringing a 24-hour vitality and cohesiveness to an emerging neighborhood in our great City. Chairs, benches, natural light, trees and continuous movement and bustle will all serve to animate and humanize this grand public space and reflect the City's inclusiveness.

As designed by Richard Rogers, who has built his international reputation on visionary buildings and meticulous craftsmanship, the transparent, multi-use, 82-story Transbay Tower will define the city's skyline for decades. While the elegant tower will rise 1,000 feet into the sky, it will be dramatically set back at street level to create a large, welcoming public plaza. Crowned with a visually striking, working wind turbine that will create useable energy, the progressive green-design will be a model of environmentally sound, energy efficient sustainability. The Transbay Tower will be as practical as it is beautiful. Combining destination and local retail, office space, hotel rooms, condominiums, and affordable housing, the Tower, with its community spaces devoted to education and culture will be a microcosm of the City and Bay Region itself. Like all great architecture, the Transbay Transit Center and Tower begins with an extraordinary vision—a transformative leap of the imagination—and it will move forward as a fluid, collaborative effort.







Rogers Stirk Harbour & Partners and  
Forest City Enterprises with MacFarlane Partners



Rogers Stirk Harbour & Partners and  
Forest City Enterprises with MacFarlane Partners



# SKIDMORE, OWINGS & MERRILL AND ROCKEFELLER GROUP DEVELOPMENT CORPORATION

The SOMIRGDC proposal will improve transit operations, reduce annual operating costs and radically reduce the emission of climate-changing carbon dioxide. This is achieved by creating a double-deck bus platform, which effectively reduces its length by two city blocks. SOM has used this opportunity to create two dramatic civic gestures: a light-filled Transbay Hall, equal in scale to the central Vanderbilt Hall of Grand Central Station, and a full block Performing Arts Park. SOM's Transbay Tower, a mixed-use tower 1200 feet to the top floor, is equally bold. The first full floor is lifted 100 feet above a full block urban plaza at Mission Street, creating a civic portal to the Transbay Hall. The Tower includes retail, cultural uses, office space, boutique hotel, condominiums and a publicly accessible sky room. The Tower's unique form tapers as it reaches the sky, accommodating the uses held within. Atop the Tower are state-of-the-art wind turbines which, combined with its photovoltaic crown, reduces annual energy consumption by 74%. The project

includes a partnership with SFMOMA for a major digital arts program and with the California State Library to house the Sutro Collection.

SOM's Transbay Transit Terminal and Tower represent the highest level of environmental stewardship ever achieved in a major urban mixed-use project. The project's combined reduction in emissions, over a conventional design, will be over 176,000,000 pounds of carbon dioxide over a ten-year period. The Transit Center will achieve LEED Platinum and the Tower LEED Gold and possibly Platinum. Both are designed to the highest levels of safety and security, which will allow it to withstand a "2,500 year" earthquake and other security concerns. The project harvests rainwater, reducing the burden on the city's infrastructure. The project makes extensive use of natural ventilation and natural light contributing to dramatic reductions in energy by harvesting solar and wind power.





Skidmore, Owings & Merrill and  
Rockefeller Group Development Corporation





Skidmore, Owings & Merrill and  
Rockefeller Group Development Corporation

# PELLI CLARKE PELLI ARCHITECTS AND HINES

Our Transbay Transit Center aspires to become one of San Francisco's great civic places. Its architecture is open, full of light and clean air, and environmentally sustainable. It is also functional, a pleasure to use, and adaptable to future needs. It is designed to be the centerpiece of a new neighborhood. As such, we propose transforming the roof of the Transit Center into a public park—City Park. The 5.4-acre City Park is accessible and inviting, complete with the attractions and activities that characterize great urban green spaces. The park also actively improves the environment around the Transit Center, absorbing pollution from bus exhaust, treating and recycling water, and providing a habitat for local wildlife. Sustainability is at the heart of our proposal.

Our Transbay Tower is a slender, graceful and beautiful icon. It is a simple and eternal form, like an obelisk, marking the location of the Transit Center against the San Francisco sky. At its base is Mission Square, a grand public space sheltered under a flowing glass and steel canopy that forms the ceremonial entrance to the Transit Center. The timeless form of the Tower balances the richness of design of the Transit Center. The perimeter structure of the Center is sculpted like branches of a tree, covered with glass that waves like the petals of a flower. The Transit Center is infused with natural light coming through Light Columns that also open views of the sky and the trees of City Park to all users. The Transit Center and City Park are extraordinary new assets for their neighborhood, the City and the Region.







Pelli Clarke Pelli Architects and Hines





Pelli Clarke Pelli Architects and Hines

## 07 TECHNICAL REVIEW OF PROPOSALS

### Variances from the Scope Definition Report

Following submission of the final Proposals, the TJPA staff and PMPC team conducted a technical review of the Proposals. The technical review was not subjective; the review was limited to a determination as to whether the Proposals complied with the Minimum Criteria. Although each of the Proposals presents a unique interpretation and organization of the Program Elements presented in the Scope Definition Report, the TJPA staff determined in its technical review that all of the Teams have met the Minimum Criteria of the Scope Definition Report.

Without expressing approval or disapproval of any element of any Proposal, the TJPA staff and PMPC team brought to the Jury's attention the following major variances from the Scope Definition Report to allow the Jury to assess the feasibility, risks, and operational and functional benefits and/or challenges represented by the variances:

#### ROGERS/FOREST CITY

- Visual and physical connection to Mission Street along First Street
- Elimination of concourse level
- Retail pavilions in Market Hall at ground level
- Tower parking/loading access on Minna Street
- Open-air environment at bus and ground levels

#### SOM/ROCKEFELLER

- Visual and physical connection to Mission Street at mid-block through Transit Tower

- Stacking of bus decks
- Intercity "Greyhound" bus station on Minna Street
- Proposed public park or commercial development between Fremont and Beale over ground level bus plaza

#### PELLI/HINES

- Visual and physical connection to Mission Street along Fremont Street
- Park roof
- Above-grade encroachments into Minna and Natoma rights-of-way
- Did not provide a cost analysis for Phase 2 of the terminal building construction

### Project Schedule Review

Appendix C, Volume 2, of the Scope Definition Report contains a Master Schedule for the Phase 1 Transit Center design and construction. The Competition Manual required that each D/D Team propose a schedule containing detailed milestones for designing the Transit Center in accordance with the Master Schedule. The Competition Manual further required that each Team propose a schedule for development of the Transit Tower.

Each Team submitted a schedule that projects completion of the final design of the Transit Center within the deadlines of the Master Schedule, and each Team submitted an acceptable schedule for development of the Transit Tower.

### Construction Cost Estimate

The PMPC consultant for the Transit Center prepared a preliminary estimate of the cost to construct the Transit Center based on the Scope Definition Drawings in Volume 6 of the Scope Definition

Report and the project requirements, criteria, and standards described in the other volumes of the Scope Definition Report. Volume 2, Table 4.18 of the Scope Definition Report summarizes this preliminary estimate.

The Competition Manual required each Team to submit a Transit Center design that could be constructed within the TJPA's preliminary estimate of construction cost.

The table that follows compares the TJPA's estimated Transit Center Phase 1 Construction Cost Estimate from the Scope Definition Report with those submitted by the three Teams. The estimates provided by SOM/Rockefeller and Rogers/Forest City are consistent with the preliminary estimate of construction cost from the Scope Definition Report. The Pelli/Hines estimate exceeds the TJPA's figure by roughly \$24,000,000 because the Pelli/Hines Team estimate includes a cost of \$37,866,000 for the roof garden park proposed for the Transit Center building in their Proposal. However, the Pelli/Hines financial proposal includes an earmarked payment amount for the development of the park. The terms of the financial proposal are discussed in greater detail in Section 8 of this report (Jury's Evaluation of Proposals). The value of that earmarked payment, however, is greater than the \$24,000,000 by which the Pelli/Hines estimate of Total Direct Costs exceeded the Scope Definition Report estimate. Moreover, the value of the earmarked payment exceeds the identified costs of the roof garden park from the Pelli/Hines estimate.

The Competition Manual requested that the Teams submit an estimate for construction of the underground train station in the Transit Center in Phase 2 of the Program. SOM/Rockefeller and Rogers/Forest City submitted estimates; Pelli/Hines did not submit an estimate. In response to a Jury question for a Phase 2 estimate, Pelli/Hines advised that the scope and estimated cost for Phase 2 were consistent with the estimate prepared by the PMPC team.

As part of the technical review, TJPA Staff did not prepare detailed estimates of the cost to construct each Team's proposed design. Because the Teams' estimates lacked detail and were conceptual, the Staff used a cost-differential approach to validate the Teams' construction cost estimates relative to the preliminary estimate in the Scope Definition Report. The TJPA Staff reviewed the three proposals for major departures in scope or construction from the concept portrayed in the Scope Definition Report (e.g., glazed area, volume of architectural steel, etc.) and estimated the added or reduced cost associated with those changes. In conducting this review, the Staff determined that the Phase 1 estimates submitted by each of the three Teams likely understate the construction costs of each Proposal by 5-10%. Staff ultimately concluded that each of the three design concepts would be reasonably achievable within the preliminary estimate of construction cost in the Scope Definition Report.

**Transbay Transit Center - Phase 1**  
Submitted Estimates of Construction  
Costs<sup>1</sup>

		ESTIMATED CONSTRUCTION COST			
		Scope Definition Report	Rogers/ Forest City	SOM/ Rockefeller	Pelli/Hines
A	SUBSTRUCTURE	71,816,000	44,321,000	51,145,000	70,759,900
A10	FOUNDATIONS	13,159,000	11,700,000	51,145,000	55,706,900
A20	BASEMENT CONSTRUCTION	58,657,000	32,621,000	In above	15,053,000
B	SHELL	83,426,000	145,399,000	116,973,000	91,606,900
B10	SUPERSTRUCTURE	69,262,000	66,621,000	70,976,071	46,604,500
B20	EXTERIOR ENCLOSURE	14,164,000	78,778,000	45,996,526	45,002,400
C	INTERIORS	29,390,000	13,055,000	26,986,000	33,532,300
C10	INTERIOR CONSTRUCTION	12,347,000	2,794,000	26,986,000	33,532,300
C30	INTERIOR FINISHES	17,043,000	10,261,000	In above	In above
D	SERVICES	54,397,000	43,848,000	46,557,000	42,963,500
D10	CONVEYING SYSTEMS	11,288,000	10,550,000	15,566,985	5,825,600
D15	MECHANICAL	17,606,000	9,032,000	18,483,595	16,020,300
D50	ELECTRICAL	25,503,000	24,266,000	12,506,186	21,117,600
E	EQUIPMENT & FURNISHING	-0-	-0-	-0-	-0-
E10	EQUIPMENT	-0-	-0-	-0-	-0-
E20	FURNISHING	-0-	-0-	-0-	-0-
F	SPECIAL CONSTRUCTION/ DEMOLITION	-0-	-0-	-0-	-0-
F10	SPECIAL CONSTRUCTION	-0-	-0-	-0-	-0-
F20	SELECTIVE BUILDING DEMOLITION	(by others)	(by others)	(by others)	(by others)
G	BUILDING SITEWORK	16,627,000	8,074,000	13,738,000	41,018,600
G10	SITE PREPARATION	784,000	400,000	With below	508,000
G15	ROOF GARDEN PARK <sup>2</sup>	not included	not included	not included	37,866,000 <sup>2</sup>
G20	SITE IMPROVEMENT	15,843,000	7,174,000	13,738,000	2,644,600
G30	SITE/MECHANICAL UTILITIES	(by others)	500,000	(by others)	(by others)
G40	SITE ELECTRICAL UTILITIES	(by others)	In G30 above	(by others)	(by others)
G50	OTHER SITE CONSTRUCTION	-0-	-0-	-0-	-0-
<b>TOTAL DIRECT COSTS<sup>1</sup></b>		<b>\$255,656,000</b>	<b>\$254,697,000</b>	<b>\$255,399,000</b>	<b>\$279,881,200<sup>2</sup></b>

<sup>1</sup> Note: Direct Construction Costs only, excluding design contingencies, general conditions, overhead & profit.

<sup>2</sup> Note: Refer to explanation of the roof garden park on previous page.



## 08 JURY'S EVALUATION OF PROPOSALS

The Jury commends the D/D Teams on the quality of their work. The Jury recognizes that the client is calling for a new urban building type. The design must coordinate a complex and demanding set of needs at a large scale on a difficult site, needs that range from practical, social and financial to aesthetic and symbolic. Every Team has taken this program seriously and solved it well, a feat not easy to accomplish in the time available. More than that, each Team has reached beyond the given program of needs to add value through creative innovation. Choosing among these Proposals has not been an easy task. The Jury believes that all three Proposals are useful contributions to our understanding of urban development as it continues to evolve in the new century.

The Jury analyzed the extent to which each Proposal satisfied the Stage II Evaluation Criteria listed in the Competition Manual, as follows:

### The Jury:

- **Robert Campbell FAIA**  
Architecture Critic of the Boston Globe
- **Hsin-Ming Fung AIA**  
Hodgetts + Fung Design and Architecture
- **Susan L. Handy**  
Department of Environmental Science and Policy,  
University of California at Davis
- **Oscar Harris FAIA**  
Turner Associates Architects and Planners, Inc.
- **Arthur Johnson PE SE**  
KPFF Consulting Engineers
- **A. Jerry Keyser**  
Keyser Marston Associates
- **Allison G. Williams FAIA**  
Perkins+Will
- **Maria Ayerdi JD**  
TJPA (ex-officio)
- **Dean Macris FAICP**  
San Francisco Department of Planning (ex-officio)

### Rogers Stirk Harbour & Partners and Forest City Enterprises with MacFarlane Partners

*The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco.*

The Transit Center connects well to the urban fabric. Its open "Market Hall" is a strong idea that is human scale, accessible, and open to the City. It creates a new destination beyond the role of transit using the market place as an urban typology. The design has a graceful curve with a canopy that extends the streetscapes. The Transit Center design works with the urban

form of San Francisco because to arrive by bus in the open air provides a panorama of San Francisco—one arrives in the City rather than in a building. It has good people spaces and a very strong connection at street level. It is open, inviting, and does not cut off the City. The market is appropriate for the developing district; however, the form may be too flexible without a sense of permanence and durability.



*The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The design proposes a wonderful human scale and openness. It treats the public domain at the ground plane as the cultural link to the City. The informality of the Market Hall and the pavilions contribute to the human scale. The Market Hall has potential to be an important destination in and of itself and to serve the surrounding community. The street level design promotes vibrancy and would be friendly for pedestrians. There is good use of paving treatments at ground level. The design is permeable and provides for easy flow in and out through the community-oriented Market Hall. This ground-level permeability enables connections with the neighborhood and distributes pedestrian traffic throughout the Transit Center. However, the permeability makes it appear difficult to close or lend itself to enclosure leaving the Market Hall open to the elements, which may limit its use. The removal of the concourse level has pros and cons. It collects everyone on the ground floor to create the street level vibrancy, but it also creates conflicts with vehicle traffic at the ground level on Fremont and First streets.

*The Transit Center Proposal should address transit operational requirements.*

While the flexibility and permeability at ground level is good, the entry is not clear. The simplification and removal of the concourse level offers potential benefits. It opens up the structure without compromising transit operations and reduces the tunnel effect on Fremont and First streets. While the design meets transit operational requirements, the bus passenger circulation and waiting area is problematic. The glassy arched form is pleasing in its transparency and connection to the City, but the angle of the structure creates an awkward space

with low head clearance and restricts pedestrian flow. Also bus riders would be exposed to the elements when boarding. The Team's explanation of how this would be resolved in design development was not convincing.

*The Transit Center Proposal should address user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center.*

The design provides easy movement patterns throughout the Transit Center. The central skylight element is effective at bringing daylight down into the spaces below. The transparency of the building helps wayfinding, but the core functions of the Transit Center (e.g., ticketing, information, schedules) are potentially hard to find. The design does not focus on or lead transit users to this core. The elimination of the concourse level is a bold and daring move that presents pros and cons. Its removal creates openness and light while congregating the pedestrians at ground level. However, keeping people at ground level creates circulation conflicts between pedestrians and vehicles on First and Fremont streets. There is positive articulation at the street level, but no clear hierarchy and sense of entry. In addition, the Transit Center's presence on Mission Street is weak. The permeability at ground level may compromise security requirements for the Transit Center. Overall, the scheme could be focused too much on the ground level at the expense of the upper bus level.

*The Transit Center Proposal should address architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.*

The Transit Center design is an exciting, simple structure that is light and transparent. The shape of the structure

is a dramatic, bold gesture, but it is not unique or fresh. Indeed, it is very similar to the design of the Madrid airport. The humanistic warmth of the interior materials is a positive. The nave at the top creates a potentially exciting space for bus passengers, but low head clearance inside the structure may hinder disabled users. At the street level, it is a community-oriented design. The openness and permeability create vibrancy. However, looking down from surrounding buildings, the roof is not inviting and appears from an aerial perspective like an elevated roadway or raceway. The landscape is not integrated into the design and the viability of the trees planted at the edge of the cantilever is questionable. The landscape proposal at bus level is theatrical but unconvincing. The open-air structure permits fresh air and natural light throughout, eliminating the need for climate control. However, the open-air structure suffers the drawbacks of exposure to the elements, plus potential difficulty in keeping clean and secure. The sustainable design features are superb and well analyzed. The structural system is also extremely well-thought-out. It is an efficient, flexible, structural model that can accommodate change. Structurally the design is base isolated, but the isolation might be best below street level. It could be susceptible to progressive collapse but could be further analyzed and addressed during design development. The Team thought defensively about blast and seismic events. The Transit Center is designed as an "essential facility."

*The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements.*

The Team's technical analysis of the program was thorough. The greatest departure from the Scope Definition Report is

the elimination of the concourse level. That change has several advantages and disadvantages discussed above; most important, it works to the advantage of the design and does not compromise transit operations. The retail pavilions also reflect a different approach, but meet program and operational objectives. The open-air environment at ground level, however, raises concerns for security and maintenance. Also, the open-air bus level is problematic for passengers boarding buses as discussed above. The Team indicated in response to a Jury question that this issue could be rectified in design development. However, the Team's explanation of how this would be resolved was not convincing. The connection of the Transit Center to Mission Street is weak. Access on Minna Street that crosses through the train mezzanine to the Tower parking poses safety and security concerns.

*The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.*

The design would be reasonably achievable within the preliminary estimate of construction cost in the Scope Definition Report.

*Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted a schedule that projects completion of the final design of the Transit Center within the deadlines set forth in the Master Schedule. The

Team has a strong development team with experience developing mixed-use projects. Forest City and MacFarlane Partners are very strong leaders and have a strong partnership. The developer is very supportive of the Team. The Team members seem to have an open dialogue and work well together. However, the Jury had concerns about the Lead Designer's apparent lack of response to concerns raised by the Jury and inflexibility toward changes to the design.

*The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design.*

The designs of Tower and Transit Center are different, but are both driven by the repetition of structural modules. However, there is no clear design relationship (with respect to similarity or complimentary design) between them. They appear to be two separate projects. Access to the Tower parking through the Transit Center presents safety and security concerns.

*It should reflect an understanding of the role the Tower plays in the urban form of San Francisco.*

The Tower is a bold, dramatic gesture. However, it is a burly, aggressive, and industrial structure that does not marry well with the light-colored ornamental buildings of San Francisco. The Jury felt that its structural expression and imagery do not fit the San Francisco context. It lacks elegance and would create the impression that it is continually under construction. The Tower aggressively seeks to dominate rather than compliment the Transit Center, and the Tower's form and massing are not resolved well at the ground plane.

*The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability.*

The structure is well-thought-through. It is an approach founded in "Archigram" and "plug-in architecture" theory. The design is highly constructable due to its exoskeletal structural expression, "plug-in" use elements, and redundancy. While the structural elements and expression of uses are clear, the Jury felt that the design is not very innovative. The Team could have further explored opportunities inherent within the design idiom. However, the sustainable design features are superb and the green design intentions are impressive.

*It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The design has strong potential at street level. The small footprint at the base of the Tower promotes a strong pedestrian use. It is well planned to promote the new neighborhood at street level. The plaza could create a lively neighborhood center and memorable pedestrian interchange. However, the overhanging pieces of the Tower create spaces underneath that appear to be uncomfortable to the pedestrian. This arrangement allows for a smaller footprint and creates a permeable but unresolved pedestrian space. Overall, it appears that the Market Hall of the Transit Center is the big idea and the Tower is subservient to that idea at the ground level.

*The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.*

The Tower would be an iconic image. However, it is the wrong icon. The image is jarring and too great a departure from the existing fabric of the skyline. The industrial, warehouse aesthetic does not

reflect San Francisco. The heaviness of design is inappropriate for this City. It is too robust, muscular, and unresolved.

*The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.*

The Tower's open plaza interfaces well with the Transit Center, but there is limited or no retail use in the Tower base. The Transit Center and Tower are designed essentially as two separate projects connected by a plaza. People would move past the Tower into the Market Hall of the Transit Center. Moving the Tower to the east side of the site to create the entry to the Transit Center on First Street is a positive, but it creates a weak connection to Mission Street.

*The Jury will focus on the timing and amount of revenue to the TJPA.<sup>1</sup>*

Forest City and MacFarlane Partners ("FC/MP") proposed in their Ground Lease offer that "the fee and development rights associated with the Residential Condominium component must be owned by FC/MP." Given this condition, the Jury focused on FC/MP's Purchase offer.

<sup>1</sup> While different in Purchase Price offers, the three financial proposals contained the following terms in common: each Team agreed to the Term Sheet, including a commitment that the Base Purchase Price will be cash only, paid in full on transfer of the Tower Property. The Jury focused on the amount of the purchase price (not ground lease) and any bonus payment offered in each Proposal. Each team provided backup information sufficient to convince the Jury of the financial feasibility of its Proposal. Each Proposal incorporated reasonable assumptions regarding sales and revenue potential. Each Team demonstrated that it has the financial capability to pay the Purchase Price and to finance and develop the building as proposed. Each team acknowledged the possibility that the City would impose a Mello Roos special tax on the Tower. No team affirmatively committed that such expense, if imposed, would not affect the Purchase Price.

<sup>2</sup> FC/MP uses Zoning Square Feet as is quoted in this Report. However, FC/MP did not define this term.

The FC/MP financial offer (amount of revenue and timing) consists of a Base Purchase Price and Additional Purchase Price.

FC/MP offers a Base Purchase Price of "One Hundred Seventeen Dollars and Eighty-Nine Cents (\$117.89) per Zoning Square Foot<sup>2</sup> (ZSF) for the development rights and fee associated with the Tower Property. For the Preferred Program, the total purchase price offer will be One Hundred and Forty-Five Million Dollars (\$145,000,000) based on the total area available for development of 1,230,000 ZSF."

FC/MP's proposed Additional Purchase Price consists of "a Participation Rent equal to 2.5% of the Modified Gross Revenue after FC/MP receives a compounded, cumulative return of 10% on the total development costs including land on the Office and Retail components of the project." FC/MC clarified, in response to a Jury question, that the Additional Purchase Price is a windfall provision that allows the TJPA to share in profits in excess of FC/MP's current projections. As such, and given its speculative nature, the Additional Purchase Price was not quantified by FC/MP.

*The Jury will also focus on the overall financial feasibility of the Tower Proposal. Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be financed and built.*

FC/MP submitted the requested program financial and pro forma documentation to support the viability of their business offer. The Jury considered that the FC/MP proposal is for a Tower of 1.5 million gross square feet per page 164 of the Vision document and 1.2 million Zoning Square Feet (ZSF) as stated on FC/MP's Term Sheet. The mix of uses includes

residential condominium units, hotel, retail/community facility space and office space. The office is programmed in the amount of 640,000 ZSF. Annual gross office rents are projected at slightly more than \$100 per net square foot, and residential condominium gross sales at slightly over \$1,600 per net square foot, a sales price projection that factors in hotel services being available in the same building. The Jury considered the mixed-use nature of the building to be a strong plus factor to financial, market, and entitlement feasibility. The Jury was persuaded that projected rents and sales prices were likely feasible given the building's mixed use (which keeps the office space to 640,000 gross square feet), the iconic nature of the Tower, its very strong location in an office market anticipated to gain further strength, and its views. Finally, the Jury was persuaded that the profit factor assumed by the developer is sufficient to sustain the Purchase Price offered.

*The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.*

As evidence that the Team has the capital resources to finance the development of the Tower, FC/MP presented financial credentials including their track record of securing capital in past projects, their track record of development performance, and their financial plan for securing capital for the Tower.

FC/MP have very impressive financial credentials, taking into account specific consideration of asset factors such as asset value, liquidity and history of positive results from operations. Forest City ("FC") is a major developer with extensive development experience on urban and mixed-use projects. MacFarlane

Partners is a major institutional advisor with a special relationship to CalPERS funds. FC/MP's financial plan for the Tower indicates they will provide equity at 25% of total cost, which meets industry standards. Also, per the finance plan, FC will provide competitive guarantees to the lender. Further, the Jury understands that FC would stand behind assurances to the TJPA. The Jury is comfortable that FC/MP have the capacity to secure capital for the Tower.

*Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted an acceptable schedule for development of the Transit Tower.



## Skidmore, Owings & Merrill and Rockefeller Group Development Corporation

*The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco.*

The focal point of the design, the Transit Hall, is dramatic and reminiscent of traditional rail stations. It creates a strong presence for transit in the City, a new civic room, and a gateway on a grand scale as the transit hub for the region. However, the scale of the Transit Hall is excessive and could be intimidating. The overall design is a rather self-focused object; it would never really be seen or appreciated the way it is presented. The stacking of the bus operations condenses the overall footprint of the Transit Center, freeing up space east of Fremont Street and daylighting Fremont Street. At the same time, it is somewhat of a barrier and cuts off circulation across the west end of the site. Also, the Transit Center is too similar to the Tower in form. Overall, the design is strong in imagery, but weak in spatial experience.

*The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The street level uses are modest and lack exciting potential. Uses are not balanced, and the focus is too much on the Transit Hall and entry concept rather than on their relationship to the neighborhood. The retail is focused on Natoma to enable the great entry concept off of Mission Street. The retail relates well to Natoma Street, but the area is easily bypassed by travelers. Overall, pedestrian connectivity at street level is not strong, and there is too much emphasis on the Mission Street entry. The limited permeability at ground level west of First Street isolates the western end of the building. Other

than through the north and south entrances of the Transit Hall, the Transit Center relates poorly to the surrounding neighborhood and especially to First and Minna streets. There is no relationship across First Street between Greyhound and the Transit Hall. Minna remains a service-oriented street that does not add to the pedestrian accessibility of the Transit Center. The excessive scale and limited uses of the Transit Hall, as well as its separation from the retail on Natoma Street, relegate the Transit Hall to a place to pass through rather than a destination. The performance park is a positive addition to the program, but because it is not funded within the Team's financial proposal or included in their cost estimate for the Transit Center, it is not a guaranteed element of the design.

