

PROPOSAL TO
THE PORT OF SAN DIEGO UNIFIED PORT DISTRICT
RFP 16-04ME
MAY 2, 2016



WORLD CLASS WATERFRONT DEVELOPMENT



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Cover Letter



May 2, 2016

We are driven by the belief that great design can support a community. We envision the new Seaport as more than a set of buildings; it will be a vital, ongoing set of programs and activities in the public realm to maintain liveliness, attractiveness, freshness, security, and the public good.

Dear Mr. Earle and Members of the Selection Committee:

Sydney has its Opera House, London has the Eye and even South Boston transformed its downtrodden waterfront into a world-class destination. It's high time for San Diego to shine with a beacon of its own: **Seaport**. When visitors from around the globe experience the multi-sensory venue that is *Seaport*, there will be a powerful sense of arrival. The stage will be set for bold-faced architecture, multi-platform affordable hospitality, and vibrant attractions that are sophisticated, approachable and family-friendly. *Seaport* will look to the future with an iconic aquarium, while paying homage to the rich heritage of San Diego with a vibrant fishing harbor.

While our sister cities of L.A. and San Francisco continue to evolve culturally on a global scale, it's imperative San Diego embolden its footprint as a viable player—and celebrate its position as California's point of origin. Consider *Seaport's* visually arresting Spire as the starting stake in the ground, opening the gates to explore our great state. And so it is with great enthusiasm that we submit this proposal on behalf of the *Seaport* Team to re-envision what we consider to be one of the most hotly anticipated destination waterfront sites in the nation.

The term which best describes our team is "convergence:" a powerful and purposeful union of forces, blending extraordinary capabilities to create a complex, resilient, and transformative mixed-use development for all San Diegans.

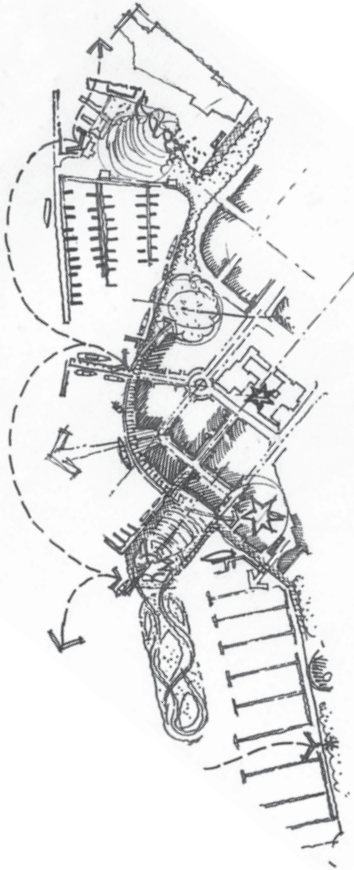
The new *Seaport* we envision will be a rich mix of complementary and thoughtfully planned components. There will be major anchor attractions like the Aquarium designed by **BIG** (Bjarke Ingels Group, one of international architecture's most exciting young firms), as well as the Spire that will carry locals and visitors 500 feet above the harbor to enjoy breathtaking views that until now have been available only from expensive private residences, offices, or hotels.

Expanded park and public space will open the waterfront to more people. Street shops and restaurants of all kinds will bring vitality and revenue. A hospitality core will provide lodging for a wide range of visitors. Lifelong education is another major component of the design in a marine-focused charter school and facilities for continuing studies. Water sports, an outdoor gym, beach volleyball, boating, and swimming are essential parts of the plan to make the waterfront fun and accessible to all. The plan revives San Diego's legacy fishing industry with a visible commercial fishing harbor and fish market. And of course there will be the simple pleasures of just sitting on one of our beaches or strolling along the expanded esplanade. These features offer something for everyone, from local residents to tourists from every corner of our globe.

A special highlight of our waterfront district will be our exclusive partnership with **Smithsonian Media**, the media and business arm of The Smithsonian Institution. This is an exciting component that will create immersive Augmented and Virtual Reality experiences for our *Seaport* Project. This unique addition will entertain, educate, drive tourism, and connect people to their environment, culture and history in powerful ways.

Ultimately our *Seaport* proposal relies on the capable people who will steward this complex and lengthy undertaking to its ultimate success. The journey will be strenuous and challenging, and creativity, perseverance, tenacity, and commitment will be needed to succeed. We are staking our personal reputations on the success of this project. All three principals of *Seaport's* managing member, **Protea Waterfront Development** (PWD), are seasoned, known and respected individuals. **Yehudi "Gaf" Gaffen, Jeff Jacobs, and Jeff Essakow** are longtime San Diego residents; each has found happiness and prosperity in San Diego, and each owes a debt of gratitude to this place and its people. Through this project we hope to leave a legacy of quality that will be enjoyed by generations to come.

May 2, 2016 (continued)



The additional partners in *Seaport* have been handpicked for their expertise and successful track records in areas that will complement this new mixed use district. **RCI** brings decades of experience in the successful development of more than \$3 billion of waterfront developments on the eastern seaboard.

OdySea brings their years of experience in developing and operating Aquarium attractions; their latest 200,000-square-foot, 1.5 million-gallon facility is slated to open this July in Scottsdale, Arizona. Rounding out our development team is **ThrillCorp**, a major developer and operator of observation attractions around the country. This exciting convergence of invested partners will elevate a good project into a landmark project. Each and every *Seaport* partner is a closely held family business that is dedicated to creating legacy assets that will be cherished for the character and quality they bring to our city.

Beyond and in support of the Ownership Team, we have assembled a highly experienced team of professionals with local and national perspectives and skill sets. Our architectural "dream team" is made up of **AECOM**, **AVRP/Skyport**, and **BIG**. This convergence of talents brings together AECOM's experience with large-scale waterfront projects, AVRP/Skyport's local large downtown planning and design background, and BIG's internationally celebrated architecture. (BIG founder Bjarke Ingels was featured this month in TIME Magazine as one of the 100 Most Influential people, and described by famed Pritzker Prize-winning architect Rem Koolhaas as "the embodiment of a fully fledged new typology, which responds perfectly to the current zeitgeist.") This is the standard of quality we have called upon for Seaport.

We are driven by the belief that great design can support a community. We envision the new *Seaport* as more than a set of buildings; it will be a vital, ongoing set of programs and activities in the public realm to maintain liveliness, attractiveness, freshness, security, and the public good. From the ground up we have worked

with the local fishermen, the Save Seaport Village group, the Port's aquaculture initiative, the San Diego Convention and Visitors Bureau and many other interested stakeholders to make this effort much more than just a standard commercial development.

We intend it to sustain the health and longevity of the place and the community, consistent with the Public Trust, by opening new uses for the water, reviving commercial fisheries, adding quality visitor services and public amenities, and building excellent architecture, along with a wealth of lifelong educational opportunities.

We hope that through this proposal and our Team's in-person interview we will earn your confidence to allow us to partner with the Port of San Diego to refine and implement the vision we have laid out in the following document.

Our authorized representative for all matters related to this response is:

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Yours sincerely,

Yehudi "Gaf" Gaffen

Jeff Jacobs

Jeff Essakow

An aerial architectural rendering of a proposed waterfront development in San Diego. The scene shows a dense urban area with various building footprints. A prominent feature is a tall, white, spiral-shaped tower with a circular observation deck at the top, situated on a landscaped area with greenery. To the left, a marina with numerous boats is visible. In the foreground, a sandy beach area with people is shown, along with a curved promenade and more green spaces. The water is a deep blue, and the overall atmosphere is one of a vibrant, modern coastal city.

3

Developer Proposal

We are creating **a great new place**
where San Diegans can honor the water, celebrate nature and ecology
in a new kind of public realm on both land and water.

Approach to Project

Our team is committed to transforming Downtown San Diego's community, improving lives and facilitating growth through the design, construction, finance and operation of a world class waterfront — The Seaport.



The Bay Opens to the City

"I must go down to the seas again...for the call of the running tide is a wild call and a clear call that may not be denied; And all I ask is a windy day with the white clouds flying."

— John Masefield

San Diegans feel the same draw to the water. The heart of our Seaport project honors the Bay and the unique character it brings to San Diego. The essence of our city's greatness is its proximity to the water. We will use the Bay to fashion a new downtown district that links together the existing downtown with a host of new experiences and activities for all San Diegans. The Bay itself — certainly one of the city's most appealing features — shapes this effort. With Seaport's careful planning and innovative architecture, San Diego Bay will be more accessible than ever before to all. Through thoughtful, imaginative planning driven by the San Diego Unified Port District's Guiding Principals and Framework Plan, Seaport will blend and integrate exciting new commercial uses with a vibrant public realm so that citizens can stroll in the bayside sunshine and enjoy the Bay in entirely new ways.

The colors, the flavors, and the pleasures of the Bay will become even more available to locals and tourists. They will become an integral part of our growing vibrant downtown life. Like an Italian cachupa soup, a Mexican mole, or a Spanish paella, the diverse activities in this new district will be like a tasty traditional fish stew served up by our ancestors from rich local ingredients. It will bring a whole new intriguing flavor to San Diego's downtown.

Seaport will be a uniquely San Diego setting for this world class city.

Honoring the Public Trust

San Diego's waterfront is a civic asset, and Seaport takes this public trust seriously. In each selected partner and each element of the plan, we are planning for **all San Diegans**.

Seaport is more than a set of buildings; it is a vital, ongoing set of programs and activities in the public realm to maintain liveliness, attractiveness, freshness, security, and the public good. We are driven by the belief that good design can support a community. From the ground up we have worked to make this effort much more than just a standard commercial development. We intend it to sustain the health and longevity of the place and the community consistent with the Public Trust by opening new uses for the water, reviving commercial fisheries, adding quality visitor services and public amenities, with excellent architecture, and providing a wealth of lifelong educational opportunities.

"Seaport has been thoughtfully planned to incorporate uses consistent with the State's Public Trust doctrine, always keeping in mind that the Port's tidelands belong to the public and are to be used to promote publicly beneficial uses that connect the public to the water."



Maximizing access to the waterfront for little or no cost to the public visitor

Seaport's activities work together to draw and to serve different people for different purposes throughout the week and the year. Ultimately it is the public realm that will create the excitement and value for the commercial uses which are woven into a carefully planned urban fabric of streets, paseos, courtyards, plazas, and, of course, the waterfront esplanade and a new Ruocco Park. Seaport creates a varied, vibrant public realm of open space and destinations.

A place you can come and enjoy without spending a lot of money

Rodeo Drive in Los Angeles is a great place for some; at Seaport we are striving to create a place for everyone. Every segment of our city's population will

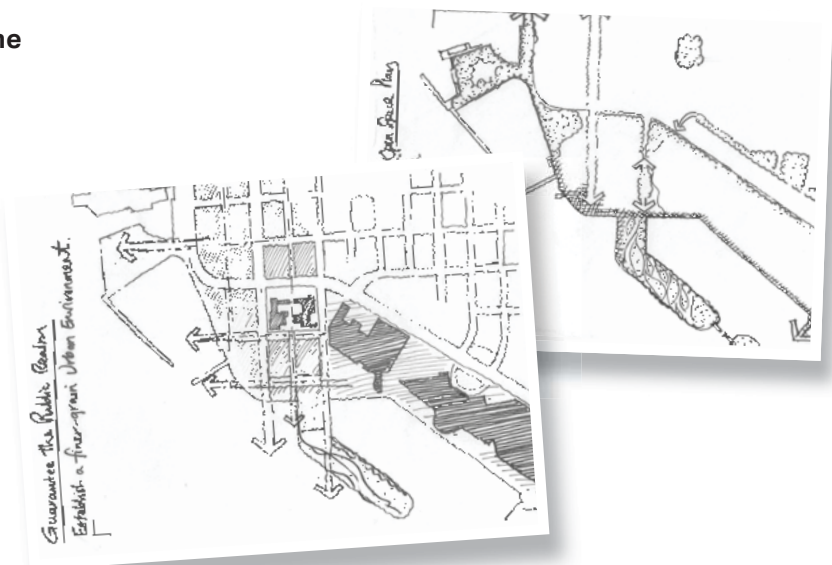
feel comfortable coming to spend time, whether just to stroll and people watch, enjoy a great meal, watch a movie, have a coffee or ice cream, work out, or splurge on an expensive gift for a loved one.

A New Public Realm Emerges on the Waterfront

Seaport brings together educational, public, retail, and leisure activities that will form a richly interconnected mix of urban life.

Each will support the other by bringing a lively cross section of San

Diegans and vacationers to Seaport day and night throughout the week. This is the essence of an authentic, living downtown.



Attractions

There will be anchor attractions like the Smithsonian-inspired Aquarium ([Appendix 2](#)) designed by BIG (Bjarke Ingels Group), one of international architecture's most exciting young firms, as well as The Spire ([Appendix 15](#)) carrying locals and visitors 500 feet above our city to enjoy the breathtaking views of the Bay that have been available previously only in expensive private apartments, offices, or hotels. Additional attractions will include shops of all kinds, lodging for a wide range of visitors, a lifelong education component comprising a marine-focused charter school and continuing studies facility ([Appendix 5](#)), water sports, outdoor gym, beach volleyball, boating, swimming, varied restaurants, a visible vibrant commercial fishing use – along with the simple pleasures of strolling along the esplanade. They offer something for everyone, from local residents to tourists from every corner of our globe. The average aquarium adult ticket price will start at \$30 dollars and Spire at \$17 dollars with discounted tickets available for seniors, children and school groups.

You're an office worker in a downtown highrise, but for lunch you decide to walk down Pacific Highway to the water, lured by the glimpse of the open harbor now visible at the end of the street. For the moment you walk past the restaurants and shops along the new paseos as you arrive at the wide new plaza that greets you right at the water's edge; buskers and street musicians mingle with students and other downtown residents and conventioners who've strolled up the redesigned esplanade from the convention center. Everyone takes in the broad harbor views; Seaport frames them in a dramatic new manner. And just as this plaza connects the city to the harbor, it also connects to the Golden State's romance with the road:

this is the start of Pacific Coast Highway that leads up the coast along beaches and through towns, to Big Sur, the Golden Gate Bridge and the Redwood Forests that are so much a part of California's imagination.

These appealing attractions will draw a cross-section of San Diegans at a price point that will allow both adults and children to enjoy. We further discuss price points for Seaport in Section 5, Revenue and Expense Projections. Once their visit to the Aquarium or The Spire is over, though, Seaport offers them much more in this multifaceted city district.

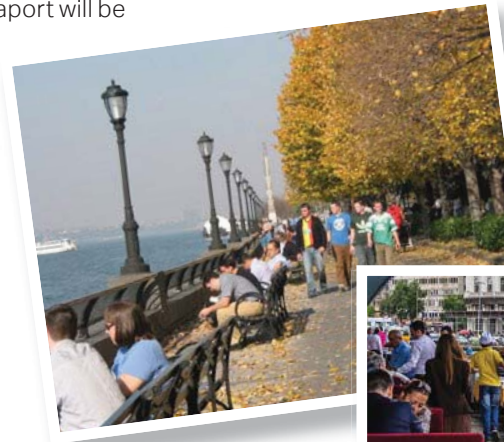
Dining, Strolling, and Entertainment

Or if you're one of downtown's 35,000 residents you stroll down to the esplanade for an evening to enjoy the harbor lights, Seaport will be open 365 days a year, with hours of operation dependent on the use. With planned operation hours of 10am-12am, with some restaurants opening early for breakfast, the first buildings you encounter are our entertainment attractions including a five theater, 120-seat, specialty movie facility (such as think [Cinepolis](#) or [The Lot](#)) and a themed marine oriented retail store (such as [Bass Pro at Islamorada](#)).

As you walk across Market Landing Street you will enter our Food and Beer Hall and public market, a proven concept that has been very successful at San Francisco's [Ferry Building Marketplace](#) or [Mercado da Ribeira](#) in Lisbon. It will feature a large fish market

(similar to [Pike Place Market](#) in Seattle) and a wide range of foodstuffs and beer, with an emphasis on locally grown and harvested foods and goods as well as small food service stalls. Added to this social foodie experience will be new and unique dining experiences spread throughout the project, bringing everything from "new age" fast food to famous chefs and elegant white table cloth dining...we will have something for all pocket books. The fish you dine on may well have been delivered that afternoon fresh from the sea at Tuna Harbor — an example of how Seaport's varied elements (fishing fleet, educational exhibits, dining and market places) work together to create a vibrant urban district linked to the harbor.

Imagine continuing your walking tour to the **G Street Mole** marking Seaport's northern boundary, now connected via the esplanade with the rest of the site. Inspiring monuments honoring America's and San Diego's military heroes will remain or be refurbished. Significant waterside improvements are envisioned including a protected "Dock and Dine" facility, a pocket beach so people can swim in the bay, or in a swimming facility



(Aquarium architect BIG designed such a pool for the Copenhagen waterfront.) As you walk along the esplanade you will encounter a newly expanded **Ruocco Park** with a tilted and elevated park lawn that will take you up onto a shaded observation "prow" with expansive views of the Bay and Tuna Harbor. This multi-use terraced green space will be used for

outdoor gatherings, or just sitting and watching the world go by, or accessing the venues beyond.

Shopping

Retail will be the thread that knits it all together. Walk along one of Seaport's intimately-scaled paseos, reminiscent of the spirit of Seaport Village. You'll find a wide range of "street" style shopping experiences that will feature many of the same tourist serving stores currently seen at Seaport Village, and augmented with essential local services, unique international boutiques, art galleries, flower sellers, wine shops, and exciting night life. Though the traditional model for malls has been 70% retail and 30% food and entertainment, we believe that those numbers now need to be inverted. Shopping centers should be community hubs, social gathering points, and entertainment complexes that also happen to have an assortment of awesome retail. Due to the option of internet shopping we need better retail (or "experiential retail" as it is being referred to.) Seaport will become a place where the community gathers while, at the same time, shopping. Victor Gruen, the Viennese architect and planner who is credited with creating the American mall decades ago, had it right: malls need to be special places that communities value and where people meet.



Creating Affordable Hotel Lodging on our Waterfront

Maybe you're a visitor to a convention or San Diego's many attractions. As you walk across Pacific Coast Highway you will encounter Seaport's hospitality district which includes three types of lodging for the city's many and diverse tourists: a high end hotel ([Virgin Hotel](#)) that serves as a welcoming host to the city, featuring a "public living" room/living room" outdoor deck like the grand Hotel Del Coronado. There will also be a "micro-hotel" ([Yotel](#)) with smaller rooms at

attractively affordable moderate rates, as well as a new generation youth hostel for students and adventurers from around the world ([Freehand](#)). It's another way that Seaport meets the needs of all visitors.

Exercise and recreation

Seaport will also mean exercise, health, and sports, and as a visitor walks down Kettner Boulevard and past the extraordinary green-roofed Aquarium you enter our outdoor health and wellness zone which completely redesigns the **South Embarcadero Marina Park**. It will become the Venice Beach attraction: a place to work out or just people watch, a place for active recreation or quiet meditation. Here are yoga and Tai Chi platforms, beach volleyball courts, outdoor workout equipment, stationary cycling platforms, kayak and stand up paddle board rental and launch facilities — as well as deck chairs to sit and relax on the new sand beaches after a

tough workout. The area will house a building that will become a "Base Camp" accommodating space for equipment rental, day lockers, juice and health food bar as well as a deck for relaxing and people watching.

Parks

Anchoring the Southeast corner of the project is the new **Seaport Park and Big Bay Experience**. This proposal re-imagines Kettner Boulevard as a gateway to the Bay extending the vision of the new Marina Park north to Harbor Boulevard, and the city south to the Bay. Here a series of

experiences will tell the story of San Diego and its relationship to the Bay, anchored by a new **Aqua Lab** and Aquarium designed by the internationally acclaimed architects BIG. Working together with the design team, their ideas will fuel a unique collaboration between designers and landscape architects to create a place that is

truly San Diego. The outdoor climate and Bayfront setting will provide the backdrop for a series of venues that emphasize health and fitness, social engagement and environment awareness as a hallmark of the San Diego lifestyle. Education, marine research and cultural venues will partner in creating this unique experience with uses ranging from a charter school, a university extension, a public aquarium and a western branch of the Smithsonian Institute.

At the farthest end of the South Embarcadero Marina Park we propose to build a pedestrian bridge to connect Seaport to the soon-to-be-constructed



permanent outdoor symphony venue. This bridge will provide a seamless connection for enjoyment of all park amenities on the waterfront.

Creating a home on the waterfront for our Visitors and Convention Bureau

Every great city has a place for visitors to go to "download" and understand what the City is about, its history and things to do. We envision a state-of-the-art interactive facility where any local will be proud to take a visiting friend to show them what our great city offers. We have partnered exclusively with the San Diego Visitors Bureau to make space available for this use.

The Seaport Brand Celebrates the Water

Seaport says it all: it is a connector between water and land, city and Bay. It is an in-between place that weaves together the best of both into a unique urban experience. The Bay's dramatic backdrop joins both the natural beauty of sun and water and the vibrancy of human enterprise, including maritime and military shipping on a breath-taking scale.

Seaport honors and celebrates the water. By extending the street grid to the waterfront and opening up these view corridors we will facilitate will facilitate enjoyment of the Bay. It is the missing piece in

downtown that will allow the waterfront to be fully appreciated. By extending Pacific Highway and Kettner BlvdBoulevard. all the way to the water, Seaport will lead the eye out onto the water. Stroll down these streets and you will find alleyways to explore and discover expansive plazas to enjoy at the water's edge. The existing esplanade along the water will be widened and activated, putting it on the list of "must sees" in California. We know that California was settled from San Diego. Seaport affirms our historic role. Nothing sums up "California" better than San Diego's water, sunshine, exploration, innovation, good food, beauty, education, and its fascinating natural history. These are the foundation of the visitor's Seaport experience.

Seaport will become an integral part of downtown. It will invite all to venture from land out onto the water -- at a new beach, on ferries, on boats, on kayaks; it will also bring the beauty, the presence, and the food

of the sea into easy reach of the city dwellers.

Nature, History and the Bay's Ecology

While the simple pleasures of strolling along

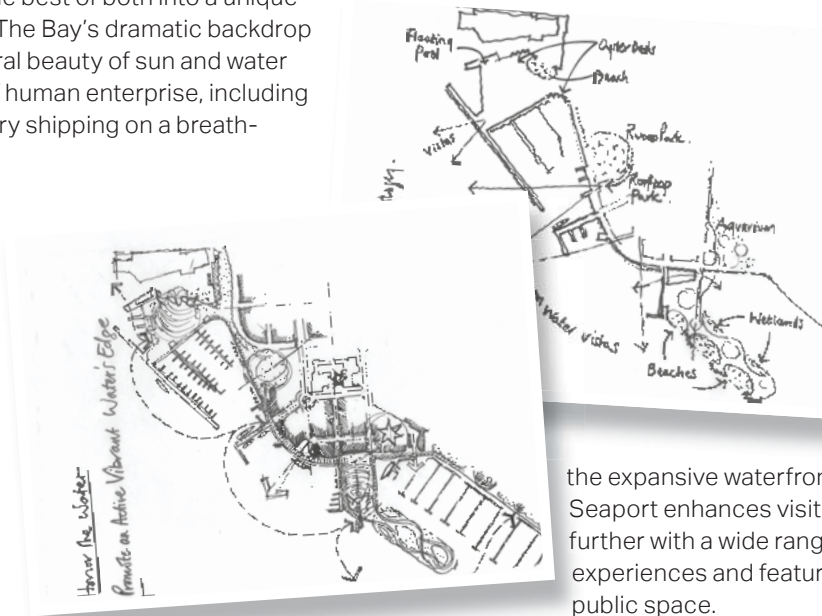
the expansive waterfront cannot be denied, Seaport enhances visitors' enjoyment even further with a wide range of educational experiences and features in this diverse public space.