*The Transit Center Proposal should address transit operational requirements.*

Stacking the bus decks creates the opportunity for the Transit Hall and a potential performance park or developable site east of Fremont Street, but at too great a cost to the operational efficiency of transit. It creates problems with merging and diverging traffic in the vicinity of the ramps to and from the upper bus deck. The routing pattern decreases efficiency. The decreased width of the roadways is problematic for maneuvering buses. The bus climbing and circulation is inconvenient. The steeper grades could have greater noise impacts. Access to and from East Bay buses is directed either to the west entrance or through the Transit Hall, which could be problematic for emergency exiting. The Transit Hall isolates East Bay bus passengers from Muni and other transit operations by separating functions. An

additional floor of buses for riders would make passenger wayfinding generally more difficult. Stacking the bus decks would also make the Transit Center taller, creating a potentially negative effect on the street edge. Overall, the proposal to stack bus operations and move Greyhound to Minna Street would not improve operations and would compromise user flow.

*The Transit Center Proposal should address user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center.*

The strongest elements of user flow are the Transit Hall and the potential to daylight Fremont Street. However, the ground plane is too controlled and restricting of circulation paths, and the emphasis on access to the Transit Hall through the ground floor of the Tower is problematic if security becomes an issue. Having a central hall from which all transit services are accessed makes wayfinding easier for visitors, but funneling all transit users through one space may create bottlenecks. Also, passenger wayfinding in the two-story bus area is not clear. The rider travel distance is inconvenient, especially for disabled passengers who must transfer elevators at the transit concourse to go to the East Bay bus deck from the Transit Hall. Greyhound bus and loading dock operations on Minna Street isolate the Transit Center from pedestrian access to the north. The only doors shown from the Transit Hall onto First Street are exit stairs from the train mezzanine, thus eliminating any pedestrian experience at that location.

*The Transit Center Proposal should address architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.*

The innovative structure is light and minimal. The transparent roof brings light into bus areas, and the structure enables light to enter rail areas along the side walls. Sustainable design features are numerous and integral. The scale of the Transit Hall, however, is excessive. It does not create a comfortable space for transit users and other visitors, so the Hall could be empty much of the time. In addition, the separation of retail on Natoma Street from the Transit Hall means that the Transit Hall is a place to pass through rather than a destination. Green space provided is quite limited other than the potential performance park, which the proposal does not assure. The complexity of structure is overwhelming and tiresome. It is too similar to the Tower without justification. However, the structural engineering is excellent and well-thought-out. It is base isolated, and the structural design considered progressive collapse.

*The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements.*

The Jury believes that the design that shows Greyhound at grade, a two-level bus platform, and different bus ramping reduces the efficiency of the transit operations as compared to the configuration of these elements in the Scope Definition Report. While the Jury appreciates the sustainability and design issues that form the Team's basis for varying from the Scope Definition Report—stacking the bus level and enabling the Transit Hall—the compromises made in each area of operations accumulate to diminish the operational efficiency of the Transit Center.

*The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.*

The design would be reasonably achievable within the preliminary estimate of construction cost in the Scope Definition Report.

*Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted a schedule that projects completion of the final design of the Transit Center within the deadlines set forth in the Master Schedule. The Team appeared to be dominated by the design side of the Team. The Jury sensed the design team might overwhelm the developer and the TJPA and compromise the TJPA's ability to afford the design. Given the Team's decision to push for grand design elements at the expense of operational efficiency, the Team's flexibility to adapt their design is in doubt. It appears that it would be a continuous challenge.

*The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design.*

The Tower and Transit Center are compatible but would benefit from more variety and different aesthetics. The repetition of lacy structural elements in both the Tower and Transit Center is visually overwhelming; the Transit Center and Tower are not differentiated visually and are a similar aesthetic for two different

building types. The physical connection between the buildings is a major weakness; the joint between the two structures is unresolved. Also, the Tower's large footprint at its base crowds the Transit Center and herds all pedestrian traffic through the lobby of the Tower.

*It should reflect an understanding of the role the Tower plays in the urban form of San Francisco.*

The Tower is simple, yet memorable, unlike any other without being over designed. The "laciness" recalls the ornamental woodwork of the old "Painted Ladies" houses. The Tower's lightness fits San Francisco. Its rising and narrowing shape expresses its program of uses. The skin, or enclosure, of the building is elegant. The integration of art with the great entry is an exciting idea, but the effect is too monumental and overpowering. Also, the more slender profile from the east or west is much more appealing than the bulky profile from the north or south. At its base, the Tower dominates the site, but it becomes more slender and elegant in the skyline as it moves upward. The contribution the Tower makes to the urban form of San Francisco is stronger at the top than at its base.

*The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability.*

The Tower is very innovative structurally. It is a beautiful resolution of the building's skin as an expression of the uses contained within. The complex and twisting structure may be slower to construct due to non-repetitive exterior elements, but the Team reiterated its ability to meet the TJPA's schedule through innovative construction techniques. The Team paid much attention to innovative sustainable design elements.



*It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The Tower is very bulky at its base. Although the Tower would have a grand entry with artwork, it would provide few pedestrian amenities.

*The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.*

As an architectural icon, the Tower is superb. It is memorable and beautiful without seeming too overdone. It would be a great addition to the skyline of San Francisco. The façade's twisting and evolving as it rises up has much potential. The prominence of its structural elements is achieved in a soft, elegant manner. The Tower's wider side is not as resolved proportionally as its slimmer profile and it is too bulky at its base, but overall it is beautiful and elegant. The Jury was concerned, however, that the Tower could not be reduced in height without destroying the overall design if the Team were unable to obtain entitlements at its current height. Also, the Tower is not as convincing as the focus of an evolving neighborhood due to its lack of connection to its surroundings at ground level. It lacks pedestrian connections or amenities at ground level.

*The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.*

The Tower is the Transit Center's grand entry. It is the front door to transit with a potential for public art on a large scale. However, the entry hall, at 100 feet high, may be too monumental. Also, entry to the Transit Center through the Tower poses security risks. Moreover, the public

could access the Terminal only so long as the Tower lobby remains open. Other important connections to the Transit Center and surrounding neighborhood are forfeited to create the grand entry, which ultimately is very divisive.

*The Jury will focus on the timing and amount of revenue to the TJPA.*

Rockefeller "intends to include residential ownership units and does not believe that it can develop such units on a site that is held under a 99 year ground lease nor does it believe that an all-office building of similar size is supportable in the market." In the absence of a Ground Lease offer, the Jury focused its evaluation on Rockefeller's Purchase offer.

In its oral presentation to the Jury, Rockefeller suggested that its Proposal would provide value to the TJPA in addition to the Purchase Price for the Tower site, including the possible development value of a site to the east of the Transit Center if it were not used for a public park. Rockefeller also proposed to donate space in the Tower to house the California State Library and to contribute to Public Art. In accordance with the Evaluation Criteria contained in the Competition Manual, however, the Jury focused on the timing and amount of revenue Rockefeller's proposal for the Tower property would deliver to the TJPA.

The Rockefeller financial offer consists of a Base Purchase Price and Additional Purchase Price.

Rockefeller offers a Base Purchase Price to "acquire the land for a payment of \$118,440,700." This land price is based on the market pricing of the various components of the proposed Tower as follows:

- \$100 per gross square foot of office and retail
- \$100,000 per market rate residential unit for sale
- \$0 per affordable housing residential unit for sale
- \$35,000 per hotel room
- \$0 per parking space
- \$0 per gross square foot of cultural space

Rockefeller also proposed an Additional Purchase Price to be paid over a “period of 20 years, commencing on the date of Substantial Completion . . . Respondent will make additional payments of \$1,000,000 per annum (payable monthly). This additional payment will increase 10% every five years.” Rockefeller stated that the nominal value of Additional Purchase Price totals \$23 million. It estimated the present value of the Additional Purchase Price to be \$10.2 million.

The Jury noted that Rockefeller stated that its Purchase Price is based on 2007 building codes. In response to a Jury question as to the possible impact if the City were to adopt performance-based codes, as is now under consideration, Rockefeller persuaded the Jury that such change was not likely to be a basis for a major adjustment in price.

*The Jury will also focus on the overall financial feasibility of the Tower Proposal. Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be financed and built.*

Rockefeller submitted the requested program financial and pro forma documentation to support the viability of their business offer. The Jury considered that Rockefeller’s proposal is for a Tower of 1.7 million gross square feet with a mix of uses that includes residential condominium units, hotel, retail and office. Rockefeller proposed 720,000 gross square feet of office space. The

Jury considered that the mixture of uses proposed for the building would place Rockefeller in a strong position to obtain entitlements, finance the development, and market space in the building.

Rockefeller’s pro forma contained internally inconsistent information that made it difficult for the Jury to understand the projected gross office rent per net square foot and gross residential sales price for condominium units. Where the Pro Forma Template asked Rockefeller to provide gross rental income, Rockefeller stated that gross scheduled income was net of operating expenses—not consistent with gross rent. The pro forma also contained typographical errors and different residential condominium sales prices in a summary table and a support table. In evaluating this inconsistent information, the Jury adopted what it considered to be the most reasonable assumption based on all of the information presented in the proposal, projecting gross office rents per net square foot at approximately \$100, which was within the range of the proposals from the other two Teams, and projecting residential gross sales proceeds of nearly \$1300 per net square foot. (In this regard, it should be noted that the Pro Forma Template was designed to provide backup and verification for the offered Purchase Price—and not to amend or condition the Purchase Price. Notwithstanding the above-cited inconsistencies, the Jury believed that the Proposal included sufficient information to substantiate the financial feasibility of the Proposal.)

Rockefeller persuaded the Jury that its projected rents and sales prices were likely feasible given the building’s mixed use (just over 700,000 gross square feet of office space), the iconic nature of the Tower, its very strong location in an office market anticipated to gain further strength, and the building’s views. Finally, Rockefeller persuaded the Jury that the

profit factor Rockefeller assumed was sufficient to sustain the Purchase Price offered.

*The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.*

To demonstrate that it has the capital resources to finance the Tower, Rockefeller noted that its parent company, Rockefeller Group International, Inc. ("RGII"), will stand behind Rockefeller with necessary capital and provide completion guarantees to construction lenders. The Jury understood that RGII would also stand behind Rockefeller's assurances of performance to the TJPA. Rockefeller submitted RGII's financial statements as well as its own. Given the commitments of RGII, Rockefeller's excellent track record of securing capital in past projects, and its track record of development performance, the Jury found that Rockefeller's financial plan for securing capital for the Tower appeared to be sound.

Rockefeller and RGII have very impressive financial credentials, including high asset value, liquidity, and a history of positive results from operations. Their financial plan for the Tower indicates they will raise equity to meet 25% of total cost, meeting industry standards. While the Jury found that Rockefeller's track record of raising necessary capital was excellent, the Jury was concerned that Rockefeller's recent development experience has been primarily in land development projects that are unlike the Tower project, with one in-process exception, and quite different than Rockefeller's famous projects of the past, e.g., Rockefeller Center and Embarcadero Center. Overall, however, the Jury is comfortable with Rockefeller's capacity to secure the capital necessary to develop the Tower.

*Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted an acceptable schedule for development of the Transit Tower.

## Pelli Clarke Pelli Architects and Hines

*The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco.*

The Transit Center fits beautifully as part of the urban form of San Francisco both from an aerial perspective and at ground level. The Tower works as a marker on the skyline of the Transit Center below. The Transit Center edge is well scaled and retail is visible and inviting. The proposal expands the program of the Transit Center beyond a transportation hub to add value through a wonderful urban "City Park." As a catalyst for development in itself, the park has the potential to link to new adjacent buildings as redevelopment proceeds, further defining the urban form. Design of the Transit Center structure and rooftop park conveys not only a sense of light heartedness, but also a concern for the environment, wholly in keeping with the San Francisco spirit. "Mission Square" provides a great room or hall as a civic space and grand entry to the Transit Center and City Park. The design also addresses and lessens the "tunnel" effect on First and Fremont streets. Overall, the design is not as much about itself as a single building as it is about its role in the neighborhood and City, providing new usable open space and vibrant street life as the focus of a mixed-use, dense neighborhood.

*The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The proposal has excellent street level uses with vibrant activity around the entire Transit Center and Tower. The detail at street edge reinforces the shape of the City. The sidewalks are retained and

extended into the Transit Center under the second floor overhang, which is lively and inviting. The openness makes for a more pedestrian-friendly environment and helps the streets become more vibrant. The retail center on Natoma Street contributes to the effort to create a pedestrian center for the neighborhood. The permeability at ground level through the western block provides links to the surrounding area. The design calls for an upgrade of Minna from a service street to a pedestrian area. The design contributes to the dimension and activity of all sidewalks, particularly on Natoma and Minna streets. However, to activate all the streets surrounding the Transit Center, the building may require more than the proposed amount of retail.

*The Transit Center Proposal should address transit operational requirements.*

The design proposal provides for excellent transit operations. The Transit Center design follows the TJPA Scope Definition Report, yet enhances it by clarifying and simplifying user movements horizontally and vertically. People are sheltered from the elements, and bus noise and fumes are contained without reducing the efficiency of operations.

*The Transit Center Proposal should address user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center.*

The design provides excellent flow from all directions. There is clear circulation for bus and rail passengers. Flow was well-thought-out in terms of circulation and light. The design enables clear and easy movement from ticketing areas to boarding areas. The central hall provides a clear location for ticketing

and information, with clear access from the plaza on Mission Street. Bus waiting areas are separated from loading and unloading platforms. There is a concern that although the circulation paths are clear, the park is four stories up, requiring a funicular, elevator or escalator ride to reach it.

*The Transit Center Proposal should address architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.*

The landmark Transit Center and iconic Tower fit extremely well into the urban fabric and the context of the community. The design does not ignore the fifth elevation, the great expanse of roof. To the contrary, it transforms it to a living, breathing, urban organism. The Team committed to landscape architecture as an important part of the urban fabric. The rooftop park would be a great asset to the community and would contribute to the overall sustainable design of the Transit Center. The Team has demonstrated the construction methodology for creating a rooftop park to assure the feasibility of growing trees on the roof. The park would add much needed green space to the neighborhood for a growing number of residents and would be an exciting and unique new destination within the City. It also offers opportunities for civic events and educational activities, and a place where residents can get much needed physical activity. It is a risky, daring move in neighborhood development, without compromising the transit functions of the Transit Center. The light wells provide a good internal (and park) landmark and help decrease the repetitiveness and length of the Transit Center. The Team's solution to remove and treat fumes and noise from the bus area is innovative and sustainable. Art is integrated throughout the Transit Center and park. Designed by an artist who deals with environmental

phenomena, the artwork links the functions of the Transit Center with the greater community using the park and Tower. "Mission Square" has great potential, but its design needs further exploration and development as the main gateway to the Transit Center and as a link between the Tower and Transit Center. The basket structural system helps move the columns inward and increases the sidewalk area. The system is sound but could be less fussy. Overall, the structural design is not worked out yet. Joints in the roof structure are a serious concern due to potential leaking. These joints should not be required if the structure is properly base isolated. The Team has developed a good scheme, but it is not reflective of local building codes and conditions. However, further design development should address these concerns.

*The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements.*

The team seems to have considered seriously the design criteria and suggested changes that improve efficiency. Horizontal and vertical circulation has been improved (from the Scope Definition Report) and the addition of the park does not infringe on operational and circulation requirements, but rather enhances the program.

*The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.*

The design would be reasonably achievable within the preliminary estimate of construction cost in the Scope Definition Report. This is the strongest financial proposal, and the added cost of the park is accommodated through a dedicated additional contribution by the developer.



*Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted a schedule that projects completion of the final design of the Transit Center within the deadlines of the Master Schedule. The Team would work with the TJPA to meet the schedule. The Jury was impressed by the developer's commitment to providing public space. The overall Team seemed flexible and responsive to potential design changes, and the architect seemed open to enriching the design. The Team acknowledged that this is a work in progress and they need to work with the TJPA. The Team has great synergy and experience working together, including completed and successful projects in San Francisco. They have a strong architect and a strong developer with a long-standing relationship together. They have design leadership backed up by a very collaborative/integrated team, including a development team with a strong track record nationally and internationally.

*The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design.*

The proposal has very good connections and compatibility at two levels—ground and park. The park is an excellent contrast to the Tower. The Transit Center and Tower have contrasting but compatible vocabularies and relate without copying each other. The Tower marks the Transit Center. Its simplicity puts focus on the public spaces of the Transit Center and park.

*It should reflect an understanding of the role the Tower plays in the urban form of San Francisco.*

The elegant, slender, light design of the Tower is appropriate for San Francisco, and the park, if properly built, managed, and programmed, could be a huge amenity. Both the Tower and the Transit Center are very well woven together as an urban form and are strong contributors versus detractors to the urban fabric. The "pearlescent" surface texture of the Tower is in keeping with San Francisco precedents, showing an understanding of the sunlight and atmosphere of San Francisco. However, with the minimization of glass area, the Jury cautions against the heaviness of mullions and spandrel elements of the exterior wall.

*The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability.*

The Tower's structural system is well-thought-out and tried and true. It is simple and straightforward. However, the structure is not necessarily innovative and could contribute more to the overall image and form of the Tower. Columns of 11 feet in diameter are too big at the top floors. Also, the additional large columns added to the base appear to provide no functional use and impede circulation. The design needs more structural exploration and/or expression of varied uses to give it a better sense of scale and viability. The minimization of glass and use of fresh air floor-to-floor contribute to the sustainable design. In addition, the Tower could respond to solar orientation, as opposed to its current symmetry on all sides.



*It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood.*

The proposed uses are strong on Mission Square, but weaker on First Street. The use of the east side of the block for public space (Mission Square) that serves as the entry to the Transit Center, and the park is a positive feature. Also, pedestrian flow through Mission Square is well organized, allowing people to mix but also sorting them in a secure way.

*The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.*

The Tower, paired with the Transit Center, creates an iconic architectural image. It is a simple, elegant solution. Its curved form and "pearlescent" texture soften the image. Art is integral to the design. Its playful sculpture/turbines at the top of the Tower change the presence of light as the wind blows, contributing to the Tower as a marker of the Transit Center and icon of the area. It works well at the street level, park level, and viewed from afar. The design also considers and addresses future redevelopment in the area using the park as a catalyst for development. The Jury felt the Tower could be more operationally and functionally driven and still be iconic. There is a slight danger of it being too simple, creating a need to enrich the design through solar orientation, a mixed-use program, and refinement of the scale at the base. The singular use of the Tower is a weakness as the all-office program may not contribute to the vibrancy of a new neighborhood, but the Team indicated its flexibility to explore and analyze residential and/or hotel uses. The Team further acknowledged that a mixed-use Tower would provide an authentic and functional driver to establish variety in the Tower's façade and massing. Overall, the Tower is a whole, elegant identifier of central place. It is timeless and fits in San Francisco.

*The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.*

The proposal provides a very strong relationship between the two structures. The Tower serves as a landmark to mark the Transit Center. Programmatically, the public and private spaces are linked, but there is a need to develop the links architecturally. The Mission Square canopy needs to relate more to the Tower and Transit Center. The retail in the Tower and Transit Center are linked at multiple levels.

*The Jury will focus on the timing and amount of revenue to the TJPA.*

Hines' Ground Lease offer includes "the expectation that...a customary covenant to keep and surrender the improvements in good condition" and "developer and TJPA would mutually agree to an option for developer to purchase the Property." Given the conditional nature of the Ground Lease offer, the Jury focused on Hines' Purchase offer.

Hines' financial offer on its Preferred Program consists solely of a Base Purchase Price.

The Hines offer is based on "a formulaic approach to valuing the Transit Tower's Floor Area Ratio (FAR) development rights. We have assigned a value of \$150/FAR (SF Planning Code Sec. 102.9 "Gross Floor Area") at the base of the Transit Tower, adding \$2/FAR per floor in sequence up through the 50th Floor, whereupon the pricing remains constant at \$250/FAR for all floors from the 51st Floor upwards."

"Under the Preferred Program scenario, this formula results in a Financial Contribution to the Program of \$350,000,000. We propose to pay this amount in accordance with the

disposition term sheet, as a lump sum in cash upon full transfer of the Transit Tower property.”

“Our pricing formula assumes that 15% of the Financial Contribution will be allocated to the construction of City Park. The creation of City Park provides an opportunity to meet the City of San Francisco’s open space requirement for the Transit Tower, as well as a critical mitigation to the potential Prop K shadow impacts of the Transit Tower.” In response to an interview question, the Jury understood Hines to consider the 15% of their offer as restricted to capital construction of City Park.

The Jury also noted that Hines made no specific proposal to assure how and when the dollars necessary for operations and maintenance (O&M) of the park would be in place. However, Hines asserted that there will be a number of property owners who will benefit financially from the park’s presence, including Hines. On that basis, Hines proposed an assessment district as at least one component of an O&M financing scheme. Hines also said, in response to an interview question, that Hines might consider assuming even greater financial responsibility for O&M for the park, but the Jury did not hear a definitive statement.

*The Jury will also focus on the overall financial feasibility of the Tower Proposal. Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be financed and built.*

Hines submitted the requested program financial and pro forma documentation to support the viability of their business offer. The Jury considered that Hines’ proposal is for a Tower of 1.8 million gross square feet. Hines stated in its proposal that its preference is that virtually all the space in the Tower be devoted to

office use; although Hines allowed for the possibility that a substantial number of upper floors of the Tower might be allocated instead to residential condominiums. Hines projected annual gross office rents at \$83 per net square foot, but did not provide sales prices for residential condominiums.

The Jury focused on the risk that Hines may be unable to secure entitlements for or market nearly 1.8 million square feet of office space. The amount of office space Hines proposed is more than double that allocated to office use by the other two Teams.

When Hines was asked in the interview to defend its ability to finance and market a Tower with so much space devoted to office, the Jury understood Hines to say the following:

1. Hines, in effect, repeated the language in their written proposal—i.e., “that an office tower with a retail base presents the soundest opportunity for the TJPA.” They added to the reasons expressed in the written proposal a reminder that they are very active in the San Francisco entitlement/development market with an outstanding record of success, and believe such entitlement/development success would be realized with all office use.
2. Hines also reminded the Jury that their proposal does allow for the potential that floors above 50 could be devoted to residential rather than office use. In response to an interview question, Hines indicated that their Purchase Price offer would not change if the ultimate use of the Tower included residential as well as office.

The Jury took into account both the risks the Jury identified and Hines’ response

to the Jury's inquiry in its evaluation of the Tower component of the Proposal.

During the interview process, the Jury asked Hines to clarify its approach to the projection of a profit factor in its written Proposal and to affirm that Hines' factor was sufficient to sustain its purchase offer. Hines indicated it had run its very sophisticated pro forma model and was comfortable in offering its Purchase Price without qualification. Hines also indicated, in response to a question from the Jury, that if the space above the 50th floor were to be devoted to for-sale residential rather than office, it would not request a reduction in its Purchase Price offer.

*The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.*

To demonstrate that it has the capital resources to finance the Tower, Hines described its own substantial financial resources and in its Proposal stated that "MetLife has expressed strong interest and (Hines is) currently working on documenting an agreement for the Transit Tower project." In the interview, Hines stated to the Jury that it had reached an agreement with MetLife, and this was confirmed by a MetLife representative present at the interview.

Hines has very impressive financial credentials: high asset values, liquidity, and a history of positive results from operations. To finance the Tower, Hines, with MetLife support, plans to raise the equity to meet 25% of the total costs, thus meeting industry standards. The Jury found the Hines track record of raising necessary capital to be excellent. The Jury also concluded that while Hines' development track record was excellent, its strongest suit is office development. The Jury is comfortable that Hines has

the capacity to secure capital for the Tower.

*Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.*

The Team submitted an acceptable schedule for development of the Transit Tower.

## 09 SCORES, RANKING & RECOMMENDATION

Following the evaluation of the Proposals, including D/D Team presentations and interviews, the Jurors individually scored the Proposals. Summing the individual scores of the teams derived the overall ranking. The Jury's ranking of the Proposals is unanimous. In the table below, each of the seven voting Jurors is represented by a letter from A to G.

FIRM	JUROR							TOTAL	AVG.	RANK
	A	B	C	D	E	F	G			
Rogers/ Forest City	70	77	70	70	67	70	77	501	72	2
SOM/ Rockefeller	65	66	60	60	50	50	73	424	61	3
Pelli/Hines	90	85	90	90	92	90	94	631	90	1

### Recommendation of the Jury

The Jury ranked the D/D Team of Pelli Clarke Pelli and Hines first and recommends that the Board of Directors approve this Team for exclusive negotiations for a Design Agreement for the Transit Center and a Tower Option Agreement. The Jury's recommendation is unanimous.

## 10 COMPETITION JURY

### ROBERT CAMPBELL, FAIA

Robert Campbell is a recipient of the Pulitzer Prize for Criticism for his work as architecture critic of the Boston Globe. He is a bimonthly columnist for the magazine *Architectural Record*, and is the author of a book, *Cityscapes of Boston: An American City Through Time*, of which the *Chicago Tribune* wrote that it "belongs on the bookshelf of anyone who cares about the fate of the American city." He has been in private practice as an architect since 1975, as a consultant to cultural institutions and cities, and is a Fellow of the American Institute of Architects and the American Academy of Arts and Sciences. He is the recipient of the 2004 Award of Honor of the Boston Society of Architects, "in recognition of outstanding contributions to architecture and to the profession." Mr. Campbell is a graduate of Harvard College, where he was elected to Phi Beta Kappa; the Columbia Graduate School of Journalism; and the Harvard Graduate School of Design, where he received the Appleton Traveling Fellowship and Kelley Prize. His poems have appeared in the *Atlantic Monthly* and elsewhere and his photographs in numerous publications. In 1997 he was architect-in-residence at the American Academy in Rome. He has reviewed books on architecture, urbanism, popular culture, and poetry for the *New York Times*, and has taught architecture at several universities, most recently as the 2002 Max Fisher Visiting Professor at Michigan. In 2003 he was a Senior Fellow in the National Arts Journalism Program at Columbia University. He lives and works in Cambridge, Massachusetts.

### SUSAN L. HANDY, PhD

Dr. Susan Handy is a Professor in the Department of Environmental Science and Policy and the Director of the University Transportation Center at the University of California, Davis. Her research interests focus on the relationships between transportation and land use, both the impact of transportation investments on land development and the impact of land development patterns on travel behavior, and she has more than 30 publications on these topics. She is internationally known for her research on the connection between neighborhood design and walking behavior and is widely respected in the field of transportation planning for her ability to link research to policy and practice. Dr. Handy is a member of the Committees on Transportation and Land Development, Telecommunications and Travel Behavior, and Women's Issues in Transportation of the Transportation Research Board, the National Advisory Committee of the Active Living by Design program funded by the Robert Wood Johnson Foundation, and the editorial boards of several international academic journals. She has served on committees of the Institute of Medicine and the National Research Council and has participated in the Health Cities program of the World Health Organization. She has a B.S.E. in Civil Engineering from Princeton University, an M.S. in Civil Engineering from Stanford University, and a Ph.D. in City and Regional Planning from the University of California at Berkeley.