Anchoring the south end is an Aquarium designed for the twenty-first century. Open to school children, families, convention visitors and all citizens alike, it is designed by BIG, one of international architecture's most exciting young firms; TIME just listed Ingels as one of the [100 Most Influential People](#). Famed Architect Rem Koolhaas writes that Ingels is "the embodiment of a fully fledged new typology, which responds perfectly to the current zeitgeist." With its green roof, the Aquarium will add a distinctive new landmark to our City and embody Seaport's commitment to sustainable design.

Exceptionally exciting is Seaport's partnership with Smithsonian Media. Seaport will include Smithsonian - immersive and virtual reality experiences that allow visitors to the Aquarium and other areas to experience and learn about the area's natural science (including its array of marine animals) as well as the area's human history going back to the Native Americans who settled here centuries ago. Nearby, tidal pools with oyster beds will be created along the waters edge so visitors can experience natural ecological cycles that have been absent from the downtown shore for decades.

Melded into our hospitality district will be Seaport's lifelong learning center housing a 600-student charter high school and continuing education center focusing on Marine Sciences, Maritime Logistics, and Music. In partnership with the University of San Diego (USD) the building will also serve as a center for continuing education for all San Diegans. Students young and

old will be a regular part of the crowds enlivening the paseos and plazas of Seaport.



Revitalization of the Commercial Fishing Industry

At the refurbished Tuna Harbor on the Esplanade, the rich heritage of San Diego's fishing industry will be revived and explained to make the waterfront and all its activities more tangible, more transparent, more delightful, more successful, and more accessible. It will create new value for the city's wide range of citizens and visitors, along with a new recreational boating marina.

We have carefully studied the Commercial Fisheries Revitalization Plan that was adopted by the Port in 2010 and believe that by linking the Tuna Harbor redevelopment shown in our plan with the proposed redevelopment of the Driscoll's Wharf located in America's Cup Harbor and the Port Aquaculture initiative we can make this dream a reality. By combining these three "drivers," the Port of San Diego has the opportunity to become the model for facilitating a public/private partnership to revitalize our fishing industry and the jobs associated with it, and also show San Diegans how to solve the problem of our worldwide seafood shortage. This is addressed in more detail in Appendix 3 (Link).

Tuna Harbor was once the heart of our thriving fishing industry until tuna

stocks declined in the 1970s. The revitalized Tuna Harbor and fishing fleet with added support buildings will be a living monument commemorating the original Portuguese, Japanese, and Italian fishermen who fished here throughout the last century. Seaport offers the District the opportunity to revitalize that legacy industry in twenty-first century terms in partnership with state-of-the-art aquaculture practices. Visitors will once again enjoy seeing an active fishing fleet coming and going at the foot of downtown. The colorful fishing boats with their swaying masts and booms will once again thrive here with new support facilities in conjunction with Driscoll Wharf across the Bay. And these fishing boats will bring fresh fish to be enjoyed at the restaurants and fish market at Seaport.

Seaport's Coordinated, Long-Range Planning

The forward thinking and planning seen in Seaport is the same kind of innovation that has served San Diego so well before. Horton Plaza and the Gaslamp Quarter were both the answers for their times, and helped revitalize downtown.

Seaport is San Diego's next great opportunity to take downtown to the next stage of its evolution.

Guided by the integrated Planning vision, Seaport's planning is holistic, balancing public, business, recreation, sustainable design, practical requirements and long term issues, including security, sustainability,

community relations, transportation, and future phases.

Long Term Financial Viability: Increasing Development Potential and Ground Rent

We have studied this opportunity for almost a year and crafted an economic model that is unique for San Diego's Bay front, and perhaps for waterfronts in general. At its core is a partnership of invested uses that are fully integrated to harmonize and support each other so as to be successful as a whole. This approach has a much greater opportunity to succeed than the more typical approach where a multitude of individual leases or tenants (with what is commonly referred to as "pads") are brokered by a developer brokers, who then adds their markup. In contrast, Seaport is made up of invested operators who share in the success of the project both at their operating level and also at the top level. It is a case of "one for all and all for one." We believe this approach will provide the foundation for the Port to achieve its vision and goals as well as align the interests of all the stakeholders.

Community Relations

The Seaport team has reached out to establish community partnerships with charter schools, the University of San Diego, the Symphony, the Convention and Visitors Bureau, commercial fishing interests, as well as the existing and Seaport Village tenants who will be most impacted by this new development. This is the kind of anticipatory planning that draws on potential stakeholders to identify opportunities early on, and to solve problems before they arise. These opportunities, big and small, become the basis for our planning.

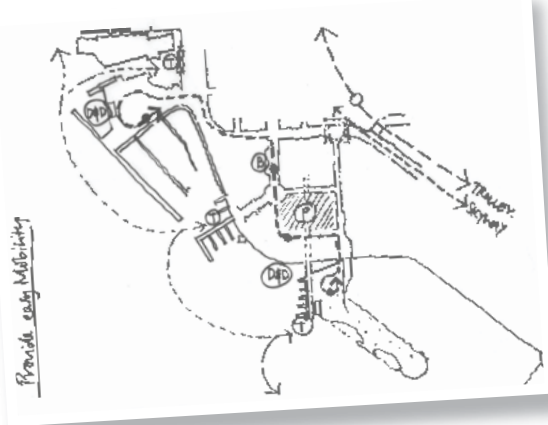


Taking Care of the Needs of the Existing Seaport Village tenants :Tenants

We are sensitive and empathetic to the needs and concerns of the existing tenants of Seaport Village. Many are family owned small businesses that have labored tirelessly to build their brand and livelihood serving San Diego. We are committed to working with them to reduce the disruptive relocation that will be necessitated by this new district. We propose to accomplish this by a carefully planned logistical schedule that allows those tenants who wish to stay on in the new Seaport to stay in place in existing buildings and new “pop up” venues and then, when completed, move into the new Seaport. [Appendix 7](#) shows this plan in more detail.

Resilience and Sustainability

Seaport will respond to the twenty-first century's demand for resilience and sustainability. The design will consciously reduce the project's carbon footprint: in addition to the wetlands restoration, the project's architecture will follow LEED design guidelines. The project will be designed to deal with expected sea level rise, utilize the latest generation of solar power generation with cogeneration technologies on the site, as well as a centralized heating and cooling system that will use



ocean water to provide the heat transfer mechanism. [Appendix 11](#) shows this plan in more detail.

Transportation, Parking and Easy Mobility on Land and Water

Because of its central location, Seaport will tie into and encourage usage of all currently available forms of public transportation in conjunction with water taxis and ferries departing from our site. [Appendix 9](#) ([link](#)) shows this plan and approach in more detail.

As a part of our project we also propose to fund a feasibility study for the extension of the proposed 6th Avenue Skyway, an opportunity to create an innovative and sustainable alternative for reducing traffic downtown, dispersing parking, and offering efficient means for tourists to get to and from the airport to downtown.

Security

Using state-of-the-art security practices and technology, and well-managed, well-planned activities and operations, Seaport will address this new and growing threat that faces all high profile public gathering spots. [Appendix 12](#) shows this plan and approach in more detail.

Future Phases

Seaport is a multi-year plan. The initial phases will create the core public and commercial spaces and attractions. Later phases (as current longer-term leases expire on the G Street Mole) will bring new opportunities as downtown grows and matures. New park space, commercial uses or cultural facilities such as a symphony hall, could find their home here in the future.

Epilogue

This new city waterfront district will form a vibrant, multi-faceted urban place that captures and celebrates the essence of San Diego's attraction and beauty. This is the critical purpose of Seaport's sophisticated, integrated planning. It sets a new paradigm that solves multiple issues: a reinvigorated use of the waterfront for local families and tourists; an increased economic value for the waterfront through hotels, shops, restaurants, and a revived fishing industry; a host of new reasons for all citizens to come downtown; new links supporting the city's flexible transportation systems; practical and educational lessons encouraging sustainability and growing the tourist economy. It does this on a solid and viable economic basis.

The careful planning and details of Seaport draw on the city's best. With its landmark Aquarium/ Aqua Lab, The Spire and its welcoming public plazas, esplanade, dining establishments, hotels and shopping, it will dramatically change the way outsiders see San Diego: as a twenty-first century sustainable city, balancing its past and its future, its public and commercial spaces, and its heritage of excellent innovative architecture. It strives to bring San Diego the same kind of distinctive and renowned urban waterfront enjoyed (and famous worldwide) in cities like Sydney, New York, Baltimore, Cape Town, and Singapore.

San Diego has many facets of which to be proud. Seaport pulls together the best of what we love about San Diego — basking in the weather in outdoor places, the water, the people and their heritages, the liveliness, the fun, the good food -- and creates an urban focal point where each activity enriches the others, as well as being commercially viable. It will certainly add to the city's tax base, but it will be much, much more.

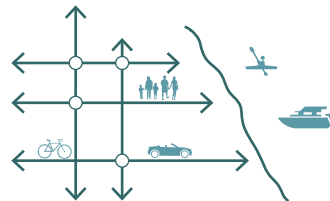


Design Principles



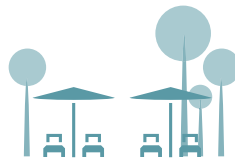
Honor the Water

Create a water plan (water taxis, harbor cruises, visiting docks etc).



Public Realm

Connect the Streets to the Bay



Comprehensive Open Space

Link all the existing and new parks, promenades, piers, beaches etc



Celebrate Nature and Ecology

Reveal the natural workings of the Bay



Easy Mobility

Provide easy mobility on land and water. Convenient access to parking, valet etc. Connected to the planned Skyway

Preliminary Marketing Plan



Preliminary Marketing Plan and Strategic Branding Approach for Seaport, San Diego

Seaport will be marketed as a uniquely San Diego experience and an authentic extension of Downtown San Diego and the region. It is not competitive but rather a compliment to the great neighborhoods of Downtown. Additionally, it is not a “project” but a place or district. As such will be positioned in the market as serving both local people with its complement of great programed open spaces, food and beverage, etc., and tourists as a national/ international destination anchored by world-class attractions and events. San Diego is already heralded as one of the nation’s best places to visit and for the high quality of life for its residents; Seaport will set the city on a new path to maintain its preeminence in this highly competitive market. Marketing and developing the retail concepts will be led by our internal marketing team, our development team, and consultants who will support the team at local and national retail conventions like the International Convention of Shopping Centers (ICSC). We will work closely with the San Diego Tourism Authority, the Convention Center and Visitors Bureau <http://www.sandiego.org/> as well as other organizations to promote the Seaport District. The four major components of our Marketing Strategy include; Retail, Food & Beverage, Attractions, and the Special Events/Public Realm.

1. Retail Marketing Strategy

Our retail strategy begins at home by retaining the existing noteworthy and/or successful tenants at Seaport Village and complementing the adjacent

Head Quarters project, to create a vibrant, active street-level environment of unique retail, food and beverage, and entertainment uses. The offerings will be targeted across the board to make this a place for everyone: activities include everything from ice cream vendors and sun/beach accessories on the esplanade, to local brews, produce and seafood in the new waterfront marketplace. The traditional street front retail will be complemented by specially curated activities serving visitors and special waterfront needs with the likes of a hip new version of a ships chandlery that serves the local and visiting boating community.



2. Food & Beverage Strategy

Developing a robust and exciting ‘locals first’ food and beverage strategy will be the underpinning of our offering. It is our firm belief that catering to all sectors of the market will ensure a vibrant 24/7, 365 days of the year community serving locals and visitors with convenient esplanade cafes, dock & dine restaurants, and destination

venues such as brew pubs, music venues, and special event caterers. The hotel, hostel and special venues like the observation tower restaurant and Odysea themed restaurant support this. We want our Food and Beverage patrons to return again and again so the offerings need to be both large and small, catering both to intimate occasions and larger events. We are a stone’s throw away from both the Convention Center and the legendary Fish Market restaurant that will anchor either end of the district, so we will offer choices for many tastes, and compliment the offerings that already exist.

3. Attractions

As home to three new and iconic attractions (the Smithsonian, the Odysea and the Observation Tower) Seaport has an opportunity to reframe the national and international image of the City of San Diego for years to come. Each of the attractions as business operations will be discrete unto themselves, but will build on the co-location, brand and joint marketing efforts to define Seaport as a premier “must see” destination district and will extend the average visitor stay in the region.

- The Smithsonian Media, the media and business arm of the Smithsonian Institution, is creating a strategic alliance with Seaport to create immersive Augmented and Virtual Reality experiences for the San Diego waterfront, which will entertain, educate, drive tourism, and connect people in powerful ways to their environment, culture and history. In keeping with The Smithsonian’s mission to increase and diffuse knowledge, they will bring the deep ocean’s most magical creatures to life in public spaces along the San Diego waterfront and augment the Odysea and Tower experiences in ways never before seen.



- The Odysea is to be an exploration, a sea odyssey that astounds and delights its visitors. It will be grounded in the community through its partnership with the charter and other school activities.

- The Tower with its observation platform and stunning restaurant will be a journey of discovery from the oceans to the skies of San Diego.

4. Special Events and the Public Realm

The key development components of the public realm includes;

- Acres of parks and open space that define the public realm including a network of pedestrian-friendly streets, paseos, waterfront walks, parks and plazas
- Pacific Place is at the heart of the district. It’s a landmark “piazza” that fronts the bay, a great gathering place at the starting point of California’s Pacific Coast Highway.
- An iconic promenade to host joggers, cyclists, strollers, buskers and people-watchers. The promenade is what connects San Diego’s Bay with San Diego’s urban form. An expansive pedestrian-only “street” featuring overlooks at water’s edge, piers, iconic lighting, shaded walks, and parks. The promenade hosts an array of dining options, cafes and bars. It is the place to take in the vistas across the bay and witness the pageant of ships entering and leaving the harbor. It is also a place from which to venture out onto the waters of the bay, to catch the water taxi to the Embarcadero, Coronado

or further afield, to board a dinner boat or harbor excursions, or to tie up your own vessel for a night.

Each of these Marketing Strategies will lead to the combined success and “added value” of Seaport for the community at large. We will be part of San Diego, not a separate entity, and our success will be the city’s success.

A new day for Seaport

With the continued redevelopment of downtown San Diego, the current Seaport Village is a prime area in need of revitalization. Opened in 1980, Seaport Village is seen by many local residents as place to avoid rather than to visit. Long relegated to the status of a “tourist trap,” the village has an inordinate number of gift shops and restaurants catering to out-of-town visitors. It is now time to reimagine Seaport and embark on a new chapter for San Diego by redefining the area as the premier waterfront entertainment destination. To maximize redevelopment value and project appeal, it is recommended that a comprehensive marketing and public outreach campaign be developed and implemented. The following plan outlines an early strategic marketing and public outreach plan.

Goal: Create buzz for the reimagined Seaport Village that attracts San

Diego residents and visitors alike.



Strategies: The following strategies will help achieve this goal:

Create a sense of anticipation and excitement with target audiences about the Seaport project.

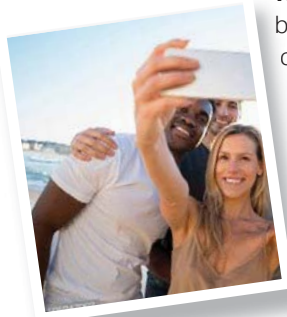
Develop a project brand identity by positioning the site as the generator of unique experiences and exciting entertainment destinations in the downtown market.

Reach the tourist and San Diego resident communities with key messages about the project.

Engage key local opinion leaders and local media about the project to leverage their reach.

Leverage strategic partnerships to create a support base for the project and maximize promotional saturations, including the following groups:

- San Diego Tourism Authority
- San Diego Magazine
- San Diego Union-Tribune
- San Diego Regional Chamber of Commerce
- Port of San Diego
- San Diego Economic Development Corporation
- San Diego Tourism and Marketing District
- San Diego Convention Center



- San Diego Padres
- Downtown San Diego Partnership

Part of this strategy will be to develop a creative new tagline that can be utilized throughout the associated marketing materials to build a stronger campaign identity, including advertising, signage assets and social media efforts.

Target Audiences: The following audiences would be targeted in the marketing and public outreach campaign.

- Local elected officials and influencers
- Local residents
- Tourists
- Community groups
- Trade associations

Tactics

News Conference - During the initial days after the award of the contract, the project team will schedule a project announcement news conference. This event would feature partnership principals and the design team to highlight the new project name, tagline, the proposed project design and the component elements. A news release would be developed for this event which would be released to all local media outlets and to regional and national entertainment trade media outlets.

Project Newsletter – A quarterly newsletter would be developed to highlight different aspects and milestones of the project. The newsletter could be distributed via email as well as printed and mailed to the surrounding community to help increase awareness and create local buzz around Seaport Village.

Social Media – Leveraging social media outlets such as Facebook, Twitter and Instagram could expand awareness and increase engagement in the conversation and excitement about the reimagined Seaport Village.

Advertising – As part of the overall marketing effort, a robust advertising campaign would be launched to highlight the unique features of the new Seaport Village, tapping into print, digital, television and radio. It will be important to create the image for the Village and a sense of anticipation with project signage and a targeted advertising program. Project signage would highlight the new project name, tagline and anticipated completion date. Project renderings should be included.

Targeted advertising would be scheduled sometime after the initial news conference. Image advertising would be placed in selected trade and travel publications, as well as with local media outlets designed to create a stir and buzz about the project and its exciting features.



Project Information Center – A booth/visitor center could be built and/or project Ambassadors could be hired and trained to help introduce guests to the reimagined Seaport Village and help ensure a superior experience.

Events – Once the project construction is complete, and new tenants have moved in, a Grand Re-opening event should be held to herald the arrival of the new Seaport Village. A revitalization of the overall Village programming should also take place and the project team could consider partnering with a professional entertainment company to invent a new signature event for Seaport Village. Much like the San Diego Symphony has partnered with the Port of San Diego to present the Summer Pops concert series, Seaport Village could create a new annual event that will add to the uniqueness of the project and the vibrancy of the San Diego experience.

Experiential Marketing – One of the most important aspects of creating excitement for a new venture is to create memorable experiences for guests. Word of mouth marketing will be a large part of the marketing effort for the new Seaport Village. It would be valuable for the overall activity at the property to activate the common areas with unique, memorable experiences (in partnership with tenants or with outside partners that strategically align with the property) that help drive tenant traffic and, in turn, extend guest dwell time at the property.

The project team will also work with tenants to provide incentive giveaways and create fun and engaging campaigns such as a hashtag competition which could reward meals and other gifts to patrons who utilize the project's hashtag to help market the Village.

Deliverables – Following the contract award, preliminary marketing materials will need to be developed for use in this marketing communications program. The following branding materials will be developed:

- Project name, tagline and logo
- A community/project brochure highlighting project components
- Media Kit
- Project description
- Project renderings
- Location map
- Partner background
- A video presentation
- Downtown lifestyle scenes, project renderings and features
- PowerPoint Presentation for use with community and industry presentations

- Project Newsletter

To be sent to target audiences quarterly to build brand identity and awareness

Website

Updates to existing website to highlight anticipated changes and ultimately reflect reimagined Seaport Village

Project Description



Great waterfronts draw inspiration from the cities who host them, in return, they energize their City with land and water activities serving the public and enhancing the image of the city skyline.

Our vision for the 100% Corner is the creation of a “great waterfront” that connects with and energizes the urban core reflecting the essence of San Diego as a “world class” city. The project description in this section provides an overview of our vision of a new public realm as the foundation for proposed architecture and development. The Design Concept section that follows provides a more detailed description of the project vision including the public realm, and architecture and development components of the project.

Public Realm

As the framework for development, the Public Realm has two important components: the water and the land.

Over 75% of the 40 acres of Seaports land area is dedicated to parks and public open space

As the framework for development, the Public Realm has two important components: the water and the land.

Water Plan

What differentiates a waterfront site from other development is the magic of the water. Often overlooked, the 30 acres of water at Seaport will bring significant “added value” with improved facilities for the fishing fleet, new and improved marina slips, the addition of state-of-the-art mega-yacht berthing facilities, and dock & dine public piers. Water-borne transit with and expanded ferry service and water taxis

will become part of the backbone for our mobility plan. To expose the ecology of the Bay we are creating tidal pools and oyster bed in strategic locations. In addition we have proposed a public swimming facility and beaches that will be managed and programed by Seaport property management personnel.

Land Plan

The landside Public Realm is composed of numerous “Special Places” each with a distinctive character that establishes a unique “address”. Central to the reimagined public realm is a wider, redesigned esplanade along the water’s edge for everyone to stroll and enjoy, and as a stage for public events and performances on anchored barges offshore. New public plazas at the foot of both Kettner Boulevard and Pacific Highway provide visual connections to the expanse of the bay. The existing fishing pier at Tuna Harbor is extended into the heart of the district as our new market street. An extended California Street becomes a new pedestrian paseo, with a new public pier at the foot for visiting boats and dock & dine opportunities, as well as a new gateway to the peninsula park. The redesigned peninsula includes sandy beaches, kayak launching points and restored bay-side wetlands to expose the natural tidal process of the bay. A dramatic new Ruocco Park is reimagined and expanded as a rooftop park affording stunning views of the bay and downtown skyline, while providing for more activities such as picnic’s, outdoor concerts, climbing walls, exercising, reading or just plain “hanging out”

Architecture And Development

Once the Public Realm is established, architecture and development is then designed to enhance and energize the public experience. The description below provides an overview of the development program. The next section provides a more detailed block by block description of the architecture and development concepts.

Retail 388,625 s.f.

Retail shops and restaurants line the street level of all buildings and public spaces. In addition to street retail, destination retail and food uses are proposed on a second level at selected locations. Second level retail uses include waterfront restaurants and bars, hotel shops, a specialty cinema, entertainment retail, and components of the food hall and microbrew center.

The Spire

Restaurant 9,000 s.f.
Observation Deck 9,000 s.f.

The Spire is composed of a two-level lobby and gift store that functions as the base of a tower that rises 480 feet above the City containing a lounge and observation level.

Office 19,130 s.f.

The third level of the food hall and microbrew center contains marine oriented office with dramatic views of San Diego Bay.

Full Service Hotel 405,805 s.f.
500 Rooms

A full service hotel includes meeting rooms, restaurants, shops and a second level public open space proposed as the centerpiece of this new urban district. In addition, the concept includes a bar & grill with rooftop dining at the top of the tower.

Micro Hotel 117,450 s.f.
350 Rooms

A second hotel with micro-rooms averaging 170 sq.ft will provide an upscale experience at an affordable price.