### HSIN-MING FUNG, AIA

Hsin-Ming Fung is an architect, educator, and principal/co-founder of Hodgetts + Fung Design and Architecture. Having lived in several countries, her comprehension of the human experience in various urban environments adds a unique perspective to Hodgetts + Fung's designs. This universal approach allows for accessibility without compromising vitality. As Director of Design for Hodgetts + Fung, Ms. Fung has been engaged in the execution of all of the firm's projects, including the award-winning temporary 'Towell' Library at UCLA, the new design of the famed Hollywood Bowl, the 35-story mixed-use glass tower for Yamano Gakuen in Tokyo, and the renovation of the Egyptian Theater on Hollywood Boulevard. Her work has been exhibited at the Los Angeles Museum of Science and Industry, the Museum of Fine Arts in Buenos Aires, The Museum of Contemporary Art in Los Angeles, and the San Francisco Museum of Modern Art. In addition, Ms. Fung was the 1991 recipient of the NEA Rome Prize Advanced Fellowship through the American Academy in Rome, and was nominated by President Clinton to serve on the Council for the National Endowment for the Arts. In 2006, Hodgetts+ Fung received the Gold Medal from the Los Angeles chapter of the American Institute of Architects. Ms. Fung earned her Master of Architecture at the University of California, Los Angeles, and has taught at Southern California Institute of Architecture, where she is currently the Director of Graduate Programs. She was also a professor at the California State Polytechnic University School of Environmental Design in Pomona, California from 1985 to 2002. In 1995, as well as 2000, Mr. Hodgetts and Ms. Fung were invited to Yale University as Eero Saarinen Visiting Professors of Architectural Design, and in 1996, they were appointed to the Herbert Baumer Distinguished Visiting Professorship at Ohio State University.

### OSCAR HARRIS, FAIA

Oscar Harris is Founder, Chairman of the Board and Creative Director of Turner Associates Architects and Planners, Inc in Atlanta, Georgia. He is responsible for the firm's strategic vision and oversees all of the design work bearing the name Turner Associates. For over 30 years, the firm has designed a multiplicity of projects, transforming the urban fabric of Atlanta and other major urban areas. Harris has completed more than \$3 billion in constructed projects. He has designed and planned projects in Georgia, Ohio, Alabama, Louisiana and Florida, with a focus on transit planning, design and commercial development integration. His ability to work with community organizations and clients to form a consensus of vision through interactive "visioning workshops" has allowed Turner Associates to become a premier expert in "Project Definition" for community and civic visioning. As Past Trustee of the Urban Land Institute, Mr. Harris was also a contributing author of ULI's Ten Principles for Successful Development Around Transit, and was a panel member for ULI Conference for "The Rebuilding of New Orleans". He is a Principal in IAC (International Aviation Consultants) for the program management of the \$5.4 billion airport expansion of Hartsfield Jackson International Airport in Atlanta, Georgia. Additionally, he is a Principal in the General Engineering Consultant contract for the Metro Atlanta Rapid Transit Authority. He has specialized in transportation facility design and connectivity issues his entire career. Mr. Harris holds a Bachelor of Arts from Lincoln University in Pennsylvania and a Master of Architecture from Carnegie Mellon University where he also serves as trustee. In 2004, he was awarded the Bronze Medal from the American Institute of Architects for his contributions to the profession.

### A. JERRY KEYSER

A. Jerry Keyser, Keyser Marston's Chairman of the Board, has spent his entire professional life in evaluating the feasibility of real estate projects and consulting on development. He is a founding principal of Keyser Marston and is a recognized authority in the real estate and redevelopment community. For the more than thirty years, Mr. Keyser has been at the center of many of the West's distinguished and high impact developments including AT&T Park in San Francisco, Horton Plaza in San Diego, and Pioneer Place in Portland. His experience, knowledge and work with industry and professional groups combine to give Mr. Keyser unique insight in real estate trends, what works in real estate development, and contacts with the development and financial community throughout the United States. Throughout his career, Mr. Keyser has been extensively involved in analysis of and consultation on multi-use projects. He has also had extensive experience in assisting cities and towns in their efforts to develop downtown retail and/or revitalization strategies that can be implemented. He is a graduate of Cornell University and earned his MBA from Columbia University. Mr. Keyser is a member of the Urban Land Institute, has chaired a ULI Mixed Use Council and the Public/Private Partnership Council. He is a former board member of the Bay Area Economic Forum, an organization composed of leaders in business, education and government to assist in the region's growth. Mr. Keyser is also past board member of SPUR, a San Francisco leadership organization formed to promote planning and government initiatives, as well as past president of Lambda Alpha, an international land economics society.

### ALLISON G. WILLIAMS, FAIA

Allison Williams sets the design strategy for Perkins+Will San Francisco's major projects including corporate headquarters facilities, cultural institutions, and urban, high-rise and civic mixed-use developments. Ms. Williams was the principal and director of design for Ai from 1997 to 2004, and prior to that was associate partner with Skidmore, Owings & Merrill in San Francisco. Ms. Williams holds a Bachelor's degree in the practice of art and a Master of Architecture both from the University of California, Berkeley, and was a Loeb Fellow at the Harvard Graduate School of Design. She serves on the University of California, Berkeley's Capital Planning Design Review Committee, and on the board of directors for the Museum of the African Diaspora and The Exploratorium. She was recently appointed to the Harvard Design Magazine advisory board and was elevated to Fellow in the AIA in 1997. To her credit are design leadership roles in the design of several award-winning projects including the San Francisco Civic Center Complex, the San Francisco International Airport Terminal, and currently the August Wilson Center for African American Culture and the International Museum of Women in San Francisco. Featured articles about Williams have recently appeared in The New York Times, Wall Street Journal, US News and World Report, Black Enterprise Magazine and Ebony Magazine. Ms. Williams lectures frequently at schools of architecture and serves as an invited juror for design award programs recently for the Architecture Record/Business Week Design Awards and for various American Institute of Architects Design Awards Programs.

### ARTHUR JOHNSON, PE, SE

Art Johnson is vice president and partner-in-charge of KPFF's Portland office, a position he has held since opening the Oregon office in 1974. Mr. Johnson has over 35 years of professional engineering design experience in the seismic analysis and seismic design of structures and in the analysis and design of complex structural framing systems. As principal-in-charge for structural engineering, Mr. Johnson acts as the "design structural engineer" on many of the firm's most complex projects, including the Oregon Convention Center, Doernbecher Childrens Hospital, and the U.S. Consulate in Istanbul, Turkey. He serves as chair of

the Maseeh College Advisory Board at Portland State University, secretary of the Board of Visitors for the School of Architecture and Allied Arts at the University of Oregon, and as a board member of the Architectural Foundation of Oregon. Mr. Johnson is past chair of the Council of American Structural Engineers and of the Consulting Engineers Council of Oregon. He is an adjunct professor at the University of Oregon. Mr. Johnson received his Bachelor of Science degree in Civil Engineering and Master of Science degree in Structural Engineering from the University of California at Berkeley. He is a registered Professional Engineer in 27 states.

**Competition Jury:** Back row, right to left: Robert Campbell, FAIA; Allison G. Williams, FAIA; Dean Macris, FAICP; Oscar Harris, FAIA; Susan Handy; A. Jerry Keyser. Front row, right to left: Arthur Johnson, PE, SE; Hsin-Ming Fung, AIA. Not pictured: Maria Ayerdi.



## NON-VOTING EX OFFICIO MEMBERS

### MARIA AYERDI, JD

As Executive Director of the Transbay Joint Powers Authority reporting to a five member, three-county Board of Directors, Ms. Ayerdi is responsible for the design, construction and operation of the multi-billion dollar Transbay Transit Center Program. Ms. Ayerdi currently directs and manages the ongoing design and development of all elements of the Program. Her delivery team now includes over 200 engineers, architects and other professionals.

On behalf of the Program, Ms. Ayerdi developed the Joint Powers Agreement which formed the Transbay Joint Powers Authority (TJPA). She managed the Program's environmental (EIS/EIR) process. The EIS/EIR has now been cleared under Federal (NEPA) and California (CEQA) requirements. A federal Record of Decision has been issued. She identified and developed the funding necessary to design and construct the first Phase of the Program. As part of this effort and on behalf of the TJPA, Ms. Ayerdi personally negotiated the transfer of approximately 19 acres of prime San Francisco land belonging to the State of California Department of Transportation. The revenues that will result from this transaction will be applied towards the funding of the Program. In total, Ms. Ayerdi has aggregated over \$1 billion in Program funds, including the land transfer proceeds, a voter-approved bridge toll increase and San Francisco sales tax extension. It is generally recognized that Ms. Ayerdi's skill, experience, courage and determination have been crucial to the advancement of the Transbay Transit Center Program.

Ms. Ayerdi is a graduate of the University of California, Berkeley and Hastings College of Law. She is a member of the State Bar of California. She previously served as the Mayor of San Francisco's Transportation Policy Advisor and Project Director and has been the Vice-chair of the Peninsula Corridor Joint Powers Board (Caltrain), Deputy Director of the Bay Area Air Quality Management District, member of the Executive Committee of the Association of Bay Area Governments and member of the Airport Roundtable. Prior to her public service work, she worked with United Parcel Service's legal department.

In 2002, Ms. Ayerdi was honored with San Francisco Tomorrow's Unsung Hero Award, for her special contributions to the betterment of San Francisco's environment and Bay Area transportation. In 2004, she was named the Women's Transportation Seminar, San Francisco Bay Area Chapter, Woman of the Year, for her success in advancing the Transbay Project. In 2006, the San Francisco Business Times named Ms. Ayerdi One of The Most Influential Women in Public Service in the Bay Area. That same year, the Hispanic Chamber of Commerce named her one of the 2006 Most Influential Bay Area Latinos.

### DEAN MACRIS, FAICP

Dean Macris is San Francisco's Planning Director. He has served in that capacity on three occasions: In 1975 to 1976, 1980 to 1992, and from 2004 to the present.

Under his direction, the Department completed several significant planning efforts including a nationally recognized downtown plan, plans for many neighborhoods, a rezoning of all the City's retail/commercial districts, plans and zoning to enable more housing in

such locations as Van Ness Avenue, Mid-Market and Rincon Hill. The Department has been instrumental in shaping the city's skyline, advancing the cause of preservation, urban design and architecture. Under his leadership the Department has received several national and state awards for excellence in planning. He has also served as Planning Consultant to the San Francisco Giants on the construction of the team's baseball park and to the California Academy of Sciences' rebuilding program in Golden Gate Park.

Mr. Macris began his career in Chicago. In 1965 Mayor Richard J. Daley appointed him Assistant Commissioner, Department of Planning and Development. He has served under four San Francisco Mayors and received personal leadership awards from the American Society of Public Administration and the American Planning Association. He is a Fellow of the American Institute of Certified Planners.



# 11 COMPETITION MANAGER

## STASTNYBRUN ARCHITECTS, INC.

Over the past twenty years, StastnyBrun Architects has run over 50 competitions, including design, design/build, A/E selection, and other innovative processes. This depth of experience has resulted in the firm and Don Stastny's recognition as one of the nation's premier competition experts. The design competition process has historically been used to create architectural icons, but in StastnyBrun's twenty years of initiating, authoring and managing design competitions, they have focused on creating interventions in the urban fabric that have catalytic effects reaching far beyond the icon. They promote the designers and author processes that create an environment for designers to do their best work and raise communities' expectations.

Recognized for their superb qualifications, StastnyBrun Architects has run design competitions and selection processes for the U.S. Department of State and the U.S. General Services Administration (GSA). StastnyBrun's relationship with the U.S. Department of State began with their management of the design competition for the new U.S. embassy in Berlin. Continuing this association, StastnyBrun created and managed a design/build competition for the two embassies that had been torn apart by terrorist bombings in Nairobi, Kenya and Dar es Salaam, Tanzania in 1998. The process moved the two embassies from program into construction in ten months. Collaborating with Kling Lindquist, StastnyBrun created a design/build selection process that allowed interaction between the client, the architect/engineer teams, and the builder/contractors while maintaining a fair and equitable competition process. The process has become a model for

other design/build projects for the U.S. Department of State. The two embassies were completed in record time and within budget, and met our nation's commitment to Kenya and Tanzania to rebuild.

For the GSA, StastnyBrun Architects authored the "The Design Excellence Program Guide – Building a Legacy." They undertook two concurrent design competitions for U.S. courthouses in Oregon and Massachusetts for the GSA and used the processes and outcomes as the basis for the guidebook on Design Excellence selection processes. The guidebook, published by GSA, has continued to be the basis for GSA's acclaimed program and has begun to be adopted as state-of-the-art selection methodology for other federal and state agencies. After the guidebook's publication, StastnyBrun was asked to assist the U.S. Department of State to modify the GSA protocols to apply to design selection for U.S. embassies, particularly those in the China Projects portfolio. StastnyBrun was asked to undertake this process based on their understanding of embassy programs and security requirements, and how these critical issues could be realized within the general guidelines of the GSA process.

Donald Stastny, with a collaborating team of Helene Fried and Paul Morris, was selected through a nationwide search to lead an international design competition for the Oklahoma City National Memorial. Stastny facilitated a design process to develop a memorial dedicated to the victims and survivors of the bombing. Working with a 350-member volunteer task force, including family members and survivors, the collaborative team

was responsible for community outreach, program development and competition administration. StastnyBrun Architects with Helene Fried Associates also served as competition advisors for the Flight 93 National Memorial International Design Competition in Somerset County, Pennsylvania last year. Working in conjunction with the Families of Flight 93, Flight 93 National Memorial Task Force, Flight 93 Advisory Commission, and the National Park Service, the competition advisors managed a two-stage competition process leading to the first national park created through a design competition.

StastnyBrun also recently authored and facilitated international competition processes for the Alaska State Capitol Designer/Design Competition in Juneau, Alaska, and for the Chicago Ray and Joan Kroc Corps Community Center (RJKCCC) for The Salvation Army.

**DONALD J. STASTNY, FAIA, FAICP**  
**Competition Manager**

Donald J. Stastny, a founder and CEO of Portland's StastnyBrun Architects, Inc. has been a practicing architect, urban designer, and facilitator for thirty years rebuilding communities, physically and culturally. Using design as a comprehensive and strategic tool, he works toward elevating the public's understanding and expectations of architecture locally, nationally, and internationally. Mr. Stastny has taken on a range of projects including the planning of neighborhoods, cities and regions, museums, multi-family housing, office buildings, historic renovations, and cultural centers. In addition he has developed and designed over 50 national and international processes for competitions, commissions, and plans, many of which have become national models. An award-winning architect and planner, he has been honored with Fellowship in the American Institute of Architects, the American Institute of Certified Planners, and the Institute of Urban

Design. Additionally, he is a member of the Canadian Institute of Planners. Mr. Stastny received his Bachelor of Science degree in Business Administration from Oregon State University, and a Bachelor of Architecture from the University of Washington. He received his Masters degrees in Architecture and City Planning (Urban Design) at the University of Pennsylvania, and continued his post-graduate studies as a Research Fellow at the Center of Ekistics in Athens, Greece. He was awarded the 2006 American Institute of Architects Northwest and Pacific Region's Medal of Honor "in recognition as a member of the Region who has consistently demonstrated life long excellence in design, and the practice of Architecture, the public understanding of Architects and Architecture, and who has made notable contributions unique to the AIA Northwest and Pacific Region".

**JENNIFER MANNHARD, AICP, LEED® AP**  
**Project Manager**

Jennifer Mannhard is a professional planner and project manager with StastnyBrun Architects. She has experience and training in architecture, planning, urban design, and real estate development. She understands the built environment from both a comprehensive and focused perspective, considering the big picture while remaining cognizant of finer details. She has worked with private and non-profit entities to integrate and advance sustainable design and business practices. Knowledgeable about public processes and outreach, she has also coordinated and participated in numerous community visioning, planning, and development projects. Ms. Mannhard served as the project manager for the Alaska State Capitol Designer/Design Competition and for the Chicago Ray and Joan Kroc Corps Community Center (RJKCCC) for The Salvation Army. She also provided coordination and facilitation assistance

on the Flight 93 National Memorial International Design Competition. She manages the exchange of information between competitors and clients, creates and oversees the publication and distribution of all competition materials, and ensures successful coordination and execution of the competition processes. Ms. Mannhard received her Bachelor of Environmental Design from Texas A&M University and completed her Master of Urban & Regional Planning and Graduate Certificate in Real Estate Development at Portland State University. She is a member of the American Institute of Certified Planners, a LEED Accredited Professional, and Charrette Planner certified by the National Charrette Institute.

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Or visit the TJPB website:

**[www.transbaycenter.org](http://www.transbaycenter.org)**

# 12 APPENDIX

Competition Manual  
Request for Proposals  
Questions & Answers

# Competition Manual

**\*\*UPDATED FOR STAGE II\*\***

## Transbay Transit Center & Tower

### Design & Development Competition

*To select the Design and Development Team most qualified to design a world class Transit Center to be developed by the TJPA in downtown San Francisco, California, as well as design and develop a world class mixed-use Tower adjacent to the Transit Center.*

*Stage II: Request for Proposals (RFP)*

*RFP and Updated Competition Manual Released - February 23, 2007*

*Stage II Briefing - March 1, 2007*

*1st Mid-Course Review - Week of April 16, 2007*

*2nd Mid-Course Review - Week of May 21, 2007*

*Proposals Due - July 10, 2007*

*(Revised Addendum #2 - 5/17/07)*



**Transbay Transit Center**



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# OVERVIEW OF THE DESIGN & DEVELOPMENT COMPETITION



COMPETITION  
MANUAL  
-  
UPDATED  
FOR STAGE II

## OVERVIEW OF THE COMPETITION

### Transbay Transit Center & Tower Design & Development Competition

2

The Transbay Joint Powers Authority ("TJPA") is conducting an international Competition to select a Design and Development ("D/D") Team to design a Transit Center to be developed by the TJPA in downtown San Francisco, California, and to design and develop a mixed-use Tower adjacent to the Transit Center. The TJPA seeks a D/D Team that will create a unique, world class Transit Center and Tower whose aesthetic, functional, and technical excellence are worthy of their position as the centerpiece of the Transbay Redevelopment Area and the focus of bus and rail transit for San Francisco, the Bay Area, and the State of California.

Because the Transit Center and Tower will be large and complex structures, the buildings should be designed in tandem. The site of the Transit Center and Tower is the existing Transbay Terminal at First and Mission Streets. The new Transit Center will accommodate buses, commuter trains, the future California High-Speed Rail, leased commercial space, and TJPA administrative space. The Tower will contain a mix of uses, such as residential, hotel, office, retail, and cultural, that will complement the Transit Center. The mix of uses in the Tower is to be determined through negotiation of a Tower Option Agreement with the TJPA and during the entitlement process under the authority of the City and County of San Francisco ("City"). Environmental review for the Transit Center under the California Environmental Quality Act ("CEQA") is complete. The selected D/D Team will be responsible for environmental review of its Tower development proposal and for securing all entitlements.

The Transit Center and Tower are part of a larger Transbay Transit Center Program ("Program"), which includes several additional elements: the rail tunnel and rail systems to extend Caltrain from Fourth and King Streets to the Transit Center, a new underground Fourth and Townsend Street Station, modifications to the existing surface station at Fourth and King, temporary bus terminals, ramps connecting the Bay Bridge to the Transit Center, and permanent bus storage facilities. Of these additional elements, only the ramps will be designed by the D/D Team selected through this Competition. The other additional elements listed are to be designed and constructed by other teams selected by the TJPA through other processes.

The scope of architectural/engineering services for the Transit Center and Tower will include all design, construction documents, and construction administration services. The financial and other terms of the Tower development shall be determined by the Proposal submitted by the winning D/D Team and by the Option Agreement to be negotiated between the TJPA and the selected Team.

The TJPA strongly encourages the D/D Teams to reflect the diversity of the San Francisco Bay Area.

The Competition will be managed by StastnyBrun Architects, Inc., which has been retained by the TJPA as the Competition Manager. The Competition process will be conducted as follows:

## STAGE I: REQUEST FOR QUALIFICATIONS ("RFQ")

In Stage I, a Jury of recognized design and real estate development professionals will recommend D/D Teams possessing the experience, expertise, and creativity to execute this high-profile, complex development project while maintaining design excellence. D/D Teams responding to the RFQ ("Respondents") must identify a Lead Designer to design both the Transit Center and Tower, a Development Entity for the Tower, and a full team of architectural, engineering, and other design and development professionals. Because the two buildings will have distinct functions, the Lead Designer may elect to retain separate executive architects, engineers, and special consultants for the Transit Center and Tower.

The TJPA expects superior design quality for the Transit Center and Tower. Accordingly, in Stage I the Jury will place heavy emphasis on the Lead Designer's qualifications. The Jury will evaluate the Lead Designer's portfolio of work, design philosophy, performance, and individual profile. The Jury will also evaluate the Respondent's capacity to deliver a high-rise, mixed-use development project that combines exceptional design and financial success. Finally, the Jury will consider the Respondent's organization, relevant experience, credentials of all Respondent team members, breadth of expertise, and management approach.

The Jury will evaluate the written submissions and interviews of the Respondents. Upon completion of the evaluation, the Jury will recommend to the TJPA Board of Directors ("TJPA Board") a short list of Respondents to be invited to participate in Stage II. The TJPA Board will invite all or part of the short-listed Respondents to participate in Stage II.

## STAGE II: REQUEST FOR PROPOSALS (“RFP”)

Respondents invited to participate in Stage II will prepare a Proposal for the design of the Transit Center, and a Proposal for the design and development of the Tower, including proposed financial terms for the purchase or ground lease of the site for the Tower (“Tower Property”). At the commencement of Stage II, the TJPA will provide the Respondents with an information packet describing the scope of the two structures, the budget for the Transit Center, and other requirements for Proposals. Respondents will have a minimum of 120 calendar days to prepare Proposals. Each Respondent will have an opportunity to participate in two mid-course reviews with the Competition Manager, the TJPA staff, and members of the Program Management/Program Control (“PMPC”) Team.

The Competition Manager and TJPA staff will review the technical aspects of the Proposals to determine compliance with minimum criteria and to question Respondents or request clarification. Following this technical review and the Respondents’ responses to questions and requests for clarification, Respondents will present their Proposals to the Jury.

The Jury will consider the written submission and oral presentation of each Respondent. The Jury will evaluate the quality of the proposed design, functionality of the Transit Center and Tower, adherence to the TJPA’s requirements, and the potential revenue to the Program from the development of the Tower. The Jury will rank the Proposals for the TJPA Board. The TJPA Board will review the Jury’s recommendation and TJPA’s staff report and select a Respondent to be invited to negotiate.

## CONTRACT AWARD

The TJPA Board will consider the Jury Report and the TJPA staff report and, in its sole discretion, may authorize staff to engage in exclusive negotiations with a Team. TJPA staff shall negotiate with the selected Team a Design and Development Option Agreement for the Transit Tower and a Design Agreement for the Transit Center (Agreements) that the TJPA Staff considers to be in the best interests of the Program and is willing to recommend for approval by the TJPA Board of Directors. If the Team fails to agree to terms for the Agreements that the TJPA Staff can recommend for approval by the TJPA Board, then the TJPA Staff and Board reserve the right to terminate negotiations with the top-ranked team and commence negotiations with the second ranked Team. The TJPA also reserves the right to terminate the selection process at any point. The Agreements shall contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA. (Updated)

## THE COMPETITION JURY

The Jury will be responsible for recommending Respondents in Stage I to advance to Stage II and ranking Respondents for presentation to the Board in Stage II. The Jury will also be responsible for recommending termination of the Competition if it determines that the proposals submitted in either stage do not meet the standards set by the TJPA.

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# THE TRANSBAY TRANSIT CENTER PROGRAM

## PROGRAM ELEMENTS

The Program consists of three interconnected parts: replacing the outdated Transbay Terminal at First and Mission streets in San Francisco with a new modern Transit Center; extending Caltrain underground from its current terminus at Fourth and King streets to the new downtown Transit Center and development of accommodations for future California High-Speed Rail; and creating a new neighborhood with homes, offices, parks, and shops surrounding the new Transit Center.

### Transbay Transit Center and Tower (Focus of Design and Development Competition)

The Transbay Transit Center Program will replace the current Transbay Terminal at First and Mission streets in San Francisco with a modern transit hub connecting eight regional and state transit systems: AC Transit, BART, Caltrain, Golden Gate Transit, Greyhound, MUNI, SamTrans, and future California High-Speed Rail from San Francisco to Los Angeles. The current Transbay Terminal was constructed in 1939 and no longer meets current or future capacity needs for the region or state.

The first phase of the Program will include construction of a new Transit Center with one above-grade bus level, ground floor and concourse-level retail and foundations for two below-grade levels serving Caltrain and future California High-Speed Rail. Phase I includes new ramps that will connect to a new off-site bus storage facility with the San Francisco-Oakland Bay Bridge. The design should address the entire Transit Center, including ramps and the below-grade train station.

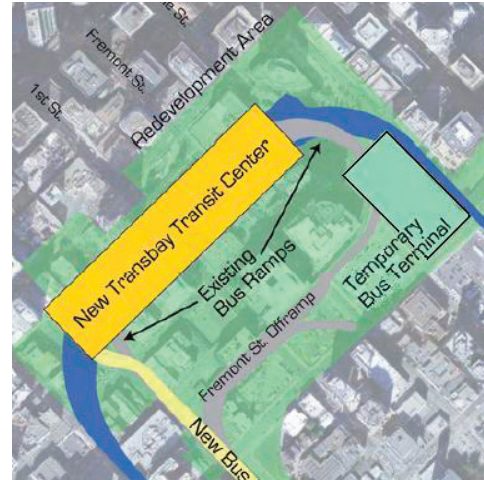
A mixed-use Transit Tower will be built adjacent to the Transit Center. The Transit Tower is expected to be an iconic presence that will redefine the City's skyline and provide additional financing for the Program.

### Caltrain Downtown Extension and Future High-Speed Rail (Not part of the Competition)

Caltrain serves as a vital regional link by connecting San Francisco to the Peninsula, Silicon Valley, and San Jose. Caltrain currently ends, however, 1.3 miles from downtown San Francisco. In the second phase of the project, slated to begin in 2012, or as funding becomes available, the TJPA will modify the existing Caltrain station at Fourth and King streets and extend Caltrain into the new Transit Center through an alignment under Second and Townsend streets. The rail line and Transit Center will be designed to accommodate future High-Speed Rail and rail connections to the East Bay. (Revised)

### New Neighborhood (Not part of the Competition)

The Transbay Redevelopment Plan, adopted by the City and the San Francisco Redevelopment Agency in 2005, will transform a currently underutilized section of downtown San Francisco south of Market Street into a thriving, transit-oriented model for sustainable development. The Redevelopment Plan includes 3,400 new homes (with 35% affordable), 1.2 million square feet of new office, hotel and commercial space, and 60,000 square feet of retail, not including retail in the Transit Center. Folsom Street will be the centerpiece of this new neighborhood and will feature widened sidewalks, views of the San Francisco Bay, cafes, and markets.