Hostel 122,381 s.f.
225 Rooms
475 Beds

A new generation Hostel with amenities built around a social experience will provide a highly affordable alternative to a conventional hotel.

Event Center 20,000 s.f.

An event center with a banquet hall and meeting rooms is proposed in addition to the meeting facilities within the full service hotel. This shared facility will also be the home of the San Diego Information Center.

Education 65,150 s.f.

An education complex will rise four stories above street retail housing a charter school and Lifelong Learning Center (University level).

Aquarium 178,490 s.f.

A state of the art aquarium and butterfly exhibit is proposed in association with a virtual reality experience offered by Smithsonian Media.

Parking

Parking is located in two underground structures providing a total of 2,410 parking spaces. Access to the parking structures is provided in three locations including one along Pacific Highway and the second along the roadway south of the headquarters. Service and Fire truck access is provided along Pacific Highway and the Strandway.

Marina 10,670 l.f.
164 Slips**Project Amenities**

An extensive description of project amenities including the new waterfront promenade, an expanded Ruocco Park, the reimagined Marina Park (Seaport Park) and extensive waterside activities is presented in detail in the Design Concept section that follows.

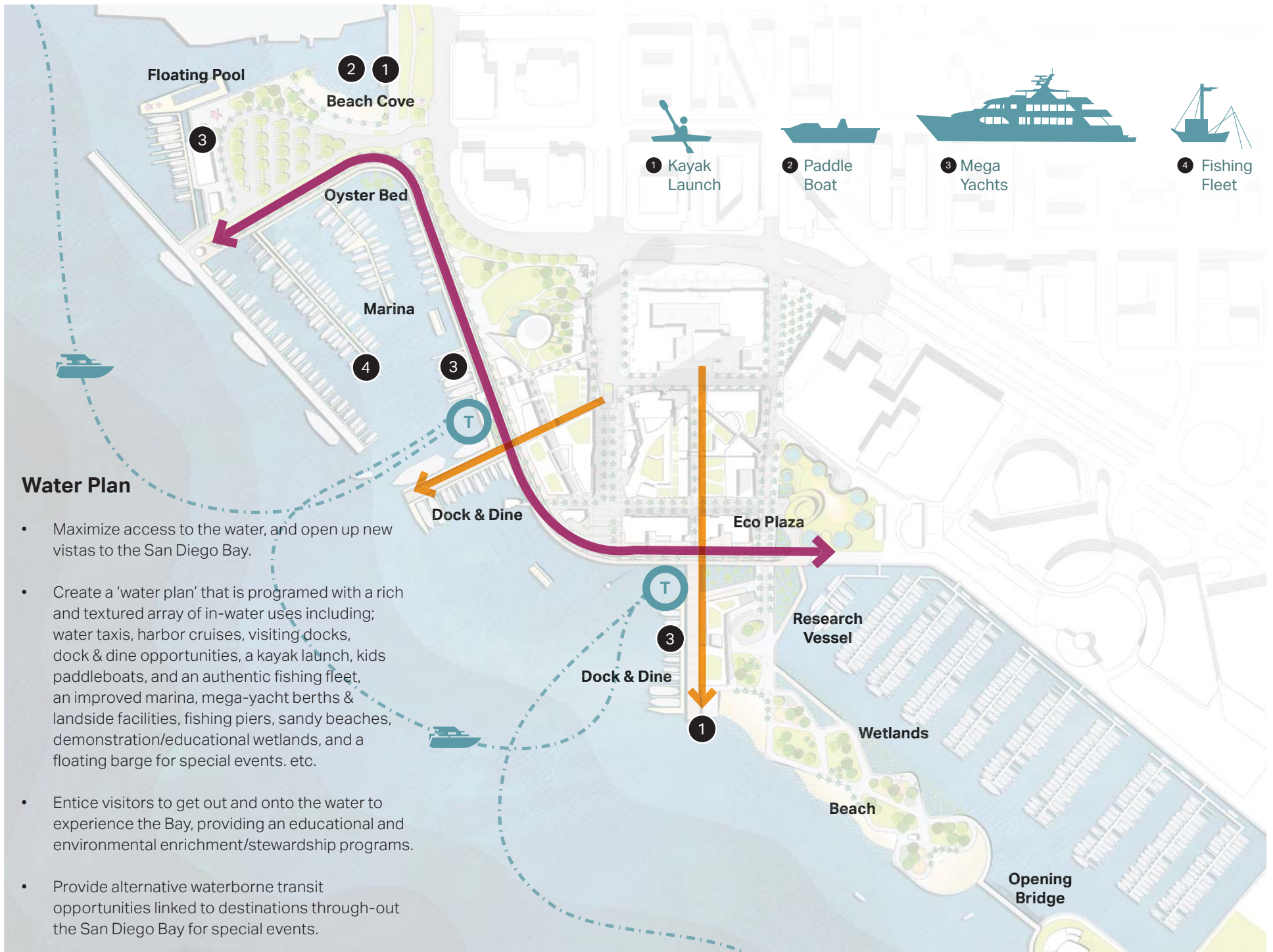


The Seaport Plan

is a rich fabric of land and water activities, public open spaces, buildings and commercial uses that, together, provide an unparalleled variety of experiences for all visitors, and address San Diego's broader urban needs in multiple ways through good, integrated planning. The following Project Design Concept Drawings are discussed in detail in the following **3 sections**:

- Water and Mobility Plans
- Public Realm
- Buildings





Water Plan

- Maximize access to the water, and open up new vistas to the San Diego Bay.
- Create a 'water plan' that is programed with a rich and textured array of in-water uses including; water taxis, harbor cruises, visiting docks, dock & dine opportunities, a kayak launch, kids paddleboats, and an authentic fishing fleet, an improved marina, mega-yacht berths & landside facilities, fishing piers, sandy beaches, demonstration/educational wetlands, and a floating barge for special events. etc.
- Entice visitors to get out and onto the water to experience the Bay, providing an educational and environmental enrichment/stewardship programs.
- Provide alternative waterborne transit opportunities linked to destinations through-out the San Diego Bay for special events.

Mobility Plan

Parking and mobility improvements will support a multitude of transportation options including ridesharing, carsharing, bikesharing, bike parking, shuttle service, passenger only ferry/water taxi and emerging urban transport solutions, such as the urban aerial ropeway/skyway.

These mobility improvements offer an opportunity to link back to existing local and regional transportation systems, such as the Seaport Village Trolley Station (Trolley), the Santa Fe Depot Station (Coaster, Amtrak, and Trolley), and existing bus routes. In addition to adding additional shared parking spaces at the Waterfront for visitor and employee parking, the opportunity exists for incorporating a variety of new and existing transit options into the area.





The Public Realm

The Public Realm is composed of numerous "Special Places," each with a distinctive character that establishes an "address" for the Building elements:

- A wider, redesigned esplanade along the water's edge for everyone to stroll and enjoy, and as a stage for public events/performances.
- Public plazas at the foot of both Kettner Boulevard and Pacific Highway that visually allow the harbor's expanse to be glimpsed from the center of the city, and to provide places to congregate along the bay. William Kettner would be proud — the boulevard named for him will now lead out to the peninsula park where the many naval facilities he helped bring to San Diego in the 1920s will be on full, impressive view for all to admire.
- The existing fishing pier extended into the heart of the district as a market street.
- An extended California Street as a new pedestrian paseo.
- A new pier at California Street for visiting boats, dock & dine opportunities, as a new gateway to the peninsular park.
- Redesigned peninsula with and swimming beaches, kayak launching points right downtown, plus demonstrations of restored bay-side wetlands.
- Varied retail areas: a food court, shops along small, pedestrian-friendly paseos.
- Ruocco Park is reimagined as a sloping park opening up to the views, with more activities (including the Spire), picnic tables, climbing walls, etc.



Esplanade

The Esplanade is a half-mile new water's edge pathway for pedestrians, bicyclists, sightseers and peoplewatchers. It is 50 feet wide, with 35 feet dedicated to a promenade lined with date palms and strung with Tivoli lighting overhead. The remaining 15 feet is a boardwalk cantilevered out over the existing riprap. The promenade portion is distinguished by a meandering strandline texture that evokes San Diego's place at the Pacific Ocean.

The wooden boardwalk is dotted with modern driftwood-inspired seating areas. The Esplanade forms a thread linking a series of special places in the Seaport public realm.

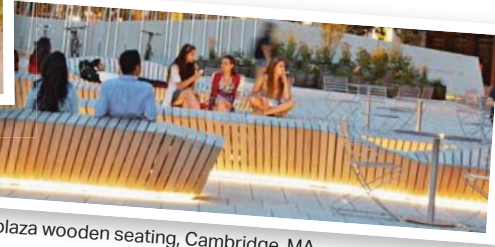




Marina Bay Sands boardwalk, Singapore



Beach cruising



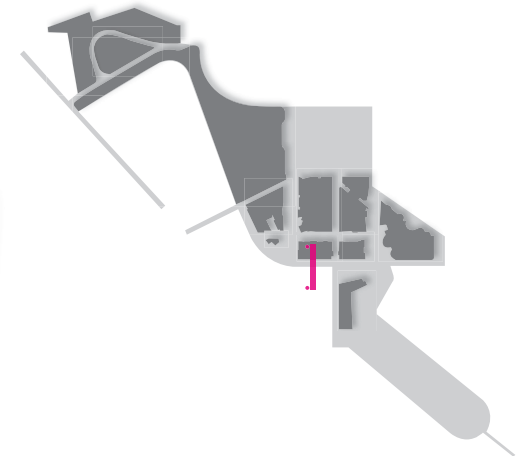
Harvard plaza wooden seating, Cambridge, MA



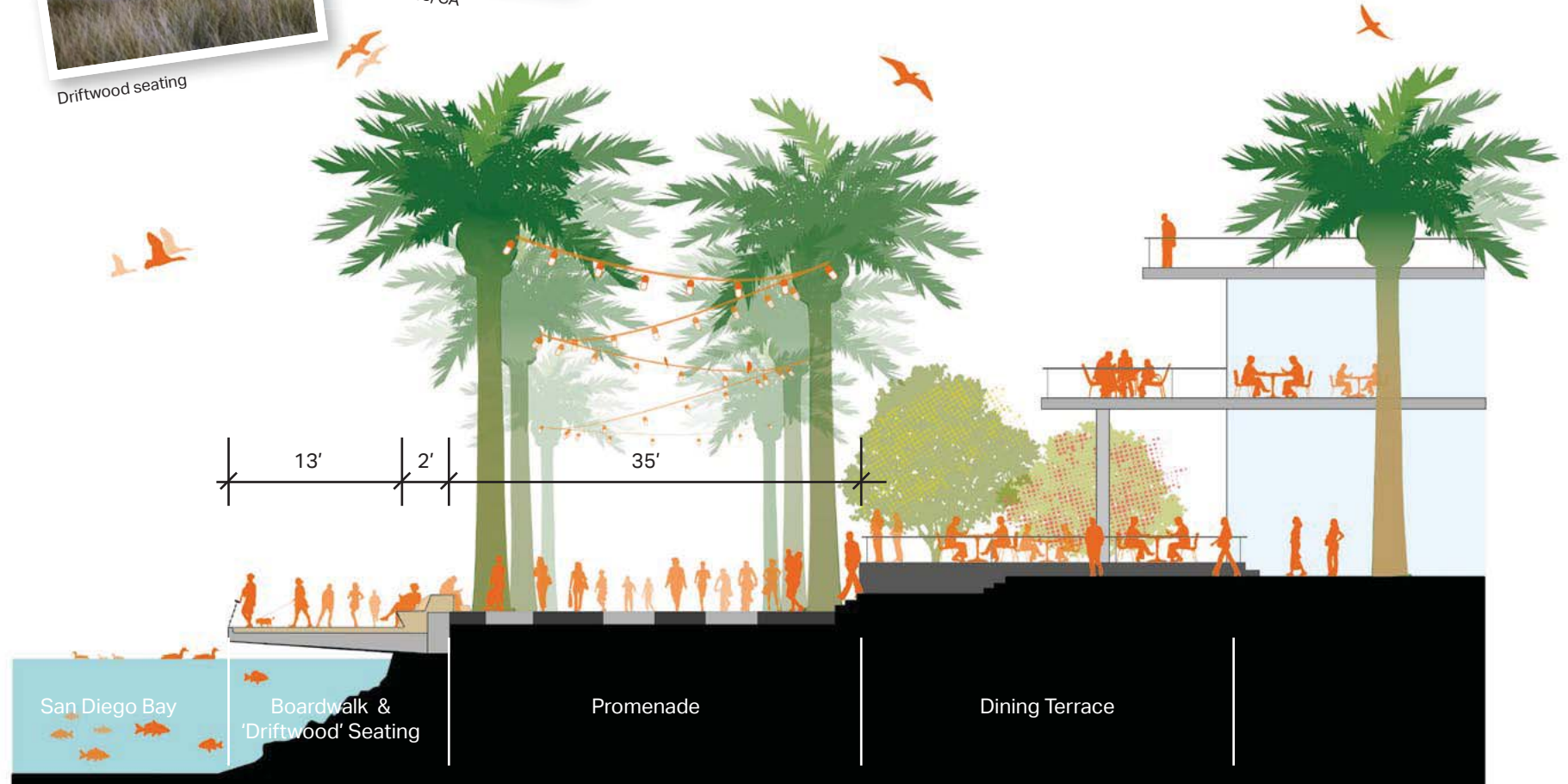
Downtown Harbor, Port of Los Angeles, CA



Driftwood seating



Key Plan



G Street Pier

The northernmost Seaport open space is the improved G Street Pier, including an upgraded Tuna Harbor Park. The pier park now features a family-friendly beach, a dock for paddleboating alongside the USS Midway and a floating Olympic-sized swimming pool.

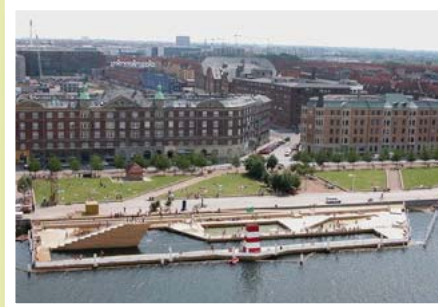
The initial phases integrate the existing Fish Market restaurant and its parking, with the opportunity in the future to relocate the restaurant to the Seaport core and

expand the park uses of the pier. Future uses could also include a new beach club to support the water recreation functions, Tuna Harbor and an expanded marina for luxury berths.





Floating swim area by BIG, Copenhagen, Denmark



Stand up paddleboarding



Echo Park Lake, Los Angeles, CA

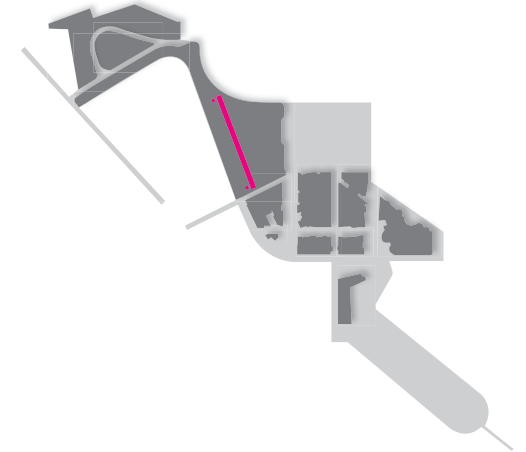


Swimming at the Midway collage

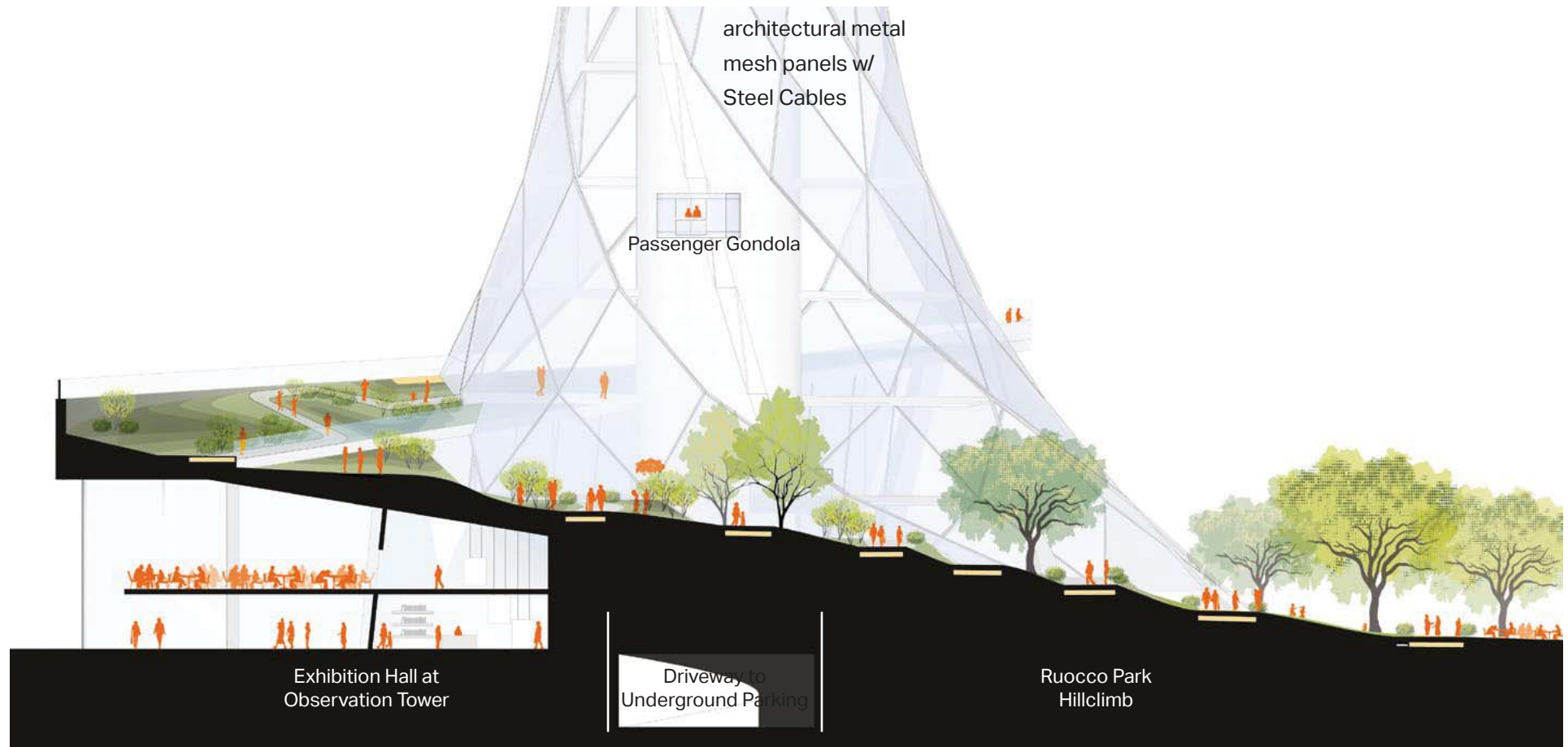
Ruocco Park

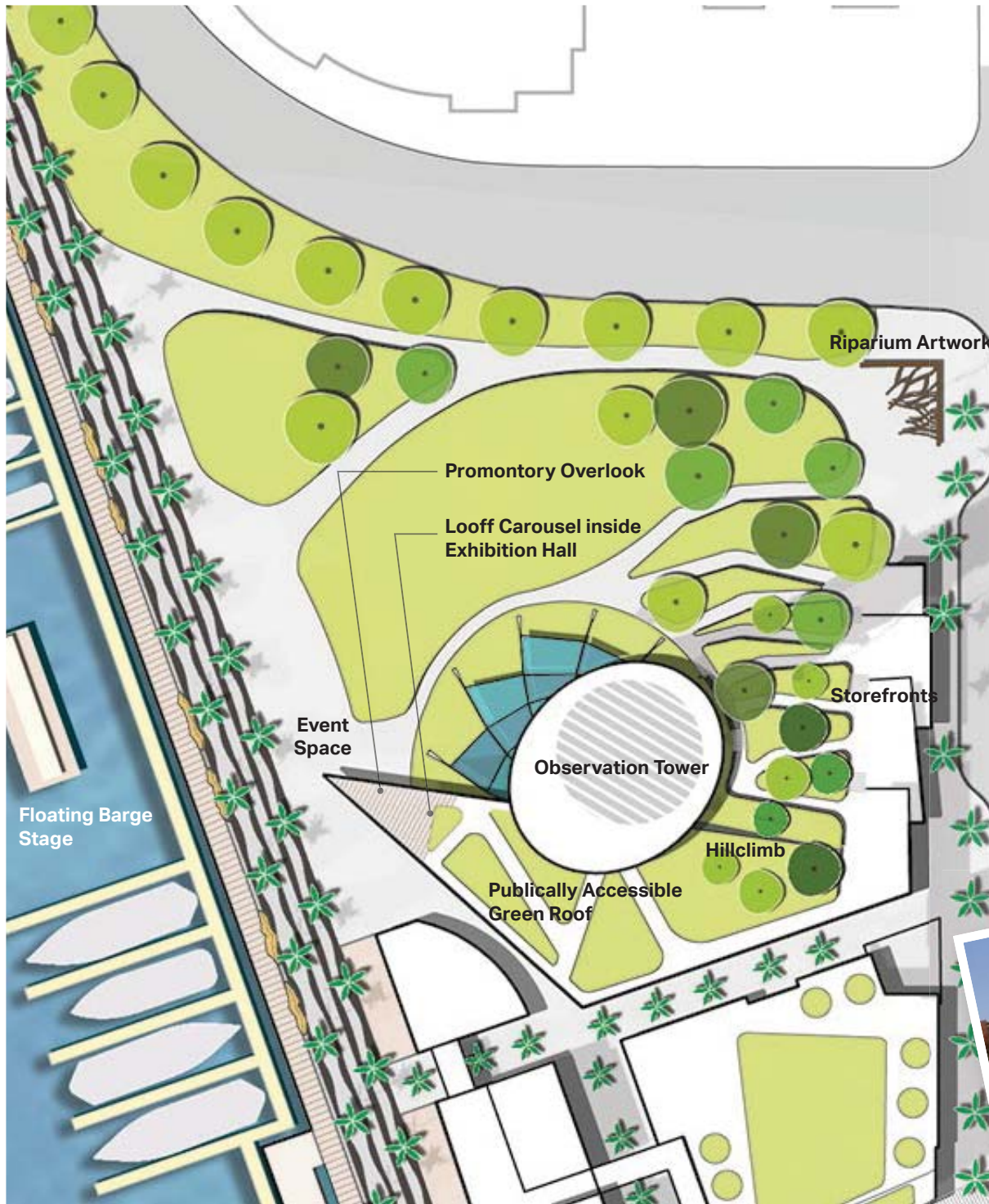
Moving south along the Esplanade, one encounters a dramatically expanded Ruocco Park. While the artwork and some of the flat lawn of the original park remain, the park is nearly doubled in size by sloping it up and around the Observation Tower to a promontory viewpoint over an exhibition hall containing the relocated Looft Carousel from Seaport Village.