## TIMELINE

Phase I of the Program is scheduled to begin in 2008 with the construction of a temporary bus terminal. Construction of the new Transit Center building will begin in April 2010 and be completed in 2014. Construction of the Caltrain Downtown Rail Extension is expected to begin in 2012 and be completed in 2018, or as funding becomes available. (Revised)

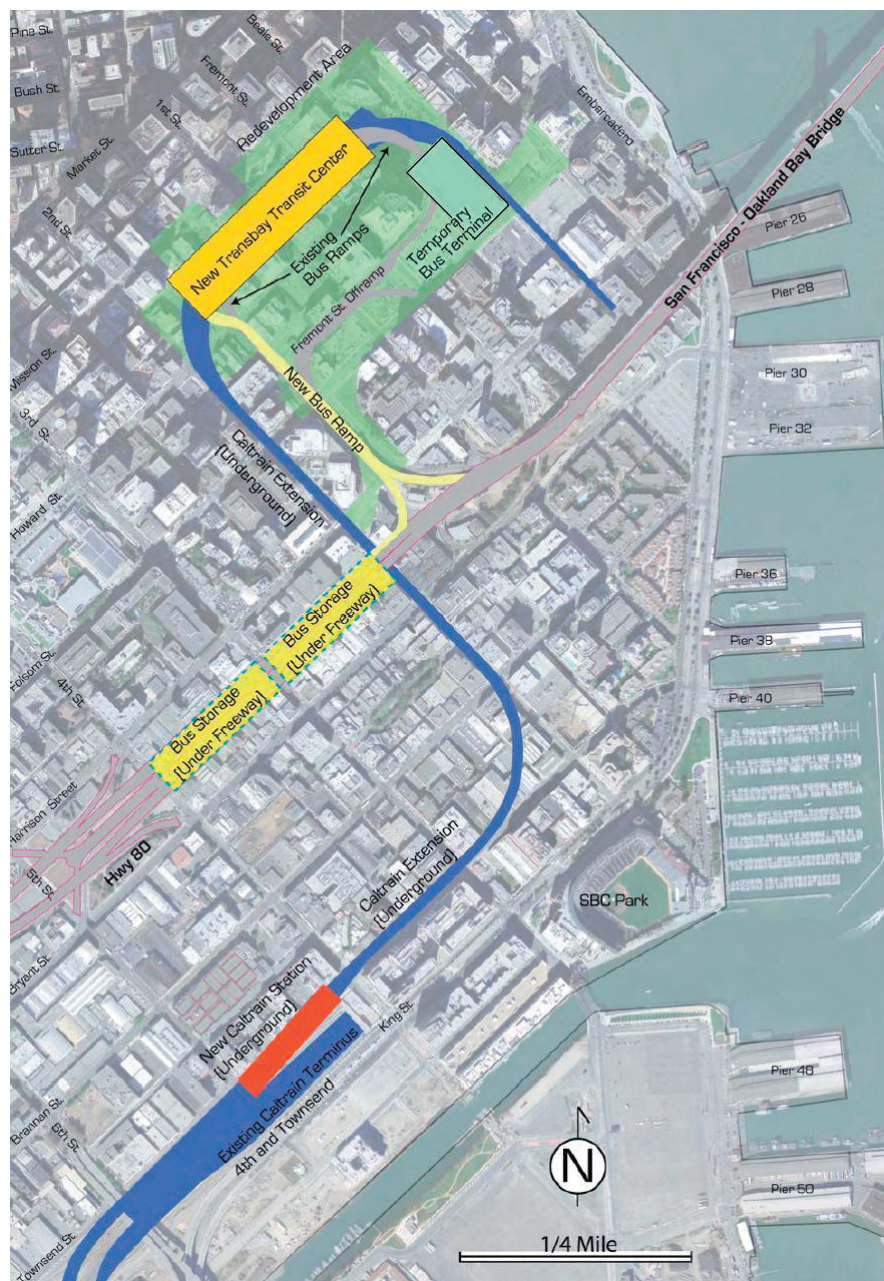
## FUNDING

The TJPA estimates that the cost of the Transit Center and Caltrain Downtown Rail Extension will be \$3.4 billion, escalated to the year of expenditure (YOE). Phase I is funded at \$983 million (YOE). The project is funded by local, regional, and federal sources. Funding for the Rail Extension is not complete.

## TJPA

The Transbay Transit Center Program is headed by the TJPA. The TJPA was formed in 2001 to design, build, operate and maintain a new transportation center and associated facilities on the site of the current Transbay Terminal. The TJPA is led by a six-member Board of Directors representing the City and County of San Francisco, the Alameda-Contra Costa Transit District, the Peninsula Corridor Joint Powers Board-Caltrain, and the California Department of Transportation (ex officio).

## PROJECT AREA AND KEY COMPONENTS





On June 2, 2006, the TJPA Board approved a two-phased plan to build the \$3.4 billion Program. Phase One includes design and construction of a temporary bus terminal to serve passengers while the new Transit Center is under construction; design and construction of the above-ground portion of the Transit Center, the rail foundation, bus ramps, and bus storage; and design of the below-ground rail level component of the Transit Center. Phase Two extends the Caltrain rail line 1.3 miles from Fourth and King Streets underground into the Transit Center. The total Program cost estimate for Phase One of \$983 million is funded. (The direct construction cost of Phases One and Two of the Transit Center building for which the Team will have design responsibility is identified in section 4.18 of Volume 2 of the Scope Definition Report and is less than \$983 million.) Phase Two is funded in part.

The TJPA receives funding from federal, state, regional, and local sources. The TJPA's funding partners include the following agencies that are responsible for planning, programming, and allocating funds to the TJPA.

- Federal Transit Administration (FTA)
- Federal Highway Administration (FHWA)
- California Transportation Commission (CTC)
- Caltrans
- Metropolitan Transportation Commission (MTC)
- San Francisco County Transportation Authority (SFCTA)
- San Mateo County Transportation Authority (SMCTA)

The Program will fund its capital costs with grants, land sales proceeds, lease income from acquired right-of-way parcels, and other one-time revenue generating opportunities available in the near term. To supplement these sources of revenue, the Transbay Financial Plan identifies long-term revenue streams. Because these funds will not be available until the TJPA completes a portion of the Program, the Transbay Financial Plan includes a construction period loan. Long-term revenue sources that will be used to repay the construction loan include tax increment funds from the state-owned parcels in the Transbay Redevelopment Project Area, passenger facility charges and/or other commitments from transit operators using the Transit Center, and net operating income from the Transit Center. In addition to these sources of funding, the sale or long-term groundlease of the property underlying the Transit Tower (the Tower Property) is expected to provide substantial funding for the Program.

The Transbay Financial Plan is described in a March 2006 report. This report can be viewed at the TJPA's website: <http://www.transbaycenter.org/TransBay/content.aspx?id=311>.

## TRANSIT CENTER BUILDING AND TOWER PROJECTS CONSTRUCTION COSTS

The Transit Center building and the Transit Tower are separate projects. The Transit Center building construction will be funded by the TJPA. The Competition regulations contained in the Competition Manual require that each Design and Development Team submit in Stage II a cost analysis that does not exceed the TJPA fixed budget limit for construction of the Transit Center building. For purposes of Stage II of the Design and Development Competition, the TJPA fixed budget limit for construction of the Transit Center building is the preliminary estimate in current dollars contained in Table 4.18 of the Transbay Transit Center Program Scope Definition Report, Volume Two: Design Requirements and Constraints.

The Transit Tower will be funded entirely by the development entity selected in the Competition. In consideration for acquiring an interest in the Tower site and the right to develop the Tower, the selected development entity will provide capital for construction of the Transit Center.

## CONSTRUCTABILITY OF TRANSIT CENTER AND TOWER PROJECTS

The Transit Center building and the Transit Tower are separate projects that must be jointly designed for architectural compatibility, design excellence, and to appear as one Transit Center complex. Volume Six of the Scope Definition Report, Scope Definition Drawings, shows a project match line between the Transit Center building and Transit Tower. The two buildings should be constructed simultaneously as separate projects, but the design for the Transit Center and Transit Tower should also allow for sequential construction if necessary. The two buildings should share a single main lobby with a seamless connection at the ground level and concourse first level above grade, but should function as independent buildings.

# COMPETITION SPACE PROGRAM

The TJPA has prepared a six-volume Scope Definition Report detailing the TJPA building space program and design requirements for the Transit Center. The Scope Definition Report includes narrative reports, conceptual building floor plans and sections that define the organizational, functional, and technical quality standards, and other requirements for the Transit Center. The design of the Transit Center must comply with these standards and requirements to allow the various transit agencies to operate at their optimal levels and to design a Transit Center that will be economical to construct, operate and maintain.

Design excellence is a paramount objective for both buildings. The Scope Definition Report, however, intentionally does not propose an architectural character for the Transit Center or the Transit Tower. The TJPA seeks a creative architectural and engineering design that will establish the two buildings as a landmark transportation complex. Architectural renderings contained in the Scope Definition Report or other Program reports are intended to set a standard for design excellence. They are not specific architectural requirements.

The Scope Definition Report is comprised of six volumes:

## Volume 1 - Executive Summary

**Volume 2 - Design Requirements & Constraints:** provides general project background, summary of the work, design process requirements, regulatory requirements, deliverable requirements, and site constraints

**Volume 3 - Design Criteria & Standards:** provides the basis of design and defines the technical criteria and standards the design team must satisfy

**Volume 4 - Site Design Guidelines:** provides site development controls and guidelines consistent with City and County of San Francisco requirements and plans for the Transbay Redevelopment Area

**Volume 5 - Sustainable Design Opportunities:** identifies the Program's commitment to sustainable design, and offers concept level ideas for incorporating sustainable design opportunities into the Transit Center

**Volume 6 - Scope Definition Drawings:** includes concept level drawings for the Transit Center and surrounding streetscape areas to establish the required scope, content, organization, and quality of the project

Volume 1 – Executive Summary is provided in the Appendix to this Competition Manual to help Respondents to understand the standards and requirements for the Transit Center and Tower. The entire six-volume report will be provided to Respondents selected to participate in Stage II of the Competition for use in preparing Proposals.



TRAIN PASSENGER BOARDING PLATFORM



TRAIN PASSENGER MEZZANINE



CONCOURSE AND GROUND LEVEL



ELEVATED BUS PASSENGER WAITING AREA

# COMPETITION REGULATIONS

The following regulations govern this Competition.

## 1. COMPETITION PROCEDURE

### 1.1. Stage I: Request for Qualifications

- 1.1.1. **RFQ Announcement and Registration:** Announcement of the RFQ and advertisements will appear in trade newspapers, professional publications, minority-focused media, trade association publications, and on the Competition Website. Individual Lead Designers and Development Entities must register electronically on the Competition Website to participate in the Competition. The announcement will contain a description of the Transit Center and Transit Tower Project ("Project"), the Competition process, and other pertinent information.
- 1.1.2. **Distribution of RFQ Packets:** In response to registration on the Competition Website, the Competition Manual containing information on the Project and the Competition can be downloaded from the Competition Website.
- 1.1.3. **Pre-Submittal Meeting:** Two Pre-Submittal Meetings will be held. The program will be the same at each meeting allowing registered participants the opportunity to attend a briefing and tour of the Project site. Representatives of the TJPA will be available during the briefing and tour to answer questions. The Competition Manager will prepare minutes of the briefing and site tour and post them to the Competition Website. Attendance at one of the two Pre-Submittal Meetings is mandatory. A representative of the Lead Designer and a representative of the Developer are required to attend one of the two Pre-Submittal Meetings.
- 1.1.4. **Question and Answer Period:** During the scheduled Question and Answer period, registered participants may submit questions by e-mail to the Competition Manager at the Competition Address. The questions and the Competition Manager's answers to the questions will be posted to the Competition Website. The source of questions shall remain anonymous.
- 1.1.5. **Submission of Stage I Respondent Qualifications:** Responses to the RFQ must conform to the Mandatory Requirements for Stage I Submittals set forth in these Competition Regulations. All submittals must be received at the Competition Address by 3:00 p.m. (Pacific Time) on the date indicated on the Competition Schedule. Submittals received after this deadline will be late, will not be considered in the Competition, and will be returned unopened to the sender.
- 1.1.6. **Compliance Check:** The Competition Manager will check each submittal for compliance with the Mandatory Requirements for Stage I Submittals. Should any submittal be found in noncompliance with these Competition Regulations, the Competition Manager will automatically disqualify the submittal, remove the submittal from the Competition, notify the sender, and return the noncompliant submittal to the sender.
- 1.1.7. **Stage I Interviews:** The Jury will interview Respondents complying with the Mandatory Requirements for Stage I Submittals. The interview will focus on the Stage I evaluation criteria and be conducted in a format that allows each Respondent to be evaluated equally and without prejudice. The interviews will take place in San Francisco on the dates set forth in the Competition Schedule.
- 1.1.8. **Stage I Evaluation and Selection:** Based on the written submittal and the interview, the Jury will evaluate all complying Stage I submittals and recommend the most qualified Respondents to the TJPA Board to be invited to participate in Stage II.
- 1.1.9. **Stage II Participant Notification:** The Competition Manager will notify all Respondents of the TJPA Board's decision and post the short-list of Respondents to be invited to participate in Stage II to the Competition Website.

### 1.2. Stage II: Request for Proposals

- 1.2.1. **RFP Distribution:** Respondents invited to participate in Stage II will receive an RFP.



- 1.2.2. Stage II Competition Briefing:** Respondents will be required to attend the Stage II Competition Briefing in San Francisco with the Competition Manager and representatives of the TJPA to review the Schedule, Procedures, and Stage II submittal requirements.
- 1.2.3. Question and Answer Period:** During the scheduled Question and Answer period, Respondents may submit questions by e-mail to the Competition Manager at the Competition Address. Copies of the questions and the Competition Manager's answers to the questions will be sent simultaneously to the Respondents. The source of questions shall remain anonymous.
- 1.2.4. Mid-course Reviews:** Each Respondent will be invited to two Mid-Course Reviews of its Proposal. The Review is a day-long working session among the Respondent, Competition Manager, TJPA staff, and TJPA consultants. The Reviews will provide constructive feedback to Respondents to maximize the feasibility and functionality of each Proposal. The Reviews may include discussion of design, technical functionality, and financial terms. The Competition Manager will comment on issues arising during Reviews that affect all Respondents and distribute the comments to the Respondents in the same manner as answers to questions submitted during the Question and Answer Period.
- 1.2.5. Submission of Stage II Proposals:** Proposals shall conform to the Mandatory Requirements for Stage II Submittals set forth in these Competition Regulations. All submittals must be received at the Competition Address by 3:00 pm (Pacific Time) on the date indicated on the Competition Schedule. Submissions received after this time will be late, will not be considered in the Competition, and will be returned unopened to the sender. (Updated)
- 1.2.6. Compliance Check:** Upon receipt of Proposals, the Competition Manager will confirm receipt and examine each Proposal for compliance with the Mandatory Requirements for Stage II Submittals. Should the Competition Manager find that any submittal does not comply with the Competition Regulations, the Competition Manager will automatically disqualify the submittal, notify the Respondent of the decision, and return the submittal to the sender.
- 1.2.7. Technical Review of Proposals:** The Competition Manager and the TJPA staff will review the technical aspects of the Proposals, such as functionality and operational enhancements of the Transit Center and the financial documentation for the Tower, to determine compliance with the minimum criteria of the Scope Definition Report, Competition Manual, materials provided to the Respondents at the Stage II Briefing on March 1, 2007, and the Model Term Sheet and Pro Forma Templates, as amended by the letter dated May 14, 2007 ("Minimum Requirements"). Simultaneous with delivery of the written Proposals to the Jury, the Competition Manager and TJPA staff will provide a checklist to the Jury for each Proposal indicating whether the Proposal complies with each Minimum Requirement ("TJPA staff report"). (Revised)
- 1.2.8. Stage II Presentations:** Each Respondent will be invited to present its Proposal orally to the Jury on the dates set forth in the Competition Schedule. The presentations will be conducted in a uniform format that allows each Respondent to be evaluated equally and without prejudice. Following the presentation, the Jury may ask questions and discuss the Proposal with the Respondent.
- 1.2.9. Presentations to the Public:** The Respondents will be invited to present their design concepts for the Transit Center and Tower at a public meeting following their presentations to the Jury.
- 1.2.10. Stage II Evaluation and Selection:** The Jury will evaluate the Proposals based on the Stage II evaluation criteria. Upon evaluation of the Proposals and presentations, the Jury will rank the Proposals and recommend that the TJPA Board approve the Proposal that best meets the evaluation criteria.
- 1.2.11. Report of the Jury:** The Jury will prepare a written report to the TJPA Board stating the reasons for its ranking of the Proposals. Should the Jury find that no Proposal fulfills the evaluation criteria, it shall recommend to the TJPA that the Competition be terminated without selecting a D/D Team.
- 1.2.12. Presentation to the TJPA Board:** The TJPA staff will forward the Jury report and recommendation to the TJPA Board accompanied by the TJPA staff report. (Revised)

- 1.3. **Contract Award:** The TJPA Board will consider the Jury Report and the TJPA staff report and, in its sole discretion, may authorize staff to engage in exclusive negotiations with a Team. TJPA staff shall negotiate with the selected Team a Design and Development Option Agreement for the Transit Tower and a Design Agreement for the Transit Center (Agreements) that the TJPA Staff considers to be in the best interests of the Program and is willing to recommend for approval by the TJPA Board of Directors. If the Team fails to agree to terms for the Agreements that the TJPA Staff can recommend for approval by the TJPA Board, then the TJPA Staff and Board reserve the right to terminate negotiations with the top-ranked team and commence negotiations with the second ranked Team. The TJPA also reserves the right to terminate the selection process at any point. The Agreements shall contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA.

## 2. COMMUNICATIONS

- 2.1. **Communications Protocol:** No Respondent or Respondent's agent shall communicate with any member of the TJPA Board, TJPA staff, TJPA consultants, Jury, or Competition Manager on matters pertaining to this Competition, except as provided in these Competition Regulations. Any unauthorized communication will automatically disqualify the Respondent from the Competition. If any Participant desires information with regard to the Competition, the Competition Regulations, the Project, or the Program, the Respondent shall request this information by e-mail to the Competition Manager at the Competition Address during the Question and Answer Periods in each Stage.
- 2.2. **Duration:** This communications protocol shall remain in effect throughout Stage II of the Competition from the date this RFP is distributed to the later of: (1) the date of the final announcement of the decision of the TJPA Board to approve contracts with the Team selected for exclusive negotiations; (2) final announcement of the TJPA Board's decision to abandon negotiations with the initially selected Team and begin negotiations with the Team seeking to depart from this communications protocol; or (3) final announcement of the TJPA Board's decision to terminate the Competition without selecting a Team.
- 2.3. **Reporting and Disqualification:** Employees of the TJPA, TJPA Board members, TJPA consultants, and members of the Jury shall report any communications from Respondents to the Competition Manager. The Competition Manager will automatically disqualify Respondents who engage in unauthorized communications.
- 2.4. **Questions and Answers:** All questions received in accordance with the Competition Schedule will be answered in accordance with the Competition Regulations. The authorship of the questions shall remain anonymous. Upon publication by the Competition Manager, the Questions and Answers will become part of the Competition Program.

## 3. MANDATORY REQUIREMENTS FOR STAGE I QUALIFICATIONS SUBMITTAL

- 3.1. **Purpose and Definitions:** In Stage I, the Jury will select Respondents qualified to undertake a development program of the cost and complexity of the Transit Center and Tower while maintaining design excellence. Respondents to the RFQ must propose a team of highly qualified and innovative individuals representing architectural and engineering design and development. Respondents must identify each member of their Team, including, but not limited to, a Lead Designer to design both the Transit Center and Tower, a Development Entity for the Tower, and executive architects, engineers, and special consultants for the Transit Center and Tower. The Lead Designer could be an individual or a collaboration of individuals. The Respondent's written submittal and interview should provide the Jury with an understanding of the Lead Designer's design philosophy and experience, the Respondent Team's composition, organizational and management structure, and capability to complete the Transit Center and Tower.
- 3.2. **Format and Copies:** Respondents must submit ten printed copies of the Respondent Qualifications bound in 8.5 x 11 inch format and one electronic copy in PDF format on a compact disc. A page is considered a single side of paper; printing double-sided equals two pages.



**3.3. Contents:** The submittal shall contain only the following information. No other information will be accepted.

**3.3.1. Cover Letter:** The cover letter shall briefly introduce the Respondent and summarize the content of the submittal (maximum two pages). The Lead Designer and Developer may sign a single cover letter or separate letters.

**3.3.2. Narrative Description of Proposed D/D Team:** Respondents shall submit a written narrative (maximum six pages) that describes the composition of the Respondent Team and the names and the specific roles and responsibilities of the key members of the D/D Team. The narrative should explain why the specific combination of team members was selected. The narrative should demonstrate a commitment to comply with TJPA's Quality Management System (the Quality Management System Manual is provided in the Appendix to this Competition Manual).

**3.3.3. Respondent Organization Chart:** Respondents shall submit a graphic depiction of the Respondent Team structure (maximum two pages).

**3.3.4. Firm Profiles:** With respect to the Development Entity, Lead Designer, and Executive Architects, Respondents shall describe each firm's legal form of organization, owners and percentage ownership, general and limited partners, significant joint venture interests, senior management, parent companies or subsidiaries, year established, number of employees, annual revenue for the past five years, and office locations. (maximum six pages)

**3.3.5. Lead Designer's Statement of Design Intent:** The Lead Designer shall submit a statement (maximum three pages) addressing:

- 1) Overall design philosophy and how the Designer would apply that philosophy to the Project.
- 2) Understanding of the design opportunities and challenges presented by the Project.
- 3) Understanding of the vision, values, and mission of the Program.
- 4) Commitment of the Lead Designer to the Project.

**3.3.6. Lead Designer's Biographical Profile:** The Lead Designer shall provide biographical information describing education, professional experience, and recognition for design excellence (maximum two pages).

**3.3.7. Lead Designer's Project Documentation:** The Lead Designer should submit documentation of up to five projects by the Lead Designer completed within the past ten years (maximum six pages per project). At least two of the projects must be public sector projects. The project documentation may be organized at the discretion of the Lead Designer, but must include:

- 1) A narrative description of each project (maximum two pages) that includes:
  - Design objectives, approach, results, project significance, and key features.
  - How the project is similar in scope, program, and/or complexity to the Transit Center and Tower.
  - How the client's operational, budgetary, schedule, and quality objectives were achieved.
  - How the project incorporated green design, such as energy efficiency, use of renewable building materials, etc.
  - How the design celebrated the importance of the user and enhanced the user experience.
  - How the design contributed to urban fabric.
  - Design excellence.
  - A client reference who may be contacted, with telephone number, mailing address, and e-mail address.

- 2) Illustrative examples of each project, including a minimum of two 8 x 10 inch illustrations/images of each project and additional diagrams, images, or other explanatory information.
- 3) A list of awards, publications, notices, peer recognition, or any other documentation of design excellence (maximum one page).

**3.3.8. Developer Profiles:** Respondents should provide resumes and at least three references of the key individuals to be involved in the development of the project. (maximum six pages)

**3.3.9. Development Experience Documentation:** Respondents shall explain previous and current experience with the development of large, complex projects and projects similar to the Transit Center and Tower completed in the last 10 years. (maximum ten pages), including:

- 1) A description of experience with mixed-use and high-rise developments.
- 2) An indication whether the projects were completed on time and on budget.
- 3) Identification of specific experience, if any, with public-private joint development projects, i.e., projects that involve publicly owned property. Include projects involving long-term ground leases and sale of the property.
- 4) A description of experience with public outreach and creating community consensus.
- 5) A list of projects completed within the last ten years, including project name, description, commencement date, completion date, absorption rate upon completion, role of firm, percentage of ownership at completion, current ownership percentage, and reason for any ownership transfer.

**3.3.10. Development Entity's Financial Capacity Documentation:** Respondents shall submit sufficient information to demonstrate Respondent's financial capacity to fund the predevelopment and development costs for the Project. Where the Respondent is a joint venture and information is presented in the statement that pertains to one or more of the joint venture partners, the statement should indicate which joint venture partner is involved. The statement should include all of the following:

- 1) Audited financial statements for the four most recent calendar or fiscal years showing the Respondent's (i.e. the major enduring entity, not any special purpose entities that will be created for the project) net worth and current financial status, and showing any non-performing loans, current projects with positive cash flows, current projects with negative cash flows, the Respondent's recourse debt, and the overall current financial position of the respondent. A reputable accounting firm must certify the financial statements as accurately presenting the financial condition of the respondent in accordance with Generally Accepted Accounting Principles. If Respondent is a joint venture or new entity without financial statements, the respondent may include this information for those partners or members whose good faith and credit will stand behind the Project and contribute the equity or guarantees to enable funding of the Project.
- 2) Balance sheets, income statements and changes in net asset statements (and any other appropriate statements) in table format for the last four years.
- 3) Evidence from established financial source(s) of the Respondent's ability to finance and/or attract necessary equity and debt financing for the Project. Respondents should demonstrate beyond a reasonable doubt their ability to finance the project. In doing so, Respondents should minimize reliance on contingent loans or grants, contributions, or other uncertain funding sources. Respondent should describe in detail the developer's experience and plan for securing financing from grants, charitable contributions, or other comparable funding sources, if such funds would be proposed for the Project.
- 4) A description of the expected types and amounts of financing needed for the Project. Respondents should identify recent projects (including private-public joint

development projects, if any) where Respondent made a similar level of investment and provide appropriate references from debt and equity funders. Include a statement of the Respondent's recent history (preferably within the last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, and amounts committed. Also include a discussion of any adverse actions taken against the Respondent by any funding source or financial institution during the past five years and explain what steps were taken to correct the problem.

- 5) An identification of specific relationships (and contact information) with sources of equity and debt capital, or (if applicable) sources of private charitable funds or governmental grant funds, with acknowledgements from these sources that the Project is consistent with their investment criteria for a project of this size.
  - 6) An identification of the source, nature, and amount of predevelopment equity available to the Respondent to fund the Project. Identify the process to secure equity for predevelopment costs, and any limitations on the availability of these funds that may affect the development of the Project. Describe how predevelopment equity will be made available for each phase of the Project.
  - 7) A list of all Respondent's projects currently underway but not yet completed or occupied, including a brief description of the status of each project, development schedule, financing amounts and methods, names of the lead personnel working on these projects, and whether these individuals will play an integral role in the Project.
  - 8) A list of Respondent's current real estate portfolio describing: project type, size, location, value, role (developer, property manager, etc.), occupancy rate, absorption rate, and financial commitment required on the part of the Respondent; the project's financing methods, sources, and amounts; and the Respondent's ownership interest.
  - 9) A description of pending or threatened litigation, judgments, or potential legal actions involving the Respondent or its individual joint venture partners or team members that relates to the construction or development business or that could affect Respondent's ability to obtain the contemplated land use entitlements or exercise the option to purchase or ground lease the Tower Property in a timely manner.
  - 10) An explanation, including dates and circumstances, of any bankruptcy filing of the Respondent or any joint venture partner in Respondent or the foreclosure on or private sale of a deed of trust for property owned by Respondent or any partner.
  - 11) An explanation, including dates and circumstances and outcome, of any insurance claims filed by the Respondent or any joint venture partner.
  - 12) A current Dunn and Bradstreet Comprehensive Report or comparable rating report for Respondent.
- 3.3.11. Development Entity's Financial References:** Respondents shall provide three financial references from a bank and three financial references from a bond insurance agency by submitting signed letters on Respondent's letterhead to TJPA with copies to the references authorizing the TJPA to check these references. Respondents shall identify the nature and length of the business relationship with the banks and insurers.
- 3.3.12. Standard Form 330:** Respondents shall submit a Standard Form 330 "Architect Engineer Qualifications" published by the U.S. General Services Administration, which provides information regarding the Respondent team's organization, qualifications, and past projects.
- 1) Respondents should include in the SF330 all necessary disciplines and subconsultants for the Transit Center and Tower, including but not limited to the following: architectural (including transportation and rail facilities design), civil, geotechnical, rail, structural (including seismic, blast resistant design, public highway and bridge design, e.g. Bay Bridge ramps), mechanical, electrical, life safety, lighting, sustainability, acoustics/vibration, signage/graphics, vertical transportation, pedestrian circulation, tunnel ventilation, fire suppression, cost estimation, security and surveillance systems (design for vulnerability and threat),

explosive and dangerous materials detectors, and voice/data systems.