The new park will offer stunning views and a hillside amphitheater for movies and performances in the park, as well as a plaza along the Esplanade for pop-up markets and special events.



Key Plan





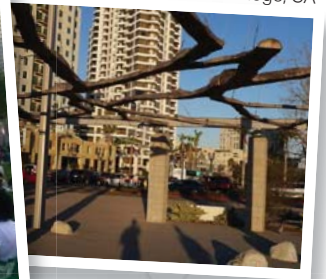
Looff Carousel, Seaport Village, San Diego, CA



Performance in the park



Riparium artwork, San Diego, CA



San Martin de la Mar Square, Cantabria, Spain



Pearl Brewery park amphitheater, San Antonio, TX

Market Street & Pier

In the heart of the marketplace section of the Seaport is a stone-paved pedestrian street similar to Pike Place in the Pike Place Market. It can receive deliveries and service vehicles in the morning, but most of the day allows only foot traffic as shoppers make their way to the various bodegas, beer halls, fish markets, and other retail amenities.

Market Street begins at the terminus of the Pacific Coast Highway and ends on the Market Pier where fishing boats bring fresh product for sale in the markets. Buskers and holiday lighting displays contribute to a festive spirit on Market Street.





Pacific Place

Where the Pacific Coast Highway meets the sea, the public realm widens out into a sparking plaza with expansive views of San Diego Bay. The plaza is gently stepped from the curbsless Front Street street down to the Esplanade with artful driftwood-inspired seating edging the terraces. A floating stage for movies, bands and interpretive programming turns Pacific Place into a grand outdoor theater.

A new café in the plaza offers ice cream, coffee and casual dining at adjacent seating areas. A view corridor is maintained through the plaza and along Front Street between the historic San Diego Pier Café and new BIG-designed Aquarium.



Dining terraces



Inner Harbor, Baltimore, MD



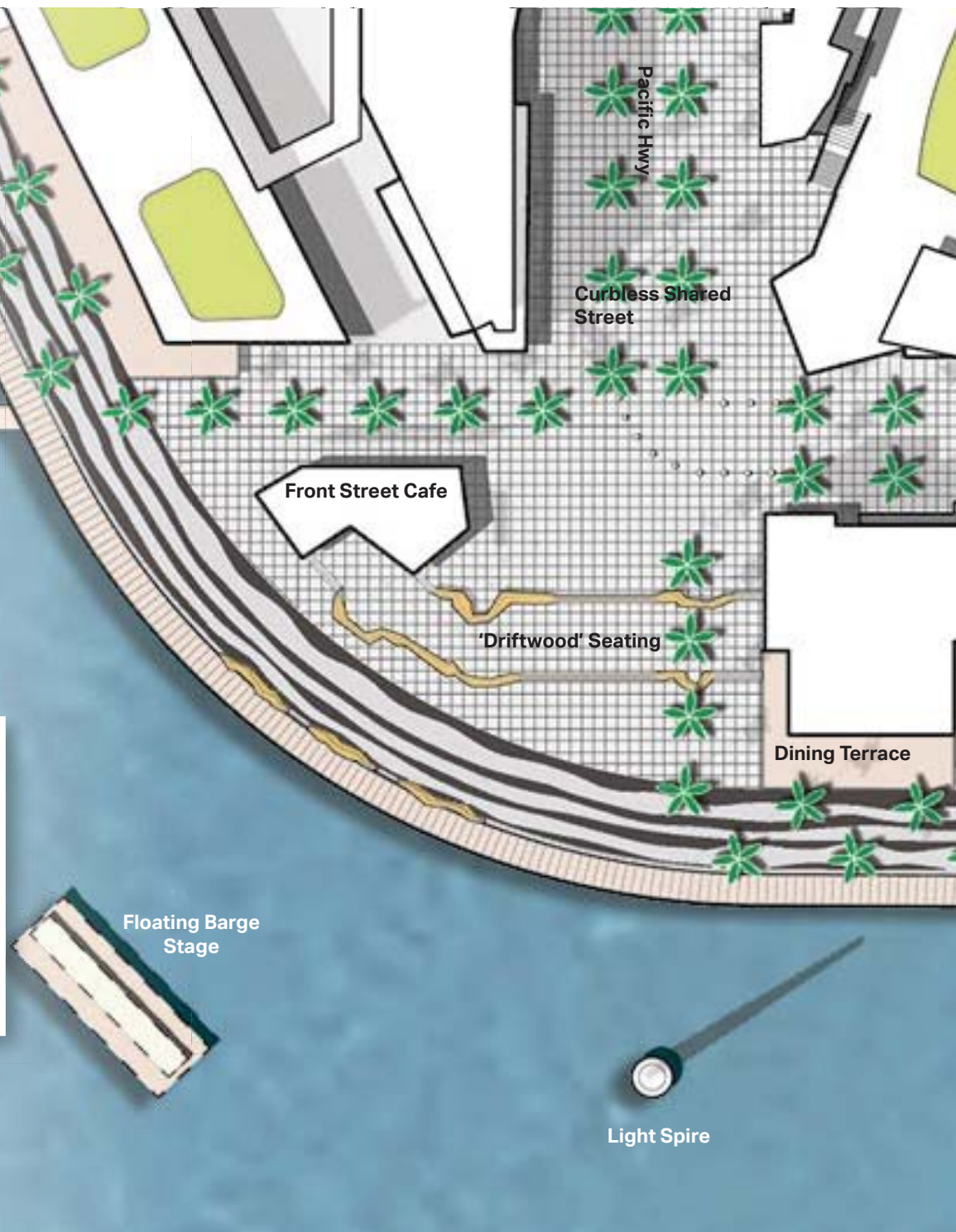
Waterfront Dining



Mendota Terrace, Madison, WI



Stone paving



California Paseo & Pier

Another stone-paved pedestrian street anchors a retail spine through the Seaport core between The Headquarters and a reimagined Embarcadero Marina Park North. Fan palms and Tivoli lights form a dynamic canopy overhead. Bars, restaurants, new retailers and relocated Seaport Village businesses activate this bustling destination for shopping and eating.

Where the paseo meets the park, it crosses a new waterway cut to become a leisure deck full of tables and chairs and a public dock for boat up dining.



Cobblestone street



Brighton New Road, England



Outdoor Market



Luxury yacht berths



Outdoor Eating



Aquarium Park

Where Kettner Boulevard reaches the sea, the Seaport Aquarium offers world-class education and entertainment. In front of the Aquarium are a plaza and two wetland features that provide stormwater treatment for Seaport streets, habitat for Seaport Village ducks, and environmental education for the aquarium and nearby charter school.

The park experience continues up and over the aquarium onto a broad green roof with views into the tops of the exhibits and out over the marina to San Diego Bay. Crossing the Esplanade, the educational opportunities extend to clusters of floating treatment wetlands and trails heading out to unique habitat restoration sites at the Embarcadero Marina Park North.



Seaport Village ducks, San Diego, CA



Floating wetlands, Philadelphia, PA



Treatment wetlands



Parc Diagonal Mar, Barcelona, Spain



Parc Diagonal Mar, Barcelona, Spain



Embarcadero Marina Park North

The southernmost Seaport open space is a dramatically transformed Embarcadero Marina Park North.

The peninsula park is home to new active recreation and wellness programs, such as beach volleyball, boot camps, tai chi and spin classes. It is also changed physically with bay side beaches and marina side habitat terraces and tide pools carved into the mole landform to reveal an undulating landscape of picnic hills, pathways

and activity rooms. After crossing a new open water cut which increases water flow through the marina and creates several hundred feet of new waterfront, visitors encounter a basecamp building where they can rent kayaks, stand up paddleboards or bicycles and pick up a picnic lunch for a day by the bay.

The roof of the basecamp is accessible to visitors to enjoy a great view over the park and out to Coronado.

A pedestrian bridge links the tip of the peninsula to Embarcadero Marina Park South and the San Diego Symphony's new summer bandshell.