- 2) Respondents should also include in the SF330 other consultants that will work with the Development Entity on the Project, including financial consultants, attorneys, environmental consultants, and retail specialists.
- 3) Respondents should endeavor to present the information in the SF330 in a concise and understandable manner. Limit resumes and project examples to key individuals and relevant projects.

**3.3.13. San Francisco Human Rights Commission (HRC) Forms:** The Lead Designer, Development Entity, and Executive Architects must submit the following statements and forms. Information and the forms are located in the appendix to this Competition Manual.

- 1) A copy of the firm's Nondiscrimination Program or Equal Opportunity Employment Policy Statement (if any).
- 2) Disadvantaged Business Enterprise Program Requirements – Bidders/Proposers Information Request Form.
- 3) Certification Regarding Debarment, Suspension, and Other Responsibility Matters.
- 4) Certification Regarding Lobbying.

**3.4 Stage I PowerPoint Presentation:** At the time of the interview, Respondents should submit one electronic copy of a PowerPoint presentation on a compact disc prepared for the Interview.

## 4. MANDATORY REQUIREMENTS FOR STAGE II D/D PROPOSAL SUBMITTAL

**4.1. Purpose and Definitions:** Each Respondent selected to participate in Stage II shall submit a Proposal demonstrating an understanding of the requirements of the Transit Center and Tower as set forth in the Scope Definition Report. The Proposal should present a compelling design befitting the world class, iconic image the TJPA desires for the Project. The Stage II submittal shall also propose the legal and financial terms of an agreement with the TJPA for the design of the Transit Center and the development of the Tower.

**4.2. Format and Copies:** Respondents shall submit 14 printed copies of the Proposal bound in 8.5 x 11 inch format. If proposals are in multiple bound documents, each bound document is required to have a table of contents and tabs, and respondents shall submit 14 copies of each separate bound document. Respondents shall also submit one printed copy of each presentation board and a compact disc with PDF format copies of the submittal. Respondents shall submit an architectural model at the time of the Stage II presentation. (Revised)

**4.3. Contents:** To ensure a fair comparison of the Proposals, each Proposal will use forms provided by the TJPA and adhere to uniform drawing scales, mediums, and presentation composition requirements distributed at the Stage II Briefing and as detailed in the Presentation Requirements Memo dated 6/21/07. (Revised)

**4.3.1. Design Concept Boards:** Respondents shall prepare a maximum of ten 36" x 48", vertically oriented boards (maximum of 1/2" thickness) illustrating the design concept of the Transit Center and Tower, including plans, sections, elevations, perspectives, narratives and diagrams that explain the design as depicted on the "Required Drawings and Drawing Scales" distributed on 6/21/07. (Revised)

**4.3.2. Transit Center Proposal:** The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as a part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; architectural image, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety. The Proposal shall include:

- 1) A table of contents and tabs identifying the parts of the Proposal.
- 2) A narrative description of the design concept and an explanation as to how the concept meets the requirements and design criteria contained in the TJPA Scope Definition Report.

- 3) A tabular listing and confirmation that all program uses, planning and functional requirements are provided.
- 4) A cost analysis comparing the proposed design concept to the TJPA preliminary estimate of direct construction cost in current dollars as established in Section 4.18 of Volume Two of the Scope Definition Report. The cost analysis of direct construction cost of the Transit Center design must fall within the TJPA preliminary estimate.
- 5) Proposed key terms for the Design Agreement for the Transit Center, including a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.

In a separate, sealed envelope marked "PROPOSED FEE", proposers shall identify the total monetary compensation the TJPA would pay to the Team for the completed design and construction administration phase services for the Transit Center. Proposed fee information shall not be included in any other section of the proposal. (Revised)

- 6) Design renderings and a printed color copy of each presentation board scaled to 8.5" x 11" size.

**4.3.3. Tower Proposal:** The TJPA envisions a landmark Transit Tower that will be innovative and green in design as well as financially advantageous for the Program. The public lobby and plaza for the Tower shall provide a seamless connection to the Transit Center and contribute to the evolving neighborhood character. The Tower Proposal shall also include:

- 1) A table of contents and tabs identifying the parts of the Proposal.
- 2) A narrative description of the design concept including its relationship to the Transit Center and green building features, and an explanation as to how the concept meets the requirements and design criteria contained in the Scope Definition Report.
- 3) A description of proposed development program including uses, quantities, and synergy of uses.
- 4) A financial model (pro forma template to be provided at the Stage II Briefing).
- 5) An explanation of the Tower's financial contribution to the Program that conforms to the Model Term Sheet and Pro Forma Templates dated April 12, 2007, as amended by the letter dated May 14, 2007. Respondents shall propose a disposition of the Tower Property based on a ground lease and purchase of the Tower Property under the "preferred" and "base program" scenarios identified on Page 2 of the Model Term Sheet as amended. The proposed financial contribution to the Program should be responsive to the Program's requirements for capital for construction of the program primarily during the initial years of the public/private partnership.
- 6) A plan to finance the development of the Transit Tower containing detailed evidence that the Team has sufficient capital resources to finance the development of the Tower. To support the financing plan, the Team should submit: (1) the most recent income statements and balance sheets for the development entity and, if the income statements and balance sheets are not consolidated with a parent company's, the most recent income statement and balance sheet for the parent company, and an explanation of any material changes in financial position since the income statements and balance sheets were issued; (2) if the development entity is a subsidiary or division, a commitment with supporting documentation that the obligations of the subsidiary are also obligations of the parent; (3) a description of any lawsuits pending against the subsidiary or division and the parent that could affect the development entity's financial position; (4) if the development entity is a public company, its most recent 10-K and 10-Q filings and an explanation of any material changes in financial position since the filing of the 10-K and the 10-Q; and (5) any other information that would further illuminate the financial strength of the development entity.



- 7) An acknowledgement that (a) the Tower Property is within the Transbay Redevelopment Plan Area and all net tax increment from the Property will be assigned to the Program; and (b) the City is investigating the feasibility of forming a Mello-Roos Community Facilities District that, if approved, may require that the developer of the Transit Tower contribute special taxes to the Program.
- 8) Proposed key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities. (Inserted)
- 9) Design renderings and a printed color copy of each presentation board scaled to 8.5" x 11" size.

**4.3.4. San Francisco Human Rights Commission (HRC) Forms:** The Lead Designer, Development Entity, and Executive Architects must submit the following statements and forms. Information and the forms are located in the appendix to this Competition Manual. (Inserted)

- 1) A copy of the firm's Nondiscrimination Program or Equal Opportunity Employment Policy Statement (if any).
- 2) Disadvantaged Business Enterprise Program Requirements – Bidders/Proposers Information Request Form.
- 3) Certification Regarding Debarment, Suspension, and Other Responsibility Matters.
- 4) Certification Regarding Lobbying.
- 5) Disclosures required by the Levine Act.

**4.3.5. Electronic Files:** Respondents shall submit a CD or DVD containing the submittal, including the Proposal and an electronic copy of each design concept presentation board in PDF format at resolutions appropriate for web posting and for printing.

## 5. ELIGIBILITY TO COMPETE

This Competition will be open to all individuals or teams. The "Architect and Engineers of Record" shall comply with the State of California licensing requirements. No member of the TJPA staff, PMPC team, TJPA Board, Jury, or Jury members' firms, are eligible to participate on any Respondent team or respond to either stage of this Competition.

## 6. DISQUALIFICATION

Any Respondent committing an act (or acts) that conflict with or violate the Competition Regulations will be disqualified.

## 7. JURY

The Jury will consist of seven voting and two ex-officio non-voting members and will be comprised of design and development professionals. All Jury members will be present at all evaluation and selection meetings. The tasks of the Jury are defined by the Competition Regulations. All Jurors were selected by the Competition Manager and approved by the TJPA Board. The members of the Jury are:

- Robert Campbell FAIA, Architecture Critic of the Boston Globe
- Hsin-Ming Fung AIA, Hodgetts + Fung Design and Architecture
- Susan L. Handy, Professor, Department of Environmental Science and Policy, University of California at Davis
- Oscar Harris FAIA, Turner Associates Architects and Planners, Inc.

- Arthur Johnson PE SE, KPFF Consulting Engineers
- A. Jerry Keyser, Keyser Marston Associates
- Allison G. Williams FAIA, Perkins+Will
- Maria Ayerdi J.D., TJPA (ex-officio)
- Dean Macris FAICP, San Francisco Department of Planning (ex-officio)

## 8. COMPETITION MANAGER

The TJPA has retained StastnyBrun Architects, Inc. to manage the Competition. Donald J. Stastny FAIA FAICP is the Competition Manager; Jennifer Mannhard AICP is the Competition Project Manager. The Competition Manager shall be Respondents' sole contact with the TJPA throughout the Competition. The Competition Manager shall coordinate all activities of the Competition to ensure an equitable and transparent selection process. The Competition Manager shall facilitate meetings as required for the orderly execution of the Competition.

## 9. HONORARIUM & OWNERSHIP OF COMPETITION SUBMITTALS

The Lead Designers of the D/D Teams selected by the Jury and approved by the TJPA Board to advance to Stage II will be offered an honorarium in the amount of \$100,000, in recognition of the importance of design excellence. The Lead Designer's acceptance of the honorarium shall constitute a legally binding agreement that all materials submitted to the TJPA during the Competition, including intellectual property, shall become the exclusive property of the TJPA, which may use any materials, design concepts, and ideas. The Lead Designer may retain copies of all materials and may publish, advertise or use the materials for promotional or marketing purposes.

Should any Lead Designer decline the honorarium, the TJPA shall have the right to publish, display, and advertise all materials the Lead Designer has submitted to the TJPA during the Competition. Ownership and intellectual property rights, however, shall remain with the Lead Designer.

## 10. EXHIBITION OF COMPETITION SUBMITTALS (Updated)

The TJPA reserves the right to exhibit all Stage I and Stage II submittals. The TJPA further reserves the right to publish, advertise, use or display any and all material for educational or promotional purposes, publication, documents, videos, or fund-raising at its discretion. TJPA shall give appropriate credit to the author(s) of any material used.

## 11. DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION (Updated)

**11.1. Policy:** The TJPA's policy is 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. TJPA's intention is to create a level playing field on which DBEs can compete fairly for contracts and subcontracts relating to 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.

On July 20, 2006, the TJPA adopted the DBE Program for fiscal year (FY) 2006-07. The TJPA recommends that Teams review the DBE Program, which is available on the Documents page of the TJPA's website at <http://www.transbaycenter.org/TransBay/content.aspx?id=311>.

On May 1, 2006, Caltrans announced major changes to the statewide DBE Program. The policies

outlined in Caltrans Exhibits 10-I, Notice to Bidders/Proposers Disadvantaged Business Enterprise Information, and 10-J, Standard Agreement for Subcontractor/Disadvantaged Business Enterprise Participation, are part of those changes. Teams should review these policies in addition to the TJPA's FY 2006-07 DBE Program. These exhibits are included in the Appendix to this Manual.

Pursuant to the monitoring requirements outlined in Section XIII of the TJPA's FY 2006-07 DBE Program (49 CFR 26.37), Teams will be required to complete and submit the TJPA's Bidders/Proposers Information Request Form with their Proposals, regardless of DBE participation. Upon award of contracts, the winning Team will be required to submit (1) the TJPA's Progress Payment Report with every invoice; and (2) the Subcontractor Payment Declaration as proof of payment of DBE and non-DBE subcontractors and the Final Expenditure Report with the completion of the contract. These forms are included in the Appendix to this Manual and can also be obtained electronically upon request.

**11.2. Equal Employment Opportunity:** The TJPA encourages Teams to actively recruit minorities and women for their respective workforces.

**11.3. DBE Availability Advisory Percentage:** The TJPA has not established a DBE availability advisory percentage for this contract. However, Teams are encouraged to obtain DBE participation for this contract.

## 12. CONTRACT AWARD

Following the TJPA Board's selection of a Respondent in Stage II, the selected D/D Team will be invited to enter into an exclusive negotiating period to negotiate the Agreements with the TJPA ("Negotiating Period"). During the Negotiating Period, the parties will negotiate in good faith to reach agreement on a term sheet and, ultimately, two contracts: a Design and Development Option Agreement for the Tower, and a Design Agreement for the Transit Center. The contracts shall include:

- 1) A conceptual design for the Tower and the Transit Center, including height, bulk, and shape, to constitute the basis for formal applications for entitlements.
- 2) A schedule for planning and funding, at the D/D Team's sole cost, all aspects of design and construction of the Tower, including A/E, legal and other consulting services, financing plans, general plan amendments, rezoning, subdivision, required testing, environmental review, and all other aspects of securing entitlements for the Tower.
- 3) Time and performance benchmarks with termination provisions for non-performance.
- 4) Completion guarantee and performance or payment bonds.
- 5) Provisions for first quality construction and operating covenants once the Tower is placed in service.
- 6) A public/private partnership involving the disposition of the Tower Property and the financial contribution of the Tower development to the Program based on one of the following financial arrangements: (1) cash purchase of the Tower Property plus participation that includes specific allocation of surplus revenue to the Program, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return; (2) ground lease of the Tower Property with up-front payment(s) and Program participation. The TJPA expects that the terms of a purchase or ground lease Option Agreement for the Tower Property will include the terms contained in the Model Term Sheet and Pro Forma Templates dated April 12, 2007, as amended by the letter dated May 14, 2007. (Revised)
- 7) Financial benefits to the TJPA that include both up front consideration for the Tower Property and specific allocations of rents or sales proceeds.
- 8) An option for purchase or ground lease of the Tower Property to be exercised by the D/D Team upon obtaining entitlements to develop the Tower.
- 9) As to any ground lease: A) a provision that TJPAS fee ownership and minimum base rent will not be subordinated; B) a lease term appropriate to the proposed use and based upon market conditions; C) base rent; D) periodic adjustments and re-appraisals of base rent; E) participation or percentage rent based on gross income and/or participation in net profits

from refinancing and sale; F) the lessee will pay a possessory interest tax in lieu of property tax; G) TJPA's right to approve any assignment of the lease. (Updated)

10) No payment of broker's commissions.

The TJPA Board will consider the Jury Report and the TJPA staff report and, in its sole discretion, may authorize staff to engage in exclusive negotiations with a Team. TJPA staff shall negotiate with the selected Team a Design and Development Option Agreement for the Transit Tower and a Design Agreement for the Transit Center (Agreements) that the TJPA Staff considers to be in the best interests of the Program and is willing to recommend for approval by the TJPA Board of Directors. If the Team fails to agree to terms for the Agreements that the TJPA Staff can recommend for approval by the TJPA Board, then the TJPA Staff and Board reserve the right to terminate negotiations with the top-ranked team and commence negotiations with the second ranked Team. The TJPA also reserves the right to terminate the selection process at any point. The Agreements shall contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA.

Because the Competition results will be used to solicit and allocate capital improvement funds, and design and construction may be phased as funds become available, the TJPA reserves the right to request modification in the program or design prior to the D/D Team's preparation of detailed design and construction documentation. The TJPA reserves the right to suspend or terminate the Project at any time.

### 13. CITY CODE PROVISIONS APPLICABLE TO AGREEMENTS WITH TJPA (Inserted)

With respect to the Design Agreement for the Transit Center, Teams are urged to pay special attention to the requirements of the City Minimum Compensation Ordinance (MCO) and the City Health Care Accountability Ordinance (HCAO). The MCO, as set forth in San Francisco Administrative Code Chapter 12P, requires contractors with the TJPA to provide employees covered by the ordinance who do work funded under the Agreements with hourly gross compensation, and paid and unpaid time off that meet certain minimum requirements. Note that the gross hourly compensation for covered employees for for-profit entities is \$10.77 as of January 1, 2006. The HCAO, as set forth in S.F. Administrative Code Chapter 12Q, requires contractors to provide health care coverage to certain employees or pay amounts in lieu thereof. Contractors should consult the San Francisco Administrative Code to determine their compliance obligations under this chapter. Additional information regarding the MCO and HCAO is available on the web at [http://www.sfgov.org/site/olse\\_index.asp](http://www.sfgov.org/site/olse_index.asp).

### 14. COMPETITION ADDRESS (Updated)

All communications in the course of the Competition shall be to the Competition Manager, Donald J. Stastny via Jennifer Mannhard, Project Manager, at [TRANSBAY@stastnybrun.com](mailto:TRANSBAY@stastnybrun.com) or (503) 222-5533.

The address for delivery of submittals is: Transbay Joint Powers Authority  
Attn: Design and Development Competition Manager  
201 Mission St., Suite 1960  
San Francisco, CA 94105

### 15. COMPETITION SCHEDULE

The Competition Schedule is part of the Competition Regulations. It lists the sequence of events and deadlines. The TJPA reserves the right to modify the Competition Schedule. If modifications to the schedule or other changes or clarifications are required, they will be issued as addenda and posted on the Competition Website.

### 16. SUMMARY REPORT

Upon announcement of the selected D/D Team and the start of the Negotiating Period with the selected D/D Team, the Competition Manager will issue a report summarizing the Competition process and results.

# COMPETITION SCHEDULE

(Revised 1 per Addendum #1 - 3/13/07)

(Revised 2 per Addendum #2 - 5/17/07)

## STAGE I: REQUEST FOR QUALIFICATIONS ("RFQ")

RFQ Announcement & Registration Opens	11/01/06
Question & Answer Period Begins	11/01/06
Pre-Submittal Meeting	11/15/06
Pre-Submittal Meeting	12/7/06
Registration Ends	12/21/06
Question & Answer Period Ends	12/21/06
Respondent Qualification Submittals Due	1/11/07
Interviews and Evaluation	1/29/07 – 1/31/07
TJPA Board Approves selection of Respondents	2/15/07
Announcement of Stage II results	2/15/07

## STAGE II: REQUEST FOR PROPOSALS ("RFP")

Issue RFP and Updated Competition Manual	2/23/07
Stage II Briefing	3/01/07
Question & Answer Period Begins	3/01/07
1st Mid-course Review	week of 4/16/07
2nd Mid-course Review (Revised 1)	week of 5/21/07
Question & Answer Period Ends (Revised 1)	6/26/07
Proposals Due (Revised 1)	7/10/07
Presentations to the Jury and Evaluation (Revised 1)	week of 7/30/07
Public Meeting to Present the Design Concepts (Revised 2)	8/06/07
Summary Report of Process and Jury's Recommendation Transmitted to the TJPA (Revised 2)	8/30/07

## AGREEMENT AWARD

TJPA Board Reviews Jury's Recommendation and Selects a D/D Team (Revised 2)	9/20/07
Announcement of Selected D/D Team for Exclusive Negotiations (Revised 2)	9/20/07



# EVALUATION OF STAGE I – RESPONDENT QUALIFICATIONS

## LEAD DESIGNER (50%)

The Lead Designer should have the capability and commitment to achieve design excellence and green design as evidenced by portfolio of work, design philosophy, relevant experience, performance, and individual profile. The statement of design intent should express the designer's attitude toward design, demonstrate his or her understanding of the Project's requirements, opportunities, and challenges, and reflect the ability of the designer to communicate ideas. The project documentation should be comprised of exhibits that demonstrate an understanding of project requirements and design issues raised by the Project. The exhibits should clearly demonstrate design leadership and the designer's personal level of commitment to design excellence. The profile/resume should indicate a range of educational and work experience and the ability to deliver complex, large projects.

## DEVELOPMENT ENTITY (30%)

The Development Entity should be experienced and have the financial capacity to deliver high-rise, urban, mixed-use projects that excel in design excellence and green design. Of particular interest is the success of the Development Entity in forming public/private partnerships. The Development Entity shall demonstrate the financial capacity to undertake a project of this magnitude. Examples addressing adjacencies and links to transportation should be included.

## OVERALL RESPONDENT TEAM COMPOSITION AND ORGANIZATION (20%)

The D/D Team should possess the professional qualifications necessary to meet or exceed the TJPA's standards for design and development. The narrative should describe the professional qualifications of the team members that would design the Transit Center, the team's commitment to comply with the TJPA's Quality Management System, the composition of the team, the professional qualifications of the Team members that would design and develop the Tower, and the organization and management of the team. Respondents should demonstrate capacity to accomplish the work in an expeditious and efficient manner. The Proposal should describe past performance on contracts with both government agencies and private industry with respect to cost control, quality control of work, and compliance with performance schedules. It should also describe knowledge of issues and requirements specific to San Francisco, the project site, and the uses included in the joint Transit Center and Tower project.

In the SF 330 form, Respondents should demonstrate how the Respondent met the architectural and engineering challenges of the exhibited projects and how lessons learned would inform the Respondent regarding designing in San Francisco. The principal Respondent team members should have experience on projects similar in size and complexity to the Project, and have worked together successfully on previous projects.

Respondents should identify the principal Team members responsible for implementing Respondent's vision for the Project. Proposals should describe the roles of key Team members, lines of communication, and the process for incorporating client and community input. Respondents should explain their quality and cost control plans and the method to plan and manage Respondent's resources. They should identify the physical location of the conduct of major design and production work, and describe the plan for coordinating the work of local consultants with consultants working in remote offices. Proposals should describe each component of the Respondent Team, drawing clear distinctions between responsibilities for specific phases of the Project.

## STAGE I – RESPONDENT QUALIFICATIONS - JURY EVALUATION SHEET

RESPONDENT TEAM:

LEAD DESIGNER:

JUROR:

DATE:

**Total Score**

POINTS	CATEGORY	SCORE
<b>50</b>	<b>THE LEAD DESIGNER</b>	
15	Exhibits flexible and imaginative attitude toward design, recognizes unique aspects of the Project, employs creative design solutions to solve complex design challenges.	
15	Designs demonstrate a high level of exploration and innovative approaches to solving program requirements of large, complex, urban projects.	
10	Demonstrates commitment to design excellence and personal involvement throughout the life of the project.	
5	Project examples are similar in complexity to the Transit Center and Tower Project.	
5	Professional credentials are appropriate and educational background and work history show a consistent commitment to design excellence.	
<b>30</b>	<b>THE DEVELOPMENT ENTITY</b>	
10	Financial capacity for the Transit Center and Tower Project.	
10	Project examples are similar in complexity and scale to the Transit Center and Tower Project and were profitable. Demonstrates innovative financing for complex projects. Demonstrates longevity of ownership.	
10	Demonstrates an understanding of how the political and cultural climate in San Francisco will affect the Project, including a commitment to green design.	
<b>20</b>	<b>OVERALL RESPONDENT COMPOSITION AND ORGANIZATION</b>	
10	All disciplines necessary to design the Transit Center and design and develop the Tower are represented on the D/D Team, the Team members are highly qualified in their fields, and the Team members have experience working together successfully.	
10	The D/D Team's organization plan clearly identifies key roles and lines of communication, provides a mechanism to receive client and community input, and provides for cost and quality control.	

Note: Maximum point total is 100 and scores are used only to determine rank

# EVALUATION OF STAGE II – DESIGN AND DEVELOPMENT PROPOSALS

## THE TRANSIT CENTER PROPOSAL (40%) (Updated)

The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; and architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.

The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements. The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.

Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.

## THE TOWER PROPOSAL (40%) (Updated)

The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design. It should reflect an understanding of the role the Tower plays in the urban form of San Francisco. The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability. It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.

The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.

The Team's proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership. The Jury will focus on the timing and amount of revenue to the TJPA and the overall financial feasibility of the Tower proposal.

Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be financed and built. The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.

Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.

## FUNCTIONALITY AND TECHNICAL ISSUES (20%)

The Proposals should illustrate a thorough understanding of the functional and technical issues of the Transit Center and Tower including user accessibility, people movement, adherence to the program and massing requirements, vehicular and pedestrian flows and conflict, and all support and ancillary functions. Symbolic and flow relationships between the public functions of the Tower and the public functions of the Transit Center should be a fundamental consideration in integrating the two structures.

## STAGE II - DESIGN AND DEVELOPMENT PROPOSALS - JURY EVALUATION SHEET

RESPONDENT TEAM:

LEAD DESIGNER:

JUROR:

DATE:

**Total Score**

POINTS	CATEGORY	SCORE
<b>40</b>	<b>TRANSIT CENTER PROPOSAL</b> (Updated)	
<p>The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; and architectural image, design excellence, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.</p> <p>The Transit Center design concept should meet the requirements and design criteria contained in the TJPA Scope Definition Report, and demonstrate the ability to satisfy the TJPA's operational, technical, and other requirements. The Transit Center design concept should also be responsive to the TJPA preliminary estimate of direct construction cost.</p> <p>Respondents should propose key terms for the Design Agreement for the Transit Center, including the total monetary compensation the TJPA would pay to the Team for the completed design for the Transit Center, a schedule containing detailed milestones for completion of the final design, a description of how the Team would work with the TJPA and its consultants to develop the design for the Transit Center, the identity of the Team members that would be involved, and a description of their individual responsibilities.</p>		
<b>40</b>	<b>TOWER PROPOSAL</b> (Updated)	
<p>The Tower Proposal should present a design concept that is compatible and complimentary to the Transit Center design. It should reflect an understanding of the role the Tower plays in the urban form of San Francisco. The Transit Tower design concept should demonstrate integration of green design, seismic and structural innovation, and constructability. It should place particular emphasis on the street level design and uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center and Tower should be the focus of an evolving neighborhood and create an iconic architectural image.</p> <p>The Tower design concept should demonstrate the relationship of the Tower to the Transit Center, enhance public access to the Transit Center, and meet the requirements and design criteria contained in the Scope Definition Report.</p> <p>The Team's proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership. The Jury will focus on the timing and amount of revenue to the TJPA and the overall financial feasibility of the Tower proposal.</p> <p>Respondents should submit the appropriate financial and pro forma documentation that demonstrates a development program that can be financed and built. The Respondent's plan to finance the development of the Transit Tower should include detailed evidence that the Team has sufficient capital resources to finance the development of the Tower.</p> <p>Respondents should propose key terms for the Design and Development Option Agreement for the Transit Tower, including a schedule containing detailed milestones for completion of the final design and construction, the identity of the Team members that would be involved, and a description of their individual responsibilities.</p>		
<b>20</b>	<b>FUNCTIONALITY AND TECHNICAL ISSUES</b>	
<p>The Proposals should illustrate a thorough understanding of the functional and technical issues of the Transit Center and Tower including user accessibility, people movement, adherence to the program and massing requirements, vehicular and pedestrian flows and conflict, and all support and ancillary functions. Symbolic and flow relationships between the public functions of the Tower and the public functions of the Transit Center should be a fundamental consideration in integrating the two structures.</p>		

Note: Maximum point total is 100 and scores are used only to determine rank

## ROBERT CAMPBELL, FAIA

Robert Campbell is a recipient of the Pulitzer Prize for Criticism for his work as architecture critic of the Boston Globe. He is a bimonthly columnist for the magazine Architectural Record, and is the author of a book, *Cityscapes of Boston: An American City Through Time*, of which the Chicago Tribune wrote that it "belongs on the bookshelf of anyone who cares about the fate of the American city." He has been in private practice as an architect since 1975, as a consultant to cultural institutions and cities, and is a Fellow of the American Institute of Architects and the American Academy of Arts and Sciences. He is the recipient of the 2004 Award of Honor of the Boston Society of Architects, "in recognition of outstanding contributions to architecture and to the profession." Mr. Campbell is a graduate of Harvard College, where he was elected to Phi Beta Kappa; the Columbia Graduate School of Journalism; and the Harvard Graduate School of Design, where he received the Appleton Traveling Fellowship and Kelley Prize. His poems have appeared in the Atlantic Monthly and elsewhere and his photographs in numerous publications. In 1997 he was architect-in-residence at the American Academy in Rome. He has reviewed books on architecture, urbanism, popular culture, and poetry for the New York Times, and has taught architecture at several universities, most recently as the 2002 Max Fisher Visiting Professor at Michigan. In 2003 he was a Senior Fellow in the National Arts Journalism Program at Columbia University. He lives and works in Cambridge, Massachusetts.

## SUSAN L. HANDY, PhD

Dr. Susan Handy is a Professor in the Department of Environmental Science and Policy and the Director of the University Transportation Center at the University of California Davis. Her research interests focus on the relationships between transportation and land use, both the impact of transportation investments on land development and the impact of land development patterns on travel behavior, and she has more than 30 publications on these topics. She is internationally known for her research on the connection between neighborhood design and walking behavior and is widely respected in the field of transportation planning for her ability to link research to policy and practice. Dr. Handy is a member of the Committees on Transportation and Land Development, Telecommunications and Travel Behavior, and Women's Issues in Transportation of the Transportation Research Board, the National Advisory Committee of the Active Living by Design program funded by the Robert Wood Johnson Foundation, and the editorial boards of several international academic journals. She has served on committees of the Institute of Medicine and the National Research Council and has participated in the Health Cities program of the World Health Organization. She has a B.S.E. in Civil Engineering from Princeton University, an M.S. in Civil Engineering from Stanford University, and a Ph.D. in City and Regional Planning from the University of California at Berkeley.

## HSIN-MING FUNG, AIA

Hsin-Ming Fung is an architect, educator, and principal/co-founder of Hodgetts + Fung Design and Architecture. Having lived in several countries, her comprehension of the human experience in various urban environments adds a unique perspective to Hodgetts + Fung's designs. This universal approach allows for accessibility without compromising vitality. As Director of Design for Hodgetts + Fung, Ms. Fung has been engaged in the execution of all of the firm's projects, including the award-winning temporary 'Towell' Library at UCLA, the new design of the famed Hollywood Bowl, the 35-story mixed-use glass tower for Yamano Gakuen in Tokyo, and the renovation of the Egyptian Theater on Hollywood Boulevard. Her work has been exhibited at the Los Angeles Museum of Science and Industry, the Museum of Fine Arts in Buenos Aires, The Museum of Contemporary Art in Los Angeles, and the San Francisco Museum of Modern Art. In addition, Ms. Fung was the 1991 recipient of the NEA Rome Prize Advanced Fellowship through the American Academy in Rome, and was nominated by President Clinton to serve on the Council for the National Endowment for the Arts. In 2006, Hodgetts+ Fung received the Gold Medal from the Los Angeles chapter of the American Institute of Architects. Ms. Fung earned her Master of Architecture at the University of California, Los Angeles, and has taught at Southern California Institute of Architecture, where she is currently the Director of Graduate Programs. She was also a professor at the California State Polytechnic University School of Environmental Design in Pomona, California from 1985 to 2002. In 1995, as well as 2000, Mr. Hodgetts and Ms. Fung were invited to Yale University as Eero Saarinen Visiting Professors of Architectural Design, and in 1996, they were appointed to the Herbert Baumer Distinguished Visiting Professorship at Ohio State University.



## OSCAR HARRIS, FAIA

Oscar Harris is Founder, Chairman of the Board and Creative Director of Turner Associates Architects and Planners, Inc in Atlanta, Georgia. He is responsible for the firm's strategic vision and oversees all of the design work bearing the name Turner Associates. For over 30 years, the firm has designed a multiplicity of projects, transforming the urban fabric of Atlanta and other major urban areas. Harris has completed more than \$3 billion in constructed projects. He has designed and planned projects in Georgia, Ohio, Alabama, Louisiana and Florida, with a focus on transit planning, design and commercial development integration. His ability to work with community organizations and clients to form a consensus of vision through interactive "visioning workshops" has allowed Turner Associates to become a premier expert in "Project Definition" for community and civic visioning. As Past Trustee of the Urban Land Institute, Mr. Harris was also a contributing author of ULI's Ten Principles for Successful Development Around Transit, and was a panel member for ULI Conference for "The Rebuilding of New Orleans". He is a Principal in IAC (International Aviation Consultants) for the program management of the \$5.4 billion airport expansion of Hartsfield Jackson International Airport in Atlanta, Georgia. Additionally, he is a Principal in the General Engineering Consultant contract for the Metro Atlanta Rapid Transit Authority. He has specialized in transportation facility design and connectivity issues his entire career. Mr. Harris holds a Bachelor of Arts from Lincoln University in Pennsylvania and a Master of Architecture from Carnegie Mellon University where he also serves as trustee. In 2004, he was awarded the Bronze Medal from the American Institute of Architects for his contributions to the profession.

## A. JERRY KEYSER

A. Jerry Keyser, Keyser Marston's Chairman of the Board, has spent his entire professional life in evaluating the feasibility of real estate projects and consulting on development. He is a founding principal of Keyser Marston and is a recognized authority in the real estate and redevelopment community. For the more than thirty years, Mr. Keyser has been at the center of many of the West's distinguished and high impact developments including AT&T Ballpark in San Francisco, Horton Plaza in San Diego, and Pioneer Place in Portland. His experience, knowledge and work with industry and professional groups combine to give Mr. Keyser unique insight in real estate trends, what works in real estate development, and contacts with the development and financial community throughout the United States. Throughout his career, Mr. Keyser has been extensively involved in analysis of and consultation on multi-use projects. He has also had extensive experience in assisting cities and towns in their efforts to develop downtown retail and/or revitalization strategies that can be implemented. He is a graduate of Cornell University and earned his MBA from Columbia University. Mr. Keyser is a member of the Urban Land Institute, has chaired a ULI Mixed Use Council and the Public/Private Partnership Council. He is a former board member of the Bay Area Economic Forum, an organization composed of leaders in business, education and government to assist in the region's growth. Mr. Keyser is also past board member of SPUR, a San Francisco leadership organization formed to promote planning and government initiatives, as well as past president of Lambda Alpha, an international land economics society.

## ALLISON G. WILLIAMS, FAIA

Allison Williams sets the design strategy for Perkins+Will San Francisco's major projects including corporate headquarters facilities, cultural institutions, and urban, high-rise and civic mixed-use developments. Ms. Williams was the principal and director of design for Ai from 1997 to 2004, and prior to that was associate partner with Skidmore, Owings & Merrill in San Francisco. Ms. Williams holds a Bachelor's degree in the practice of art and a Master's of Architecture both from the University of California, Berkeley, and was a Loeb Fellow at the Harvard Graduate School of Design. She serves on the University of California, Berkeley's Capital Planning Design Review Committee, and on the board of directors for the Museum of the African Diaspora and The Exploratorium. She was recently appointed to the Harvard Design Magazine advisory board and was elevated to Fellow in the AIA in 1997. To her credit are design leadership roles in the design of several award winning projects including the San Francisco Civic Center Complex, the San Francisco International Airport Terminal, and currently the August Wilson Center for African American Culture and the International Museum of Women in San Francisco. Featured articles about Williams have recently appeared in The New York Times, Wall Street Journal, US News and World Report, Black Enterprise Magazine and Ebony Magazine. Ms. Williams lectures frequently at schools of architecture and serves as an invited juror for design award programs recently for the Architecture Record/Business Week Design Awards and for various American Institute of Architects Design Awards Programs.

## ARTHUR JOHNSON, PE, SE

Art Johnson is vice president and partner-in-charge of KPFF's Portland office, a position he has held since opening the Oregon office in 1974. Mr. Johnson has over 35 years of professional engineering design experience in the seismic analysis and seismic design of structures and in the analysis and design of complex structural framing systems. As principal-in-charge for structural engineering, Mr. Johnson acts as the "design structural engineer" on many of the firm's most complex projects, including the Oregon Convention Center, Doernbecher Childrens Hospital, and the US Consulate in Istanbul, Turkey. He serves as chair of the Maseeh College Advisory Board at Portland State University, secretary of the Board of Visitors for the School of Architecture and Allied Arts at the University of Oregon, and as a board member of the Architectural Foundation of Oregon. Mr. Johnson is past chair of the Council of American Structural Engineers and of the Consulting Engineers Council of Oregon. He is an adjunct professor at the University of Oregon. Mr. Johnson received his Bachelor of Science degree in Civil Engineering and Master of Science degree in Structural Engineering from the University of California at Berkeley. He is a registered Professional Engineer in 27 states.

## Non-Voting Ex Officio Members

### MARIA AYERDI, JD

As Executive Director of the Transbay Joint Powers Authority reporting to a five member, three-county Board of Directors, Ms. Ayerdi is responsible for the design, construction and operation of the multi-billion dollar Transbay Terminal/Caltrain Downtown Extension Project (Transbay Transit Center). Ms. Ayerdi currently directs and manages the ongoing design and development of all elements of the Transbay Transit Center Project. Her delivery team now includes over 200 engineers, architects and other professionals.

On behalf of the Project, Ms. Ayerdi developed the Joint Powers Agreement which formed the Transbay Joint Powers Authority (TJPA). She managed the Project's environmental (EIS/EIR) process. The EIS/EIR has now been cleared under Federal (NEPA) and California (CEQA) requirements. A federal Record of Decision has been issued. She identified and developed the funding necessary to design and construct the first Phase of the Project. As part of this effort and on behalf of the TJPA, Ms. Ayerdi personally negotiated the transfer of approximately 19 acres of prime San Francisco land belonging to the State of California Department of Transportation. The revenues that will result from this transaction will be applied towards the funding of the Transbay Transit Center Project. In total, Ms. Ayerdi has aggregated over \$1 billion in Project funds, including the land transfer proceeds, a voter-approved Bridge toll increase and San Francisco sales tax extension. It is generally recognized that Ms. Ayerdi's skill, experience, courage and determination have been crucial to the advancement of the Transbay Transit Center Project.

Ms. Ayerdi is a graduate of the University of California, Berkeley and Hastings College of Law. She is a member of the State Bar of California. She previously served as the Mayor of San Francisco's Transportation Policy Advisor and Project Director and has been the Vice-Chair of the Peninsula Corridor Joint Powers Board (Caltrain), Deputy Director of the Bay Area Air Quality Management District, member of the Executive Committee of the Association of Bay Area Governments and member of the Airport Roundtable. Prior to her public service work, she worked with United Parcel Service's legal department.

In 2002, Ms. Ayerdi was honored with San Francisco Tomorrow's Unsung Hero Award, for her special contributions to the betterment of San Francisco's environment and Bay Area transportation. In 2004, she was named the Women's Transportation Seminar, San Francisco Bay Area Chapter, Woman of the Year, for her success in advancing the Transbay Project. In 2006, the San Francisco Business Times named Ms. Ayerdi One of The Most Influential Women in Public Service in the Bay Area. That same year, the Hispanic Chamber of Commerce named her one of the 2006 Most Influential Bay Area Latinos.

### DEAN MACRIS, FAICP

Dean Macris began his planning career in Chicago. In 1965 he was appointed by Mayor Richard J. Daley, Assistant Commissioner of the Chicago Department of Planning and Development. In 1968 he joined the San Francisco Planning Department as Assistant Director. Mayor Joseph Alioto appointed him in 1972 as Director of Community Development and in 1975 as Planning Director. Mr. Macris left City government in 1976 to become Executive Associate Director of the Association of Bay Area Governments. He returned to San Francisco in 1980 when Mayor Feinstein appointed him to serve again as Director of Planning, a position he held until 1992. In late 2004, at Mayor Newsom's request, he again rejoined the Planning Department as its Director.

## STASTNYBRUN ARCHITECTS, INC.

Over the past twenty years, StastnyBrun Architects has run over 50 competitions, including design, design/build, A/E selection, and other innovative processes. This depth of experience has resulted in the firm and Don Stastny's recognition as one of the nation's premier competition experts. The design competition process has historically been used to create architectural icons, but in StastnyBrun's twenty years of initiating, authoring and managing design competitions, they have focused on creating interventions in the urban fabric that have catalytic effects reaching far beyond the icon. They promote the designers and author processes that create an environment for designers to do their best work and raise communities' expectations.

Recognized for their superb qualifications, StastnyBrun Architects has run design competitions and selection processes for the U.S. Department of State and the U.S. General Services Administration (GSA). StastnyBrun's relationship with the U.S. Department of State began with their management of the design competition for the new U.S. embassy in Berlin. Continuing this association, StastnyBrun created and managed a design/build competition for the two embassies that had been torn apart by terrorist bombings in Nairobi, Kenya and Dar es Salaam, Tanzania in 1998. The process moved the two embassies from program into construction in ten months. Collaborating with Kling Lindquist, StastnyBrun created a design/build selection process that allowed interaction between the client, the architect/engineer teams, and the builder/contractors while maintaining a fair and equitable competition process. The process has become a model for other design/build projects for the U.S. Department of State. The two embassies were completed in record time and within budget, and met our Nation's commitment to Kenya and Tanzania to rebuild.

For the GSA, StastnyBrun Architects authored the "The Design Excellence Program Guide – Building a Legacy". They undertook two concurrent design competitions for U.S. courthouses in Oregon and Massachusetts for the GSA and used the processes and outcomes as the basis for the guidebook on Design Excellence selection processes. The guidebook, published by GSA, has continued to be the basis for GSA's acclaimed program and has begun to be adopted as state-of-the-art selection methodology for other federal and state agencies. After its publication, StastnyBrun was asked to assist the U.S. Department of State to modify the GSA protocols to apply to design selection for U.S. embassies, particularly those in the China Projects portfolio. StastnyBrun was asked to undertake this process based on their understanding of embassy programs and security requirements, and how these critical issues could be realized within the general guidelines of the GSA process.

In addition, StastnyBrun Architects was selected through a nationwide search for design competition managers to lead a competition for the Oklahoma City National Memorial. StastnyBrun facilitated an international design process to develop a memorial dedicated to the victims and survivors of the bombing. Working with a 350-member volunteer task force, including family members and survivors, the project team was responsible for program development and competition administration. Drawing on this experience and the experience with the Department of State, StastnyBrun Architects also served as a competition advisor for the Flight 93 National Memorial International Design Competition in Somerset County, Pennsylvania last year. Working in conjunction with the Families of Flight 93, Flight 93 National Memorial Task Force, Flight 93 Advisory Commission, and the National Park Service, the competition advisors created and facilitated a two-stage open competition process that challenged individuals to interpret the Memorial's Mission Statement in the form of a memorial expression.

StastnyBrun also recently authored and facilitated international competition processes for the Alaska State Capitol Designer/Design Competition in Juneau, Alaska and for the Chicago Ray and Joan Kroc Corps Community Center (RJKCCC) for The Salvation Army.

## DONALD J. STASTNY, FAIA, FAICP

### Competition Manager

Donald J. Stastny, a founder and CEO of Portland's StastnyBrun Architects, Inc. has been a practicing architect, urban designer, and facilitator for thirty years rebuilding communities, physically and culturally. Using design as a comprehensive and strategic tool, he works toward elevating the public's understanding and expectations of architecture locally, nationally, and internationally. Mr. Stastny has taken on a range of projects including the planning of neighborhoods, cities and regions, museums, multi-family housing, office buildings, historic renovations, and cultural centers. In addition he has developed and designed over 50 national and international processes for competitions, commissions, and plans,

many of which have become national models. He is a masterful facilitator as well, having worked with international governments, state agencies, city departments, tribal governments, and neighborhood associations. An award-winning architect and planner, he has been honored with Fellowship in the American Institute of Architects, the American Institute of Certified Planners, and the Institute of Urban Design. Additionally, he is a member of the Canadian Institute of Planners. Mr. Stastny received his Bachelor of Science degree in Business Administration from Oregon State University, and a Bachelor of Architecture from the University of Washington. He received his Masters degrees in Architecture and City Planning at the University of Pennsylvania, and continued his post-graduate studies as a Research Fellow at the Center of Ekistics in Athens, Greece. He was recently awarded the 2006 AIA Northwest and Pacific Region's Medal of Honor for his contributions to the architectural profession.

## JENNIFER MANNHARD, AICP, LEED® AP

### Project Manager

Jennifer Mannhard is a professional planner and project manager with StastnyBrun Architects. She has experience and training in architecture, planning, urban design, and real estate development. She understands the built environment and development from both a comprehensive and focused perspective, considering the big picture while remaining cognizant of finer details. She has worked with private and non-profit entities to integrate and advance sustainable design and business practices. Knowledgeable about public processes and outreach, she has also coordinated and participated in numerous community visioning, planning, and development projects. Ms. Mannhard served as the project manager for the Alaska State Capitol Designer/Design Competition and for the Chicago Ray and Joan Kroc Corps Community Center (RJKCCC) for The Salvation Army. She also provided coordination and facilitation assistance on the Flight 93 National Memorial International Design Competition. She manages the exchange of information between competitors and clients, creates or oversees the creation of all competition materials, and ensures successful coordination and execution of the competition processes. Ms. Mannhard received her Bachelor of Environmental Design from Texas A&M University and completed her Master of Urban & Regional Planning and Graduate Certificate in Real Estate Development at Portland State University. She is a member of the American Institute of Certified Planners, a LEED® Accredited Professional, and Charrette Planner® certified by the National Charrette Institute.

### StastnyBrun Architects Process Design and Management

- General Services Administration Design Excellence Program Handbook
- General Services Administration U.S. Courthouse Design Competition – Eugene, Oregon
- General Services Administration U.S. Courthouse Design Competition – Springfield, Massachusetts
- San Francisco Prize/GSA Plaza Design Competition – San Francisco, California
- Flight 93 National Memorial International Design Competition – Shanksville, Pennsylvania
- Oklahoma City Memorial Design Competition – Oklahoma City, Oklahoma
- U.S. Overseas Building Operations Design Excellence Program, China Projects
- U.S. Embassy Design/Build Competition – Nairobi, Kenya
- U.S. Embassy Design/Build Competition – Dar es Salaam, Tanzania
- U.S. Embassy Design Competition – Berlin, Germany
- Transbay Terminal Design/Development Competition – San Francisco, California
- The Salvation Army Ray and Joan Kroc Corps Community Center A/E Selection Competition – Chicago, Illinois
- Alaska State Capitol Designer/Design Competition – Juneau, Alaska
- SE Morrison Charrette – Portland, Oregon
- Ontario Educational Village Design Competition – Ontario, California
- Capital City Development Corporation Pioneer Corridor Design Competition – Boise, Idaho
- Washington Metro Area Transit Authority Core Capacity Study / Station Design Charrette – Washington, D.C.
- Exploratorium Design Charrette and Atelier – San Francisco, California
- Villa Montalvo Artist Residency Invitational – Saratoga, California
- Jewish Museum Architect Selection – San Francisco, California
- Berkeley Public Safety Building Design Competition – Berkeley, California
- Oakland Administration Buildings Design/Build Competition – Oakland, California
- Waverly Park Design Competition – Kirkland, Washington
- Manteca Business Summit – Manteca, California
- Gambell School Design/Build Competition Process – St. Lawrence Island, Alaska
- South Central LA Mixed-Use Design/Develop/Build Competition – Los Angeles, California
- Lewis & Clark College Signature Project Design Commission – Portland, Oregon
- Clark County Government Center Design Competition – Las Vegas, Nevada
- Perris Civic Center Design Competition – Perris, California
- Port Townsend Gateway Community Design Charrette – Port Townsend, Washington
- ARTSPARK LA Design Competitions (Master Plan Charrette, ArtsPark Center, Performing Arts Center, Children's Arts Center, Natural History Museum, Performance Glen & Grove) – Los Angeles, California
- East Campus Plus Design/Build Program (Natural Resources and Department of Labor & Industries Buildings) – Olympia, Washington
- San Diego Civic and Government Center Design/Build Competition – San Diego, California
- South Waterfront Development Program – Portland, Oregon
- Walt Disney Concert Hall Design Competition – Los Angeles, California
- Seattle City Hall Development Strategy – Seattle, Washington
- State of Oregon Office Building Design Competition – Portland, Oregon
- Domaine Clos Pegase Design Competition – Napa Valley, California
- Beverly Hills Civic Center Design Competition – Beverly Hills, California
- Pioneer Courthouse Square Design Competition – Portland, Oregon

## CONTACT INFORMATION

For more information please contact:

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**JENNIFER MANNHARD AICP**

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StastnyBrun Architects, Inc.  
(503) 222-5533

Or visit the Competition website:

[www.transbaycenter.org](http://www.transbaycenter.org)



## APPENDIX

### A. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Caltrans Exhibit 10-I

May 5, 2006

Notice To Bidders/Proposers Disadvantaged Business Enterprise Information

### B. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Caltrans Exhibit 10-J

Standard Agreement For Subcontractor/DBE Participation

### C. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Transbay Joint Powers Authority

A) Bidders/Proposers Information Request Form

B) Progress Payment Report (Part I & Part II)

C) Subcontractor Payment Declaration

D) Final Expenditure Report

### D. LEVINE ACT (Updated)

### E. CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS

### F. CERTIFICATION REGARDING LOBBYING

### G. LICENSING REQUIREMENTS

### H. PROTEST PROCEDURES

### I. TRANSBAY TRANSIT CENTER BUILDING SCOPE DEFINITION REPORT

Volume One: Executive Summary

### J. QUALITY MANAGEMENT SYSTEM MANUAL (Updated)

**The Competition Manual Appendix  
has been omitted from this**

*Final Report: Process Summary &  
Jury's Recommendation*

# TRANSBAY TRANSIT CENTER AND TOWER DESIGN AND DEVELOPMENT COMPETITION

## REQUEST FOR PROPOSALS (RFP) #07-04

### INTRODUCTION AND OVERVIEW OF STAGE II OF THE SELECTION PROCESS

The Transbay Joint Powers Authority ("TJPA") issues this Request for Proposals ("RFP") to Design/Development Teams that were selected by the Jury and approved by the TJPA Board of Directors in Stage I of the Competition ("Respondents"). The Jury determined that the Teams selected to participate in Stage II of the Competition have expertise in designing prominent and complex public projects and in designing and building world-class high rise buildings, and are capable of producing a proposal that meets the TJPA's standards for design excellence and financial feasibility.

Respondents will prepare a Proposal for the design of the Transit Center, and a Proposal for design and development of the Tower ("Proposals"), including proposed financial terms for the purchase or ground lease of the site for the Tower ("Tower Property"). At the commencement of Stage II, the TJPA will provide the Respondents with an information packet describing the scope of the two structures, the budget for the Transit Center, and other requirements for Proposals. In addition to an ongoing Question and Answer Period, each Respondent will have an opportunity to participate in two mid-course reviews with the Competition Manager, the TJPA staff, and TJPA consultants.

Upon submission of the Proposals, the Competition Manager and TJPA staff will evaluate the technical aspects of the Proposals to determine compliance with minimum criteria and to question Respondents or request clarification. Following this technical review and the Respondents' responses to questions and requests for clarifications, Respondents will present their Proposals to the Jury.

The Jury will consider the written submission and oral presentation of each Respondent. The Jury will evaluate the quality of the proposed design, functionality of the Transit Center and Tower, adherence to the TJPA's requirements, and the potential revenue to the Program from the development of the Tower. The Jury will rank the Proposals and submit its recommendation to the TJPA. The TJPA Board will review the Jury's recommendation and TJPA's staff report and select a D/D Team to engage in exclusive negotiations for a Design and Development Option Agreement for the Transit Tower and a Design Agreement for the Transit Center. The TJPA's selection of a Team for exclusive negotiations shall not mean that the TJPA accepts all terms of the Team's submittal; terms may be subject to further negotiation. The TJPA shall have no obligation unless and until the parties enter into final agreements following approval by formal resolution of the TJPA Board of Directors.

#### *Contract Award*

The TJPA Board will consider the Jury Report and the TJPA staff report and, in its sole discretion, may authorize staff to engage in exclusive negotiations with a Team. TJPA staff shall negotiate with the selected Team a Design and Development Option Agreement for the Transit Tower and a Design Agreement for the Transit Center (Agreements) that the TJPA Staff considers to be in the best interests of the Program and is willing to recommend for approval by the TJPA Board of Directors. If the Team fails to agree to terms for the Agreements that the TJPA Staff can recommend for approval by the TJPA Board, then the TJPA Staff and Board reserve the right to terminate negotiations with the top-ranked team and commence negotiations with the second ranked Team. The TJPA also reserves the right to terminate the selection process at any point. The Agreements shall contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA.

#### *The Competition Jury*

The composition of the Jury will be the same throughout the Competition. The same Jury who recommended the D/D Teams from Stage I to advance to Stage II will rank Stage II Respondents. The Jury will also be responsible for recommending termination of the Competition if it determines that the Proposals received do not meet the standards set by the TJPA.

## SUBMITTAL INFORMATION

D/D Teams may obtain copies of this RFP and the Competition Manual, including the forms to be submitted in the Proposal, by downloading the documents from [www.TransbayCenter.org/design-developmentcompetition](http://www.TransbayCenter.org/design-developmentcompetition) or by contacting the Competition Manager. The Competition Manual describes the Competition Process and Regulations. It contains all pertinent information and rules regarding submittal content and format, schedule and events, and evaluation criteria for the Competition. All Proposals must conform to the Competition Regulations set forth in the Competition Manual.

## SCHEDULE AND KEY DATES

The official and complete schedule is in the Competition Manual. Key dates are:

Issue RFP and Updated Competition Manual	2/23/07
Stage II Briefing	3/01/07
Question & Answer Period Begins	3/01/07
1st Mid-course Review week of	4/16/07
2nd Mid-course Review week of	6/11/07
Question & Answer Period Ends	8/01/07
Proposals Due	8/15/07
Presentations to the Jury and Evaluation	9/18/07 – 9/21/07
Public Meeting to Present the Design Concepts	9/21/07
Jury Recommendation to TJPA	10/11/07
TJPA Board Select D/D Team	10/18/07

## STAGE II BRIEFING

D/D Teams are required to attend the Stage II Competition Briefing in San Francisco with the Competition Manager and representatives of the TJPA to review the Competition schedule, Competition procedures, Proposal requirements, the budget for the Transit Center, and the Scope Definition Report.

The Stage II Briefing will be held on March 1, 2007 from 9:00 a.m. – noon in the Green Room at 401 Van Ness Avenue, 2nd floor, San Francisco, CA 94102. The Green Room is upstairs from the Herbst Theater where the Pre-Submittal Meetings were held during Stage I. The basic agenda for the meeting will be to discuss the Project, Competition process and deliverables, and six-volume Scope Definition Report, and for questions and answers.

## ADDENDA

The TJPA may modify the RFP prior to the Proposal due date by issuing written addenda. Addenda will be posted on the TJPA's website ([www.TransbayCenter.org](http://www.TransbayCenter.org)). Teams are solely responsible for compliance with all addenda. Teams should therefore check the website before submitting their Proposals.

## INQUIRIES

All questions regarding this RFP or the Design and Development Competition should be sent to the Competition Manager, Donald. J. Stastny FAIA FAICP or Project Manager, Jennifer Mannhard at [TRANSBAY@stastnybrun.com](mailto:TRANSBAY@stastnybrun.com) or (503) 222-5533.

It is against the Competition Regulations for Participants to communicate with respect to this Competition with the TJPA Staff, TJPA Board, TJPA consultants, PMPC team, or Jurors. Any such communication will automatically disqualify Participants.

**THIS IS A REQUEST FOR PROPOSALS FROM INVITED D/D TEAMS.**

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## STAGE II QUESTIONS & ANSWERS

### Transbay Transit Center & Tower Design & Development Competition

1

**Q1: The guidelines for the competition don't provide enough opportunity for the design teams to meet with the Jury, or enough freedom to present our designs. The size and quantity requirements for the boards are restrictive.**

**A1:** The requirements stated in the Competition Manual (02/23/07) and the 'Draft Required Drawings and Drawing Scales' distributed at the Stage II Briefing on March 1, 2007 were established to ensure a fair evaluation by the Jury. By mandating specific drawings at specific scales, the Jury will be able to fairly assess the different proposals.

The submittal requirement is ten 36" x 48" vertically oriented boards that include the drawings at the scales indicated on the 'Draft Required Drawings and Drawing Scales' distributed at the Stage II Briefing on March 1, 2007. The 1<sup>st</sup> Mid-course Review is your opportunity to respond to the required drawings and scales in terms of your design so that we may make corrections/refinements if necessary. Any refinements made to the requirements will take into consideration all Teams designs and the need to present them equally to the Jury.

The requirements are to ensure fairness of evaluation and not designed to restrict your creativity. In addition to the required drawings, the amount of boards allows you room for individual/team expressions and explanations of your design through text, photos, model images, diagrams, etc. of your choosing.

In addition, contrary to the direction given at the Briefing, D/D Teams will be required to provide an architectural model of the Transit Center, Tower and immediate environs at a scale of 1"=40'. The scale of the model needs to have commonality with the drawing scales on the boards to enable both Jury and public understanding of the design concept. The model is to be delivered at the presentation to the Jury and is not a required part of the initial Proposal submittal.

The D/D Teams will present their proposal to the both the Jury and to the TJPA Board of Directors (public meeting) in person.

See Addendum #1 dated March 13, 2007.

**Q2: The new date for proposals, August 15 does not take into account European holiday schedule. Can it be changed?**

**A2:** The TJPA and the City have reviewed the schedule and elected to return to the originally established submission and evaluation dates. See Addendum #1 dated March 13, 2007.

**Q3: Can you speak to the specific entitlement process for the tower? Will it have its own EIR, or is it included with the transit center?**

**A3:** The Transit Center has already been studied in an EIR/EIS under the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA). That EIR/EIS was certified in April 2004. The TJPA Board also approved an Addendum to that EIR/EIS in 2006. Environmental review for the Transit Center is complete. The EIR/EIS studied a Transit Tower of a maximum height of 550 feet. The additional height of the Tower will require additional environmental review. Moreover, it was always contemplated that the specific bulk, wind, shadow, and traffic impacts (based on a specific mix of uses) of the Tower will require additional environmental review.

Under CEQA, the Planning Department's Initial Study of the specific Tower project proposed by the selected Design and Development Team will determine the level of environmental review for the Transit Tower and the issues to be studied in that review. Because the San Francisco Planning Department expects that environmental review of the new Transbay District rezoning will cover many of the potential impacts of the Transit Tower, the Department anticipates that the additional environmental review for the Tower will be minor. The Transbay District rezoning is expected to increase the allowable heights of buildings in the Transbay Terminal area above the current 550 feet and establish new design controls for the District, as well as lay the foundation

for a Mello-Roos special tax that will require payments from building projects that extend above a certain height. The revenues of the Mello-Roos tax will be used to fund the Transbay Transit Center Program and other public benefits for the Transbay District.

The Planning Department anticipates that the Transbay District EIR will study most of the environmental impacts of high-rise development in the new Transbay District. The Department will attempt to review the impacts of the Transit Tower assuming reasonably probable height, bulk, wind, and traffic impacts using the best information available. If the height, bulk, wind and traffic impacts of the Tower design ultimately proposed is not substantially different from that assumed in the Transbay District rezoning EIR, it is possible that the Tower will not require a full EIR, additional traffic analysis, or any further environmental review. Again, the level of environmental review for the Tower will be determined in the Initial Study following the definition of a specific Tower project.

In addition to environmental review, the Transit Tower project will be required to obtain discretionary approval of the Tower project from the San Francisco City Planning Commission. While the Board of Supervisors must approve ordinances establishing the Transbay District rezoning and a Mello-Roos District, the Board of Supervisors will not review the Transit Tower project unless the Planning Commission's decision with regard to environmental review or a conditional use permit or other use permit for the Tower project is appealed to the Board of Supervisors.

The Team selected in the Design and Development Competition will be responsible for environmental review and securing all discretionary approvals for the Transit Tower. The Team will be responsible for the design of the Transit Center only. It will have no responsibility for environmental review or discretionary governmental approvals for the Transit Center.

**Q4: What about Prop K?**

A4: In the initial investigation of urban form for the Transbay Area, the Planning Department conducted a preliminary shadow analysis that suggested that the greater building heights proposed for the Transbay Tower site have the potential to cast shadows on public parks, including Union Square, St. Mary's Square, and Portsmouth Square, for short periods of time at certain times of the year. This preliminary analysis did not include a robust existing shadow fan.

In developing urban form policies and controls for the Transbay District, the Planning Department has no intention of seeking changes to the Proposition K shadow legislation passed by initiative by the voters of San Francisco. The Planning Department will, however, evaluate the current procedures for determining shadow impacts to see if they might be refined. It will also investigate technical issues like shadow duration and timing; source distance; diffraction, diffusion, and reflectance; building siting, building orientation, floorplate sizes, and building materials; and the like, on the creation and quality of shadow on protected public open spaces. The Department will incorporate any relevant findings into the new controls and performance standards for the area.

**Q5: Is the City hiring one of the competing firms for the site studies?**

A5: The TJPA does not have jurisdiction or control over and does not speak for the San Francisco Planning Commission or Planning Department. The TJPA understands, however, that the San Francisco Planning Department does not currently intend to award any contract relating to the site of the Project to any consultant or subconsultant participating in the TJPA Design Development competition.

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**Q6: Is it possible to obtain a large-scale plan of the Transbay Neighborhood Redevelopment Area?**

A6: Attached are a PDF and a CAD file of the most recent redevelopment plan area map (from the Streetscape and Open Space Plan) provided by the Redevelopment Agency.

**Q7: What is the protocol for community outreach? Are we permitted to contact or meet with community and neighborhood groups to discuss their desires with regards to public amenities or facilities?**



**A7:** There has been extensive community outreach through the Transbay Terminal Improvement Plan study, the Design for Development work, Environmental process, and throughout the life of the Program to date. There will continue to be community outreach with the selected team. Representatives of the San Francisco Redevelopment Agency, Planning Department, and TJPA will be in attendance at the Mid-course Reviews to answer your questions.

**Q8:** In the March 1 meeting it was suggested that TJPA would be providing a template for the development proposal. Is this template available?

**A8:** The template is under development and will be distributed to the Teams no later than April 6, 2007.

**Q9:** Could we get a more detailed topographic drawing showing all grades and buried utilities?

**A9:** The site survey drawings were included in the Scope Documents Volume 6 (CD with AutoCAD drawings). Drawings No. C101 & 102 contains all the electronic survey data available. Also, the file C3.01 TC\_All Util.zip, containing drawings of all existing utilities in the Transit Center Area, is attached.

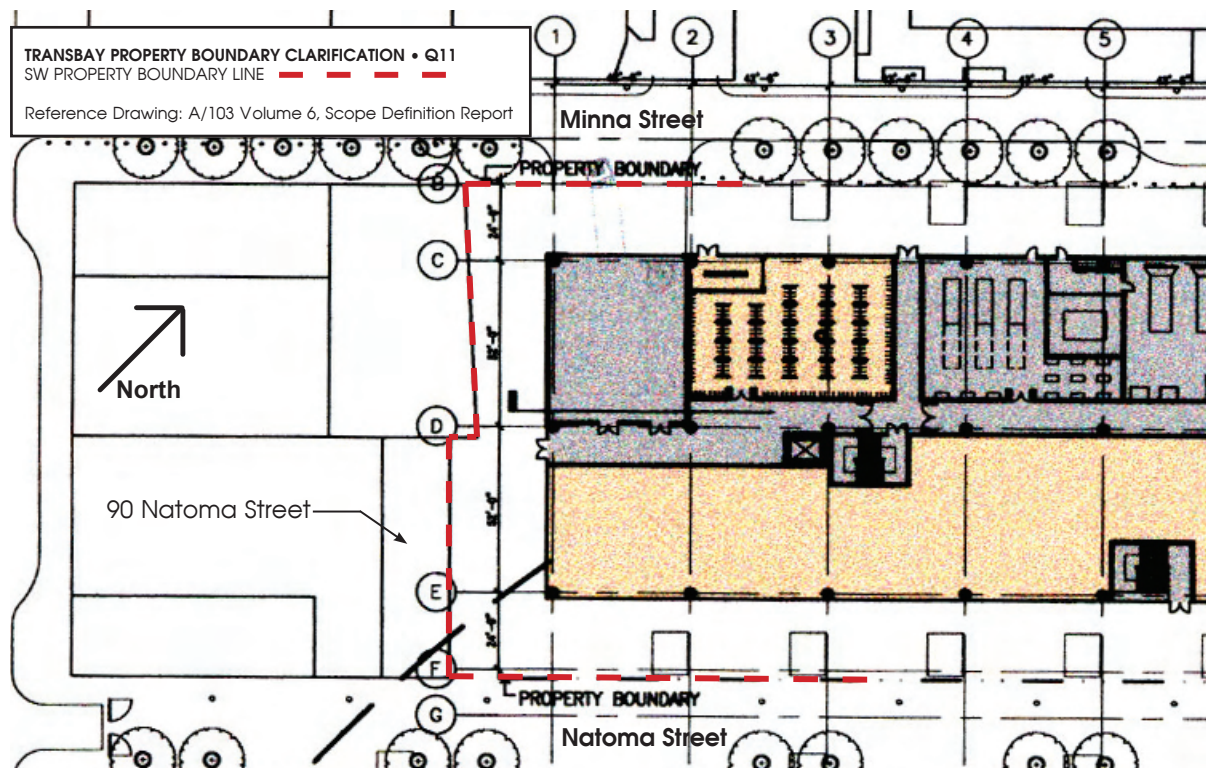
**Q10:** It appears that in Volume 2: Design Requirements and Constraints, that 'Table 3.5 Lease Space Program Requirements' is a repeat of 'Table 3.4 Central Support Facilities Program Space Requirements.' Please provide current Table 3.5.

**A10:** The correct Table 3.5 is attached.

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**Q11:** Where is the southwest property line of the Transbay project site?

**A11:** A red dashed line on the attached plan marks the property line. The below ground train station portion of the Transit Center Building extends beyond the property lines into the right-of-ways for both Minna Street and Natoma Street. The southwestern property line adjoins private properties that are not a part of the Transbay project. The small private parcel at the southwest corner of the project, which is addressed 90 Natoma and is Assessor's Parcel 3721047, will be subject to a below ground easement for the DTX train tunnel.



**Q12: Consists of three questions below regarding parking and the 'P' land use zoning for the Transbay project site.**

**Q12a: Is there a definitive requirement for permitted parking limits in the 'P' land use for the terminal site?**

A12a: No, the same parking requirements of Section 151 of the San Francisco Planning Code apply in P districts.

**Q12b: Is the site designated a 'P' district?**

A12b: Yes, transit center building site is zoned as a 'P' district; however, the tower site will be rezoned to C-3-O (SD).

**Q12c: What are the parking ratios by use (housing, hotel, office) permitted for the terminal site & joint development program?**

A12c: There are no minimum parking requirements for any use in the C-3 districts, but because the terminal itself will remain 'P', it technically would have minimum parking requirements. However, there are no requirements for public transportation facilities.

In the C-3 districts (to which the tower site will be rezoned) the following applies:

1. There are no minimum parking requirements for any use.
2. There is a firm maximum parking allowance for non-residential uses (e.g. office, retail, hotel) of 7% of the Gross Floor Area of such uses.
3. For residential uses, up to 1 space per four units is permitted by right, and with Conditional Use approval from the Planning Commission up to .75 spaces per unit for units that are one bedroom or smaller and up to 1 space per unit for units that are 2 bedrooms and larger.
4. Any parking beyond these limits will be considered a stand-alone major downtown parking garage and would require Planning Commission approval as such.

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**Q13: What is anticipated for allocating development costs of areas where the Terminal will have an easement over the Tower Site? The intent is to make sure that the Teams have a clear direction on how to treat these costs. For example, if the main gathering area for the Terminal crossed north of gridline A, is that a Terminal cost?**

A13: The allocation of costs to build and maintain the reciprocal easement areas in the Transit Center and Tower as between the Tenant/Buyer and the TJPA depends on the Team's design for these areas and should be presented as part of each Team's Proposal. It is up to each Team to propose a cost sharing arrangement that will result in an attractive business proposal to the TJPA, both in terms of net present value and in providing capital to the TJPA in the initial years of the Transbay Transit Center Program.

**Q14: Is there a legal property line between the terminal site and the tower site?**

A14: The Scope Definition Report indicates that the projects' "match line" between the Transit Tower and the Transbay Transit Center building is to be located at a distance north of column line A, the precise location of which will probably be determined during schematic design of the Transit Center building (refer to drawing A701). For purposes of the Competition, Teams should assume that the property line between the Tower site and the Transit Center site will be 2.5' North of column line A. Caltrans Parcel T will be subdivided to create a property line between the Transit Center and the Tower prior to the transfer of the Tower site to the Tenant/Buyer.

**Q15: Is there a parcel map that shows the legal boundaries and dimensions of the two sites (development parcel and transit center)?**

A15: No. Caltrans Parcel T, which includes the central portion of the Transbay Terminal and the plaza area between the Terminal and Mission Street, is currently a single parcel.

**Q16: Will the City consider this to be one building or two?**

A16: Two buildings.

**Q17a: Are there any requirements for setbacks from the property line or streets for the Transit Center?**

A17a: No, the Planning Code does not require any setbacks for the Transit Center.

**Q17b: Are there any requirements for setbacks from the property line or streets for the Tower at base/mid/upper?**

A17b: Base: Existing Planning Codes do not require any setbacks below the street wall height, i.e. 103' above ground.

Mid/upper Level: Existing Planning Code requires a 15' setback from center of the adjacent street at the street wall height, i.e. 103' above ground, increasing linearly to 35' setback at the tallest building height limit currently in effect in San Francisco of 550'.

It should be noted that these requirements may change as part of the Planning Departments pending Transit District Plan for buildings of the new taller heights.

**Q18: What type and amount of development fees will there be for the Tower Property?**

A18: The Model Term Sheet, Page 8, lists the City's impact fees applicable to development of the Tower. The fees are imposed by formula based on new square feet of development, and depend on the type of space added; e.g., residential, office, hotel, or retail. The formulas and other requirements of the City's impact fee ordinances can be accessed on the City's website at: [http://www.municode.com/Resources/ClientCode\\_List.asp?cn=San%20Francisco&sid=5&cid=4201](http://www.municode.com/Resources/ClientCode_List.asp?cn=San%20Francisco&sid=5&cid=4201)

The fees for affordable housing are set forth in Planning Code section 313.6. The Mayor's Office of Housing can provide information as to the current adjusted fee. The fees for public transit are set forth in Administrative Code section 38.4. The requirement for inclusionary housing under Planning Code section 249.28 is fixed at 15% onsite; payment of a fee is not an option under current law. The Downtown Park fee under Planning Code section 139 is fixed at \$2.00 per square foot of new office development. The Childcare fee under Planning Code section 314.4 is fixed at \$1.00 per square foot of new office or hotel development.

**Q19: What flexibility do Respondents have in departing from the Scope Definition Report?**

A19: The Scope Definition Report contains the minimum technical and operational requirements for the Transit Center and bus ramps. The layouts, locations, and configurations set forth in the Scope Definition Report meet such minimum requirements and are provided for reference. While the TJPA expects the creative process to result in some departure from the sample layouts, locations, and configurations provided, the design for the Transit Center must meet the minimum requirements relating to transit operation and the phasing of construction. Where a Team harbors any doubt as to the flexibility of specific design elements contained in the Scope Definition Report, it is incumbent upon the Team to raise the issue through either the Question and Answer or the Mid-Course Review processes.

**Q20: The Scope Documents say that Greyhound "may" operate on the elevated bus level during Phase 1. Comments by D. Gillespie indicated that Greyhound "will" operate there. Please clarify.**

A20: Vol. 2, Section 2.1.5 of the Scope Definition Report, Page 19, describes the use of the Elevated Bus Level, and states: "During Phase 1 operations, Greyhound and other intercity bus operations may also share space on the elevated bus level. In Phase 2, the intercity bus operations will relocate to the west end of the train mezzanine, freeing space to allow for growth in the number of peak hour bus operations by the bus transit agencies." For the purpose of the Competition, assume that Greyhound will operate on the elevated bus level.

**Q21: Is the Tower placement on the Tower site required to be on the western half bordering Mission and First streets?**

A21: The Tower may be placed anywhere on the Tower site. Vol. 2, section 2.2 of the Scope Definition Report, Pages 22-23, indicates that the TJPA has studied two locations: The east half of the site as originally proposed by the Metropolitan Transportation Commission Transbay Terminal Improvement Plan Study and the west half of the site as proposed by the Redevelopment Agency. Of the two locations, the TJPA concurs with the Redevelopment Agency-proposed location on the west half of the site. Accordingly, the Scope Definition Report drawings show the tower located on the west half of the site at the corner of First and Mission. The Scope Definition Report, however, states: "The TJPA will, however, allow the design and development teams to propose the location of the Tower anywhere on the Transit Tower site, provided that the integration of the Tower with the Transit Center results in the seamless connection desired at the ground level and concourse level of the Transit Center. Important issues to be addressed include clear visibility and the identity of the Transit Center on Mission Street; ease of pedestrian access to the civic lobby from both the corners of First and Fremont Streets and Mission Street; seamless connection of a combined civic lobby for both the Transit Center and Tower; vehicular access to a separate hotel lobby and porte-cochere; vehicular access to parking and service functions for the Tower from Fremont Street; and the potential impact of shadows from the Tower being cast onto public open space defined under Proposition K." (See Page 22).

**Q22: What is the required minimum width of rail platforms?**

A22: There is no set minimum width for the rail platforms. Required width will be established during design based on passenger volumes. A planning criterion of 30 feet minimum width for tangent platform sections and an 8-foot clearance from the platform edge to the nearest permanent structure on the platform to facilitate passenger circulation has been followed to date, with the Scope Definition drawings showing platforms on the tangent sections of approximately 32 feet wide.

**Q23: What is the dynamic clearance envelope of the trains?**

A23: Attached are two diagrams in both CAD and PDF format showing the train dynamic envelope, assumed in the current preliminary planning for the Transit Center Train Station facilities. The composite vehicle diagram (VC0247) was developed for conceptual engineering only and should be used with caution. Users should be aware that the vehicle clearance envelopes shown in the diagram do not include:

1. Vehicle in- or out-swing as a result of horizontal curves
2. Final clearance envelopes are based on final selection of rolling stock by Caltrain and California High Speed Rail
3. Adjustments based on confirmation with the California Public Utilities Commission on the clearance requirements specified in GO 26
4. Adjustments based on anticipated FRA rule changes
5. Platform height adjustment based on selected rolling stock and anticipated FRA rule changes

These are for tangent tracks. If curved tracks are to be used, the lateral clearances and track spacing shall be increased by 2 inches per degree of curvature.

Please be advised that these are the dynamic vehicular envelopes and not the established structural gauge for clearance. In addition, please note that the passenger platforms are assumed to be 3 ft. 6 inches higher than the top of rail (high platforms) as shown on the Scope Definition Report Drawings in Vol. 6, although the final platform heights will be established based on the train equipment selected in the future.

**Q24: Are new projected ridership studies available?**

A24: Please use the ridership numbers provided in the "Transbay Transit Center Program Scope Definition Report, Volume Two: Design Requirements and Constraints" for the purpose of the Competition.



**Q25: What are the requirements of AC Transit?**

A25: Please use the AC Transit Program Space Requirements provided in the "Transbay Transit Center Program Scope Definition Report, Volume Two: Design Requirements for the purpose of the Competition.

**Q26: What are the functional objectives of the concourse?**

A26: The concourse is intended to serve three primary functions. First, it will provide a pedestrian circulation corridor along the length of the Transit Center so that pedestrians may enter the building at any of the ground level entries, go up to the concourse, and circulate along its length to the desired point for access to the elevated bus level above. This is desired to reduce congestion in the waiting area of the elevated bus level. Second, the concourse provides a safe pedestrian crossing over First and Fremont streets. Third, the concourse provides a location for TJPA offices and back-of-house building support space, and for the flexible commercial program space shown on the plans. The D/D teams have flexibility in layout of the concourse, provided that the first and second passenger circulation functions are accommodated. The third function of TJPA office and other space can be accommodated either on the concourse or elsewhere on the site, provided that the required program spaces are provided.

**Q27: Do all competition presentation materials need to be due on July 10th or are there items we can complete after the July 10th deadline?**

A27: All mandatory requirements for Stage II D/D proposal submittal as listed in the Competition Manual are to be submitted by the July 10th deadline. TJPA has also requested that a physical model be submitted but this is not to be delivered until your presentation to the Jury. Photographs of the model may be included in your July 10th submittal.

**Q28: What are the retail expectations for the project?**

A28: Table 3.2 Architectural Program Space Summary, in Volume 2 of the Scope Definition Report, Page 28 of 121, indicates three requirements: 1) ground level retail lease space of 34,000 gsf; 2) concourse level retail lease space of 24,000 gsf; and, 3) bicycle storage station of 2,000 gsf (shown on plans at ground level at column intersection 2-3 and C-D); for a total of 60,000 gsf. For the purpose of the Competition, each D/D Team is requested to propose the amount of retail lease space requested in Table 3.2. Each D/D Team has the flexibility, however, to propose a different location and layout, provided that the three requirements are met.

**Q30: What is the specific purpose of the competition?**

A30: As stated in the Competition Manual on Page 2: "The Transbay Joint Powers Authority ("TJPA") is conducting an international Competition to select a Design and Development ("D/D") Team to design a Transit Center to be developed by the TJPA in downtown San Francisco, California, and to design and develop a mixed-use Tower adjacent to the Transit Center. The TJPA seeks a D/D Team that will create a unique, world class Transit Center and Tower whose aesthetic, functional, and technical excellence are worthy of their position as the centerpiece of the Transbay Redevelopment Area and the focus of bus and rail transit for San Francisco, the Bay Area, and the State of California."

A Jury will consider the written submission and oral presentation of each Respondent and report its recommendation to the TJPA Board of Directors. The TJPA Board will consider the Jury's recommendation and may authorize TJPA Staff to engage in exclusive negotiations with a selected Team for a Design and Development Option Agreement for the design and development of the Transit Tower and a Design Agreement with the Lead Designer of the selected Team for the design of the Transit Center.

**Q31: Are members of D/D Teams allowed to participate in Citizens Advisory Committees (CAC) that relate to the project area?**



A31: To avoid the appearance of or an actual conflict of interest, a member of a D/D Team shall not also serve as a member of any Citizens Advisory Committee (CAC) that was formed to advise or that advises the TJPA, the San Francisco Redevelopment Agency, the City and County of San Francisco, AC Transit, or the Peninsula Corridor Joint Powers Board on any aspect of the Transbay Transit Center Program. Members of Teams may attend meetings of CACs, however, but should not attempt to influence the communications of the CAC with any of these agencies concerning the Program.

**Q32: Please provide further clarification regarding Prop K and how it will impact the Transit Tower Proposal.**

A32: As previously stated in the Stage II Questions and Answers, the City Planning Department has no intention of recommending revision of Prop K (Planning Code Section 295) or bringing any revisions to the voters. In its Transit Center District Plan studies, the Planning Department will examine the current methods of analyzing shadow and determine if they might be refined. Any refinement proposals will not be developed in time to advise the Teams. Note that the current specifically established shadow tolerances for downtown open space are not included in the text of Section 295 or the Prop K ordinance themselves, but were adopted as policies in 1989 by a joint resolution of the Planning and Recreation and Parks Commissions. The Commissions, through a joint hearing, have the ability to raise the tolerances for any particular open space based on findings of public benefit, although this is rare. Teams should be conscious of any shadow impacts on Recreation and Parks open spaces (including Union Square, St Mary's Square, Portsmouth Square, and Embarcadero Park/Justin Herman Plaza), and consider ways to achieve urban design and development goals while minimizing shadow impacts.

**Q33: What about Prop M?**

A33: As previously stated, the City Planning Department has no intention at this time of bringing to the voters a revision of Proposition M, the Annual Office Limit, as regulated in Planning Code Section 320-324.

**Q34: What are concerns regarding Bulk?**

A34: Minimizing the bulk of the Transit Tower is of utmost concern to the City (i.e. Planning Department and Redevelopment Agency) in regards both to the City's form as well as future potential public and political reception of the Tower, which will be a landmark on the skyline. The tallest building height limit currently in San Francisco is 550'; its corresponding bulk limitations are described in Bulk District "S" (see Planning Code Section 270(d)). The current bulk controls contain no limitations below the street wall height (i.e. 103', or 1.25 times the width of Mission Street), and diminishing limits for the lower and upper portions of the tower; the controls limit not only floor plate size, but also building horizontal and diagonal dimensions. The Planning Code includes no bulk controls for buildings taller than 550' as no buildings are currently permitted above this height.

It is anticipated that the City will rezone the Transit Tower site as part of the Planning Department's pending Transit District Plan, including new bulk controls appropriate for buildings of the new taller heights. The new bulk controls will seek to restrict towers to the most slender dimensions possible while still maintaining structural and economic feasibility. Under the Transbay District Plan, the "S" controls will be extended upward and modified as little as possible. The Department will also examine reducing the need for graduated setbacks (as in the "S" bulk controls) in exchange for overall reductions in bulk, such as was adopted for Rincon Hill. These controls will not be developed in time to advise teams in the Competition. However, the Teams must be conscious of these concerns and strive to minimize the bulk of the building, particularly above the street wall height of approximately 100'.

The City is concerned not just with minimizing the width and bulk of the Tower as it projects above the existing skyline, but in the way the bulk of the Tower's mid and lower levels impacts the sunlight, views and built pattern of the immediate surroundings. Tower designs that are excessively bulky (in floor plate and/or dimension) are unlikely to gain final approval (regardless of whether they win the competition).

**Q35: How is Rental Car Parking accommodated in the Scope Definition Report?**

A35: Rental car fleet parking facilities are not included in the Scope Definition Report as a requirement. However "sale or rental of new or used automobiles, when conducted entirely within an enclosed building" is a permitted use in all C-3 zoning districts according to Planning Code Section 223(a) and are separately distinguished from parking facilities for passenger vehicles (Sections 223(m)-(p)). There are no restrictions on the number of vehicles stored in a rental car facility, as they are not regulated as parking garages. A rental desk need not be located in the Transit Tower itself. Parking for rental car vehicles may not be used for general private or public parking of passenger vehicles. Any other parking on the Transit Tower site, including long-term parking for train passengers, will be limited and regulated by the parking controls of the C-3 district, as previously stated. This includes all relevant controls -- amount of parking as well as the arrangement and required pricing of such parking.

Any parking above and beyond the limits allowed in the Planning Code as accessory parking (7% of Gross Floor Area of such uses), regardless of whether it serves the Transit Center, will be considered and evaluated by the Planning Commission on its merits based on Planning Code Sections 223(m)-(p). The Planning Code and General Plan strongly discourage long-term or commuter parking in the C-3, and the Planning Department is unlikely to recommend approval of a proposal for long-term or commuter parking in or connected with the Transit Center without a high amount of study and scrutiny.

**Q36: What are the ADA requirements for tactile strips on the floor of the train platforms?**

A36: The Transit Center building will be designed for ADA and building code compliance, including use of "tactile flooring strips" at the edge of all train platforms.

**Q37: The Competition Manual provides that the selected Team will design the Transit Center, but that the TJPA will build the Transit Center. Will the Jury consider a proposal that the developer also build the Transit Center under a contract with the TJPA?**

A37: A Proposal should demonstrate that the Team will cooperate with the TJPA on construction of the Tower and the Transit Center to insure that the Transit Center is completed within budget and on schedule. Beyond demonstrating the capacity and commitment to work cooperatively with the TJPA and its contractors to enable efficient construction of the Tower and Transit Center, there would be no competitive advantage to proposing to serve as the developer for the Transit Center. The Jury will not consider any such proposal. If a Team is selected for exclusive negotiations, the precise role of the Team in coordinating with the TJPA during the construction of the two structures will be determined in negotiations for the Design and Development Option Agreement for the Transit Tower and the Design Agreement for the Transit Center. The TJPA will not entertain a proposal from the selected Team that the Team build the Transit Center or manage aspects of the construction of the Transit Center on the TJPA's behalf.

**DISTRIBUTED 5/15/07**

**Q38: Is a tower of 1200' acceptable to the City of San Francisco?**

A38: Section 2.2 of Volume 2 of the Scope Definition Report provides planning background as to the potential height of the Transit Tower, including the recommendation of the City and County of San Francisco Interagency Working Group that the tower should be the tallest building in San Francisco, at a height in excess of 1,000 feet. City Planning will be undertaking a planning effort to establish new planning controls for building height and bulk requirements in the vicinity of the Transbay Transit Center, including the Tower site, with the objective of allowing a limited number of new buildings to be constructed to heights ranging from 850 feet to approximately 1,200 feet. The final height of the tower will be controlled by this new Transbay District zoning, and through the discretionary review of the City Planning Commission under the Transbay District zoning controls.

**Q39: Will the tower structural design criteria be Performance Based Design?**

A39: Section 4.11 of Volume 2 of the Scope Definition Report states that the design of both the Transit Center and Tower will be based on a performance-based design approach. The buildings' design will be governed by the City building code in effect at the time of design. The City of San Francisco is currently developing amendments to the code in order to comply with the new California Building Code, which is based on the International Building Code (IBC). The IBC supports performance-based design. The TJPA supports, and it can be reasonably anticipated that the City of San Francisco will allow, a performance-based design approach for both the Transit Center and Tower.

**Q40: Can the Tower Developer propose a unified retail strategy to develop and manage all retail space on the Tower and Transit Center sites?**

A40: See response to Questions 28 and 37 distributed 5/3/07. The Lead Designer of each Team will be required to design the Transit Center, including the retail component, in a separate agreement with the TJPA. The TJPA will develop and manage all components of the Transit Center. Accordingly, there would be no competitive advantage to proposing to develop and manage the retail in the Transit Center. The Jury will not consider any such proposal. During negotiation of the Option Agreement, the TJPA may consider a proposal that the Tenant/Buyer manage the retail space in the Transit Center along with the retail space in the Tower.

**Q41: Are D/D Teams allowed to present supplemental material beyond the 10 boards and physical model during the jury presentation?**

A41: The focus of your presentation should be on the required submittals, which the jury will use to determine if you have complied with the criteria. You have the latitude, however, to present additional materials.

**Q42: Is the developer responsible for building and maintaining the transit center public space North of Grid Line A or is this shared but a distinctly divided easement?**

A42: See response to Question 13 distributed 5/3/07. See also response to Question 43 below. All public space north of the property line between that Transit Center and Transit Tower will be constructed, owned, and maintained by the owner of the Tower. The design, construction, operation and maintenance of this public space north of the property line will be governed by conditions of approval of the Tower by the Planning Commission, reciprocal easements between the Tower developer and the TJPA, or terms of the development agreement between the developer and the TJPA, or a combination of the above.

**Q43: Will the mechanical system in the shared public space (the transit center public space North of Grid Line A) be part of the transit center mechanical systems or tower system? Or should this space be served by a third, independent mechanical system?**

A43: The mechanical service to the portion of the public space on the ground level and concourse level north of grid line A should be designed, constructed, operated and maintained by the Tower project. Each team has the flexibility to propose an efficient and rational mechanical system to serve this area.

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**Q42: What is the required form of the acknowledgement requested in the Competition Manual referenced in section 4.3.3.7?**

A42: This acknowledgement shall be part of the Set Terms of the Team's Proposal as required by the Model Term Sheet "Special Tax" (Page 8) and "Tax increment financing" (Page 9).

**Q43: Can we re-use the existing forms, required in section 4.3.4, that were already provided in Stage I of the competition?**

A43: Yes, firms may reuse the existing forms submitted during Stage I (Competition Manual Section 4.3.4) but must submit new forms for any revised or new information such as new team members. For example, the Bidders/Proposers Information Request Form must be updated to reflect the current make-up of a team or firm composition.

**Q44: What is the schedule for negotiating an agreement for the design of the Transit Center between the TJPA and the Lead Designer?**

A44: To meet the TJPA's schedule for the start of construction of the Transit Center, the agreement for design of the Transit Center between the TJPA and the Lead Designer should be signed on or before March 31, 2008.

**Q45: What Bus Lines will use the future Bus Plaza at the Transit Center?**

A45: Projected passenger volumes on individual bus lines are not available. The following is a summary of bus service intended to use the bus stop on curbside along Mission Street between First and Fremont streets, and the Bus Plaza at the new Transit Center between Fremont and Beale streets.

MUNI: The MUNI lines and current peak headways that will be using the route stopping on Mission St. in front of the Transit Center for passenger unloading, and then proceeding to the Bus Plaza between Beale and Fremont streets for passenger pickup are the following:

- 38-Geary: 3 minutes
- 38L (or BRT): 6 minutes
- 5-Fulton: 5 minutes
- 6- Parnassus: 10 minutes

In addition MUNI lines 1-California (4 minutes) and 41-Union (6 minutes) will use the Bus Plaza between Beale and Fremont streets, but won't use the routing that stops on Mission Street, since they will come straight down Beale Street to the Bus Plaza.

Golden Gate Transit: GGT will use the Bus Plaza for its all day service buses traveling on Mission Street, primarily the 70 and 80 lines. In addition, Golden Gate Transit may use the Bus Plaza for afternoon departures northbound during peak period commute lines. Golden Gate Transit's schedule may be found at the following link:

<http://goldengatetransit.org/schedules/pages/Bus-Schedules.php>

SamTrans: SamTrans will terminate most of its downtown buses traveling on Mission St. at the Transit Center. Passengers would be dropped off on the Mission St. curb bus stop shared with Muni and Golden Gate Transit; buses would stage at the Bus Plaza, and then board outbound passengers. SamTrans schedule may be found at the following link:

<http://www.samtrans.org/schedules.html>

**Q46: May the TJPA offices be provided within the Tower?**

A46: No, for the purpose of the D/D Competition, provide all TJPA offices and other Transit Center program requirements within the Transit Center building.

**Q47: What is the assumption regarding use of diesel trains in the Transit Center Train Station?**

A47: The concept for the Transit Center assumes that all trains entering the train tunnel and serving the Train Station will be under electric power. The Transit Center design developed for the D/D Competition is required to preserve the capability to operate dual-mode powered trains. For purposes of the D/D Competition, assume that all trains will be operating under electric power. Ventilation requirements need to allow for the presence of diesel laden locomotives (dual mode locomotives). The preliminary cost estimate presented in Table 4.18 of Volume Two of the Scope Definition Report assumes electric powered trains and is appropriate for both electric and /or dual mode locomotives.

**Q48: What are the requirements for the “Seamless Connection” between the Tower and the Transit Center lobbies at the ground level?**

A48: The planning concept within the Scope Definition Report provides an open plaza, partially enclosed/sheltered plaza, or a partially enclosed/naturally ventilated civic lobby.

The original concept plan for the Transit Center prepared by the Metropolitan Transportation Commission proposed an open plaza on the west half of the Tower site, and the placement of the Tower on the east half of the site. See the “Transbay Terminal Improvement Plan” available on the MTC website: <http://www.mtc.ca.gov/library/transbay/index.htm>

The San Francisco Redevelopment Agency subsequently developed a plan for the Transbay Redevelopment Area, described in a report “Design for Development,” available on the Redevelopment Agency website: [http://sfgov.org/site/sfra\\_page.asp?id=5583#D4D](http://sfgov.org/site/sfra_page.asp?id=5583#D4D)

That plan proposed to reverse the location of the Tower and Plaza, placing the Tower on the western half of the site and the plaza on the eastern half of the site. The plaza was proposed as a glass-covered partially enclosed public plaza due to its location on the north side of the Tower and Transit Center building.

The Scope Definition Report prepared by the TJPA followed the Redevelopment Plan as the base, and further developed concept plans for a combined “civic space” providing a seamless connection between the Tower lobby and the Transit Center main lobby. While the drawings in Volume Six of the Scope Definition Report illustrate an enclosed combined lobby, the intent is to provide flexibility for each D/D team to propose a layout for a combined “civic space” that best serves the Transit Center users and compliments the overall design concept proposal of each D/D Team.

See also Question 21 and Answer 21 distributed 5/03/07 for additional discussion of the issues of concern related to the combined civic space linking the Tower and Transit Center at the ground and concourse levels.

**Q49: What financial information will be made public at the presentations to the TJPA Board on August 6?**

A49: In advance of the Board meeting on August 6, the TJPA will not release any proposals or other documents submitted by the Teams in the Design Development Competition.

**Q50: Does the TJPA recommend that the teams present their financial proposals for the Tower or cost estimates for the Transit Center to the Board on August 6?**

A50: The TJPA expects that while the emphasis of the Teams’ presentations will be on the architecture and functionality of the proposed designs for the Transit Center and Tower, a Team may choose to include a summary of its financial proposal for the purchase/ground lease of the Tower Property and its cost estimate for the Transit Center in its presentation. Teams should nevertheless be prepared to answer questions from the Board regarding their financial proposals for the Tower Property and cost estimates for the Transit Center.

**Q51: How far can the Transit Center Structure project into the adjacent public right-of-way without requiring an encroachment permit? Would encroachment permits be required for both the below-grade train box as well as the above-grade bus structure?**

A51: Any permanent extension of a building below grade and up to ten feet above grade into the public right-of-way requires a Major Encroachment permit from the Department of Public Works Bureau of Street Use and Mapping. Any building projection that extends beyond the property line into the right-of-way above 10 feet above grade is strictly a matter for review by the Planning Department and Department of Building Inspection, subject to the Planning and Building Codes and General Plan, and would not require an encroachment permit. Regarding the Planning Code, aside from signage (Article 6), awnings, canopies and marquees (Section 136.1) and similar projections, limitations on building projections into streets and alleys are described in Section 136, which includes allowances for bay windows, balconies, and decorative elements which do not expand the usable envelope of a building (e.g. cornices, belt courses). In general, bay windows and balconies are limited to a maximum projection of three (3) feet beyond the property line with varying maximum widths described in Section 136. In the C-3 districts, decorative features



at roof level are permitted to project four (4) feet into a right-of-way with a maximum height of six (6) feet, and decorative features below roof level may project two (2) feet with a maximum height of four (4) feet. Any projections beyond these limitations could be approved through the granting of a Variance from the Planning Code by the Zoning Administrator, based on an assessment of the proposal's public benefits, necessity, unique conditions or hardship, and General Plan policies. As public right-of-ways are important public view corridors, provide light and air to adjacent buildings, and serve to orient people to their surroundings and the city pattern, the General Plan (particularly the Urban Design Element) discourages development that impinges on street space. In considering the granting of a Variance, a proposal to extend into the public right-of-way above grade would be weighed against these principles and policies.

**Q52: Are the Teams required to enter into labor agreements as part of their Proposals?**

A52: No. The Teams are not required to enter into labor agreements to respond to the RFP. All agreements between the Tenant/Buyer and its hotel and restaurant tenants in the Transit Tower, however, shall require the hotel or restaurant operator to apply the TJPA Labor Representation Policy, TJPA Board Policy No. 011, regarding card check agreements. A copy of TJPA Board Policy 011 was attached to the April 12, 2007 Model Term Sheet.

**DISTRIBUTED 6/05/07**

**Q53: Can you clarify the TJPA preliminary estimate of construction in regards to the scope of the estimate in phase one and phase two?**

A53: On page 6 of the Competition Manual under discussion of Transit Center Building and Tower Projects Construction Costs the following statement is made:

"The Transit Center building and the Transit Tower are separate projects. The Transit Center building construction will be funded by the TJPA. The Competition regulations contained in the Competition Manual require that each Design and Development Team submit in Stage II a cost analysis that does not exceed the TJPA fixed budget limit for construction of the Transit Center building. For purposes of Stage II of the Design and Development Competition, the TJPA fixed budget limit for construction of the Transit Center building is the preliminary estimate of direct construction cost, in current dollars, contained in Table 4.18 of the Transbay Transit Center Program Scope Definition Report, Volume Two: Design Requirements and Constraints."

The Competition Regulations, paragraph 4.3.2, subparagraph 4, require that the Transit Center Proposal include:

"A cost analysis comparing the proposed design concept to the TJPA preliminary estimate of direct construction cost in current dollars as established in Section 4.18 of Volume Two of the Scope Definition Report. The cost analysis of direct construction cost of the Transit Center design must fall within the TJPA preliminary estimate."

The cost analysis to be submitted by the Design Development Teams will be provided separately for Phases I & II.

It must be possible for the Transit Center Building, as presented in its entirety, to be constructed and placed into service for the "Total Direct (construction) Cost" in \$2007 as defined in the attached Detail Estimate Summary. The Design Contingencies will be available to the A/E Design Team with TJPA approval during the design phase of the project to cover reasonably unforeseen elements at this stage of project development. The allowance in the Estimate Total for the General Contractors General Conditions, Overhead & Profit is not included in the Total Direct Cost.

The following clarifies the assumptions underlying the TJPA preliminary estimate of construction cost presented in Table 4.18 of Volume Two of the Scope Definition Report.

The preliminary estimate is based on the scope of work defined in the Scope Definition Report, and the quality standards established in the report and illustrated on the drawings within the report. The estimate was prepared assuming January 2007 unit prices; is considered to be at Programming level of completion; and, the Scope Definition Report drawings are considered to be at Pre-Schematic Design (Concept) level of completion.

Attached is a Detailed Estimate Summary in UNIFORMAT of the preliminary estimate of construction cost. It provides an additional level of specificity regarding the allocation of construction cost within each cost element in Table 4.18. The D/D Teams ARE NOT to present any argument or information attempting to demonstrate that the TJPA preliminary estimate is not consistent with the Scope Definition Report, but rather, this information is provided to assist each D/D Team to understand how the TJPA preliminary estimate has been developed, and how the TJPA assumes building construction costs are related to each building system as shown in the Scope Definition Report.

Please note the following items that ARE NOT included in the Total Direct (construction) Cost estimate:

1. Element E Equipment and Furnishings
2. Element G30 Site Mechanical Utilities (relocation of utilities in the public Right of Ways to facilitate construction of the building)
3. Element G40 Site Electrical Utilities
4. Element F20 Demolition & Abatement of the existing Transbay Terminal Building and Bus Ramps
5. The construction cost of the Bus Ramps
6. Hazardous Materials Remediation
7. Land Acquisition
8. Permits and Fees
9. Professional Fees including A/E Design, Managing Contractors services during the design phase, Construction Management, Owner's Professional Services
10. Construction Contingencies, Owner's Contingencies and other Owner's Program Costs

The preliminary estimate DOES NOT include any cost for systems or equipment related to train operations, including track way, track, traction power, signal equipment, communications systems or other operational systems. The cost of such items will be incurred by the Downtown Extension Project at a later date.

The Transit Center design developed for the D/D Competition is required to preserve the capability to operate dual-mode powered trains. For purposes of the D/D Competition, assume that all trains will be operating under electric power. Ventilation requirements need to allow for the presence of diesel laden locomotives (dual mode locomotives). The preliminary cost estimate presented in Table 4.18 of Volume Two of the Scope Definition Report assumes electric powered trains and is appropriate for both electric and /or dual mode locomotives.

The preliminary estimate of the roof of the Transit Center building assumes that 50% of the roof surface area is glazed, and 50% is solid surfaced. The roof extent is assumed as shown in Drawings A703-A706.

The Transit Center building is assumed to be largely naturally ventilated, with mechanical ventilation support as required. The only conditioned spaces are assumed to be enclosed TJPA offices and support spaces, and enclosed tenant spaces.

Flooring for all public spaces is assumed to be thin-set terrazzo, with an allowance for special stone or other paving systems in selected locations. Flooring for TJPA offices are assumed to be carpet, and for support spaces tile or carpet as appropriate.

Ceilings for all public spaces are assumed to contain a suspended ceiling system, except in toilets or other spaces where hard ceilings are required for performance.

Wall finishes for all public spaces are assumed to be durable, with column covers at the lower seven feet of column.

All Retail and Commercial lease spaces are estimated assuming construction to provide "Tenant-ready Shell space" with building services brought to each tenant space. All interior fit-out including installation of mechanical heating and cooling equipment would be at tenant cost.

The Construction Contracting Method is assumed to be publicly competitively bid with more than three qualified bidders. A General Contractor (or Managing Contractor) will be responsible for all coordination of construction by the Sub Contractors and for managing construction within the guaranteed total cost of construction. The Total Direct Cost will be the summation of all subcontractors' costs, including all subcontractors' overhead and profit.

**Q54:** Regarding the purpose of the 550' scheme proposal; Paragraph #3 of the Model Term Sheet document dated April 12, 2007, states that a primary purpose of the Model Term Sheet and Pro Forma is to maximize "apples to apples" comparisons of respondents' proposals. If the purpose is in fact to establish a baseline cost utilizing this as-allowed scheme as the basis, a tighter and more accurate base line would be established if all three proposers were basing their proposals on the same land-use and program. Will you consider an instruction to all proposers on this basis?

**A54:** The TJPA does not intend to dictate to the Teams particular uses or floor areas for either the "base program" or "preferred design" Tower. Rather, it is up to each Team to select a mix of land uses based on realistic assumptions regarding cost, revenue, and market absorption. The Model Term Sheet and Pro Forma Templates attempt to maximize "apples to apples" comparisons of the Proposals in the sense that each Team is required to present costs, revenues, and net present value assumptions in the same transparent format, thus enabling the Jury to understand the components of the financial offers.

**Q55:** We have been asked to submit our development proposals based on both a land purchase and a ground lease approach for both the 550', as-allowed scheme, and for the preferred scheme. It is our understanding that the requirement for this dual proposal (fee vs. ground lease) is a product of concerns expressed by one of the TJPA Board members at a Board Meeting. Will you identify specifically at what time and at which meeting this was discussed, and advise us of this reference?

**A55:** The requirement that the Teams propose both a purchase and ground lease of the Tower Property arises from four longstanding TJPA concerns: (1) to obtain capital for construction in the initial years of the Program; (2) to use the proceeds from the Tower Property to secure repayment of bonds and federal loans; (3) to produce a Tower project that is economically sound; and (4) to obtain the maximum net present value for the Tower Property for the Program. The purpose of requiring the Teams to develop purchase and ground lease proposals is to allow the Teams maximum flexibility to meet these objectives. These objectives have been expressed by the TJPA Board, staff, and other constituents of the TJPA in a variety of sources and settings (see, e.g., Competition Manual § 4.3.3(5); TJPA Board of Directors meeting Dec. 19, 2005).

**Q56:** Due to the requirement to submit proposals for both land purchase and ground lease for both the as-allowed and the preferred schemes, there will likely be differences in the design of the tower reflecting the different program uses favored by each of the differing methods of land possession. It is further understood that we have not been required to "design" the as-allowed scheme. Is it your intent that we present the design and/or development proposals for the alternate schemes (4 total) to the jury?

**A56:** No. The Teams should present the purchase and ground lease designs and financial terms for the "preferred designs" to the Jury. The Teams should not present designs or financial terms for the "base program" proposals to the Jury. The Teams should nevertheless be prepared to answer questions from the Jury regarding their "base program" proposals (as well as questions concerning the "preferred designs").

**Q57:** It has been emphasized that should we elect to incorporate residential in our tower scheme, the affordable housing component would need to be located "on site" and that the required number of units are required to be "scattered throughout" the residential units and not located together nor be on contiguous floors. Both the Planning Code and the Redevelopment Plan refer to the requirement of the housing being located on site. We are unable to find any code language requiring the "scattered" criteria. Please provide us with the Policy or Procedures document source of this language.

**A57:** On-site inclusionary housing must be comparable to market units. Planning Code Section 315.4(c) ("Type of Housing") states that such units "shall be comparable in number of bedrooms, exterior appearance and overall quality of construction to market rate units in the principal project." While not written in the Planning Code, the Planning Department has consistently enforced an unwritten policy that this "comparability" extends to the distribution of units throughout the project. The inclusionary units shall be integrated throughout the building in a unit type mix that is

representative of the market rate units, rather than clustered. Inclusionary units may not be confined to the lowest few stories of a building, clustered in a part or certain floors of the project distinguishable from the market rate units in any way, or designated as the least desirable units in the project. In a high-rise project, inclusionary units need not be located on the uppermost or penthouse floors, but must at least be spread throughout the rest of the building. The interior features of affordable units need not be the same as or equivalent to those in market rate dwelling units, as long as they are of good quality and are consistent with the then-current standards for new housing. For purposes of the Competition, Teams are to assume that the above standards for inclusionary housing are applicable to the Transit Tower.

## DISTRIBUTED 6/22/07

**Q58: Paragraph 4, page 1 of the "Model Term Sheet and Pro Forma Templates for Disposition of the Transit Tower", dated April 12, 2007 states that there will be a 6 month ENA period following the selection of the Tenant/Buyer. With the selection date established as September 20, 2007 this defines a date of March 20, 2008 as the date to execute the Developer Agreement. Volume 2, Scope definition Report, Appendix C schedule indicates in row 181 that the Developer Agreement is to be signed on January 31, 2008. Which of these is correct?**

**A58:** The Model Term Sheet indicates that the six-month Exclusive Negotiating Agreement (ENA) period following the selection of the Tenant/Buyer will commence upon the parties' execution of an ENA. The Model Term Sheet further provides that the date for execution of a Term Sheet will occur within six months after the commencement of the ENA period. The Model Term Sheet further provides that the parties will execute a Disposition and Development Option Agreement following the execution of a Term Sheet. Assuming that the TJPA Board of Directors selects a Tenant/Buyer on or after September 20, 2007, the six-month date for execution of a Term Sheet will occur after March 20, 2008. Accordingly, the date of January 31, 2008 for the execution of a Developer Agreement stated in Volume 2, Exhibit C of the Scope Definition Report has been superseded.

**Q59: If new team members have been added do we need to submit new 330 forms or just the HRC forms listed in 4.3.4 of the competition manual?**

**A59:** See response to Question 43 distributed on June 1, 2007. Teams must submit new HRC and 330 forms for new Team members.

## DISTRIBUTED 6/29/07

**Q60: 4.2 of the Competition Manual states that each team is to submit 10 printed copies of the proposal in 8 x 11.5 format. The contents outlined in 4.3 state that there will be a Transit Center proposal (4.3.2) with a table of contents and tabs and a Tower Proposal (4.3.3) with a table of contents and tabs. Based on 4.3 it appears that you want the two proposals bound separately, but 4.2 only speaks of the proposal in the singular. Do you want the proposals bound separately and packaged together for presentation or do you want the two proposals to be bound as one book that contains two individually tabbed sections - Transit Center Proposal and Tower Proposal?**

**A60:** The Transit Center Proposal and Tower Proposal may be submitted separately and not bound together as one. If proposals are in multiple bindings, each is required to have a table of contents and tabs. The required number of copies of proposals is 14 as listed in the Presentation Requirements Memo dated 6/21/07.

**Q61: The Pro Forma template states at the header of most financial pages: "Stated in 2007 Dollars - Stabilized Year". Each element of the cost and expense in the pro forma is escalated by some amount over time and thereby the stabilized year is reached with escalated dollars. We are then calculating returns and solving for the land value using discounted cash flows. If these dollar amounts are then deflated to 2007 levels they will be meaningless numbers. Is this what you are really asking us to do?**

A61: The Pro Formas requested are static and not multi year. They should be completed in current, ie 2007 dollars. Income and expense projections should assume stabilized operations. That is what is meant by stabilized year. There is no need to inflate or discount cash flows; that is not being requested since the template is static.

**Q62: A portion of our development program includes condominiums. In our ground lease offer to the TJPA, we would like to carve out the residential condos from the ground lease structure and retain fee interest in that portion, assuming there is a legal structure to accommodate this arrangement. Does this structure conform with the technical requirements of the RFP under section 2 'Responses Required For Ground Lease Only' of the Model Term Sheet?**

A62: The ground must either be sold or leased, and the TJPA will not consider a vertical subdivision on top of a ground lease (where residential owners will have rights that extend beyond the ground lease term). Accordingly, we do not believe that there is a legal structure that could accommodate the request. If a proposer intends to include residential ownership units and does not believe that it can develop such units on a site that is held under a 99 year ground lease, then it should state this in its proposal and decline to offer a proposal under the ground lease option. On this basis, a proposer will not be disqualified for failing to submit a ground lease proposal.