Created beach, Brisbane, Australia



Beach volleyball



HTO Urban Beach, Toronto, Canada



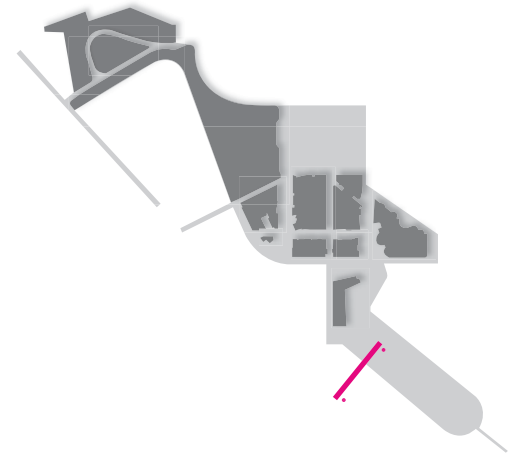
After work picnic



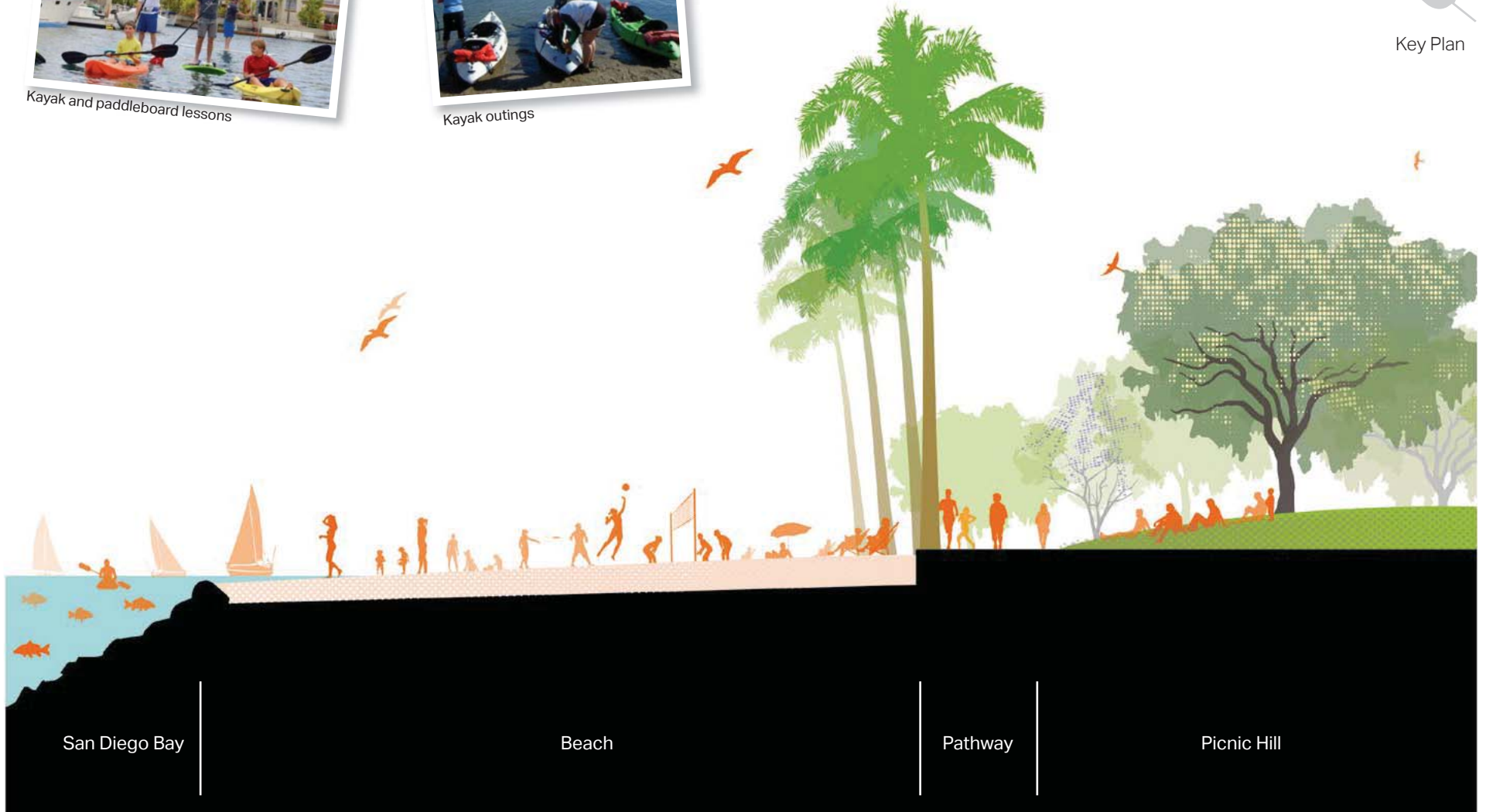
Kayak and paddleboard lessons



Kayak outings



Key Plan



San Diego Bay

Beach

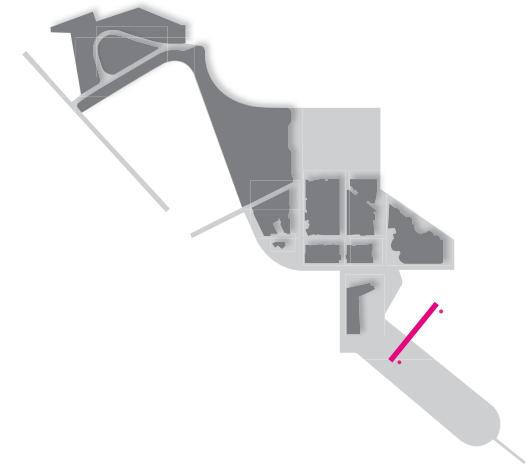
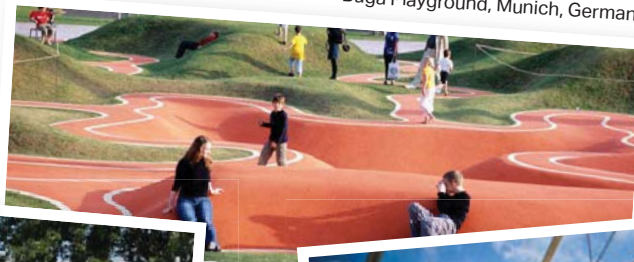
Pathway

Picnic Hill

Yoga classes



Buga Playground, Munich, Germany



Key Plan



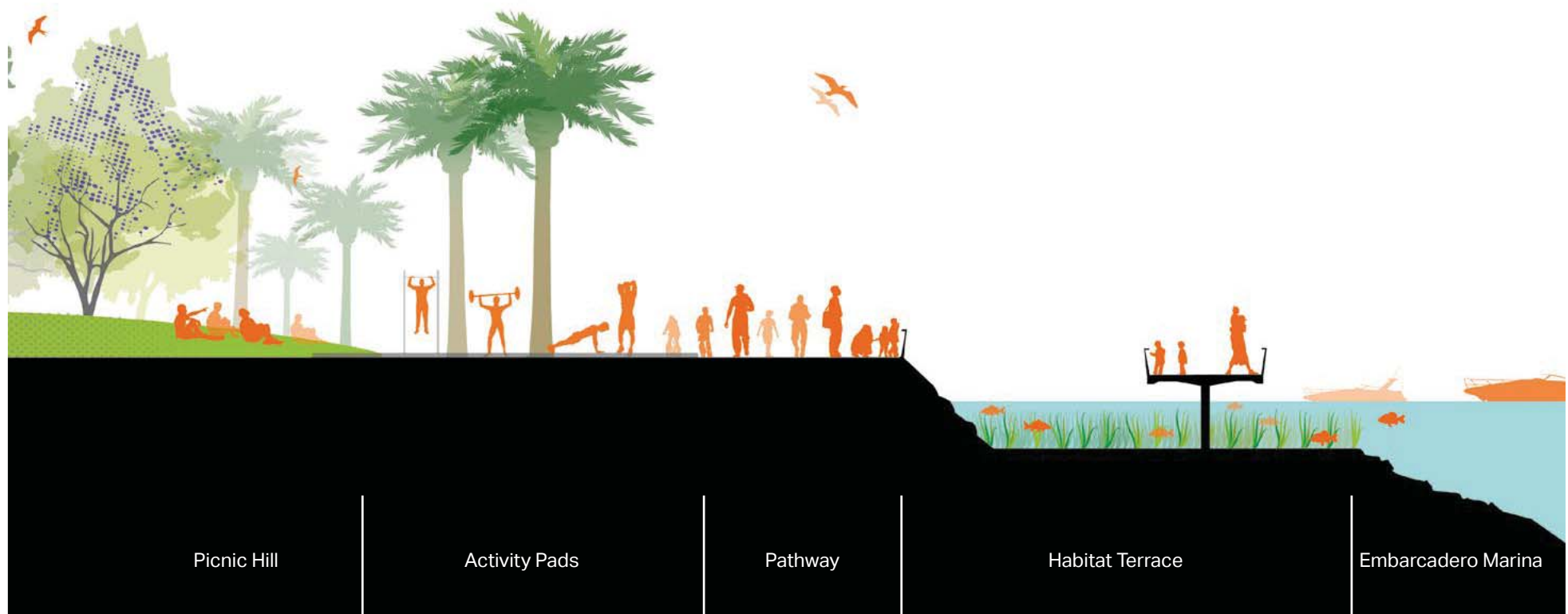
Boot camp



Parkour



Muscle Beach, Santa Monica, CA



Picnic Hill

Activity Pads

Pathway

Habitat Terrace

Embarcadero Marina



Our vision for the **New Seaport** is the creation of a "District," or a place in the City, that transcends the typical "Project" where a single theme applies. With the district approach, architecture is viewed as a multifaceted and diverse response to a rich network of public open spaces including passive parks, active urban streets, walkways and plazas. The district image (outlined in the following pages) reflects multiple building forms, each with their own character, coming together to create fine grain development. In this approach, selected buildings create iconic moments, where other structures function as background buildings designed to enhance the overall experience and seamlessly connect with the fabric of the surrounding City.

A District Approach

Although eclectic by nature, the District Vision is inspired by its waterfront setting with metaphors drawn from the rich history of the site as a working waterfront. Industrial materials and details lay the foundation for modern architectural expressions that address the design expectations for San Diego as a 21st century city. The dynamic interplay of past, present and future drive the creation of this new Waterfront District as it evolves into a contemporary urban waterfront and expression of this unique setting on San Diego's Bay.



Upper BayFront

Block T - The Spire & Entertainment Complex
Block E - Food Hall & Microbrew Center



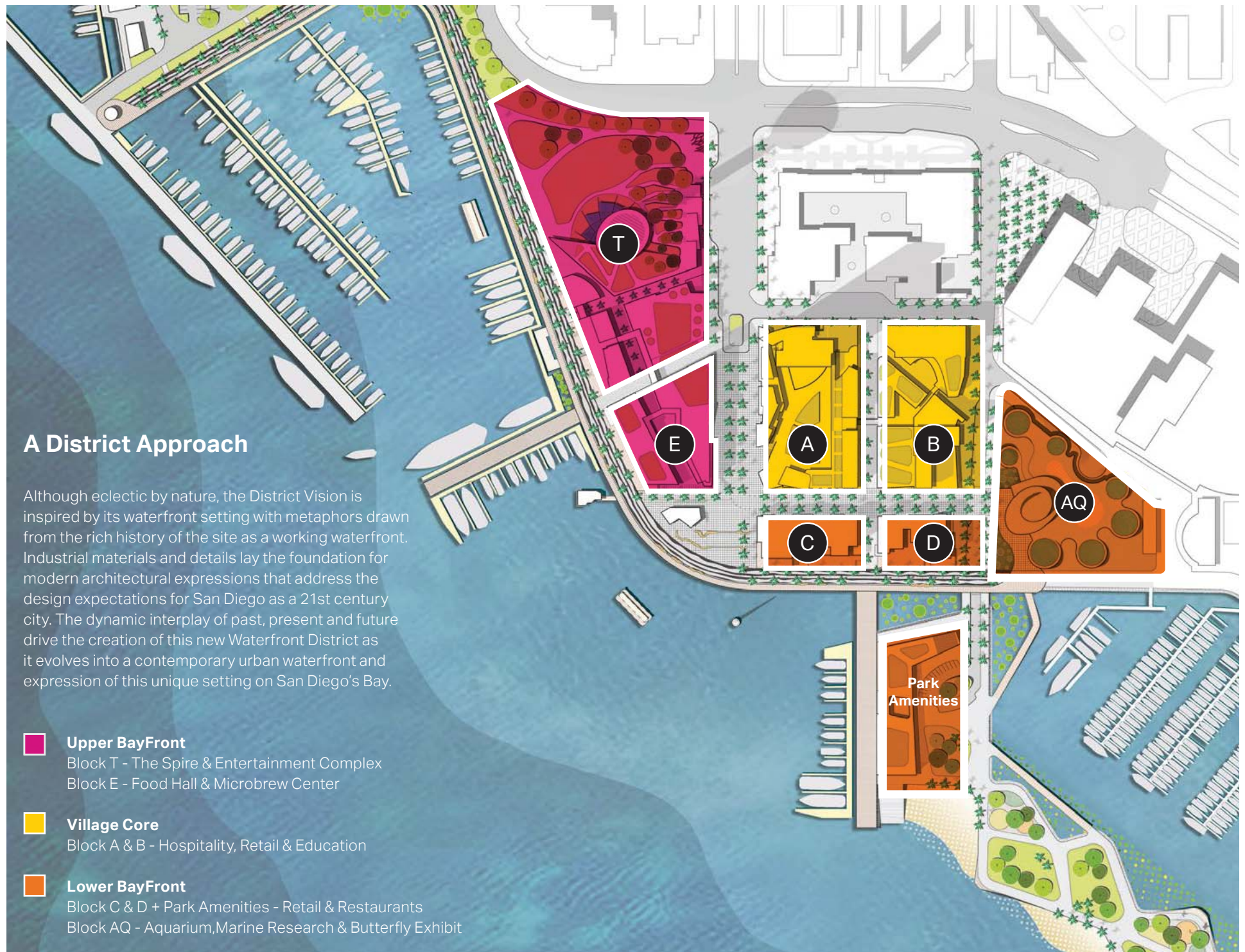
Village Core

Block A & B - Hospitality, Retail & Education



Lower BayFront

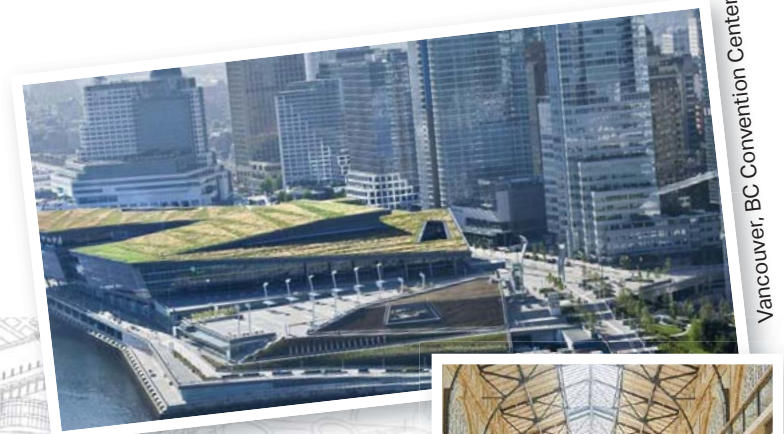
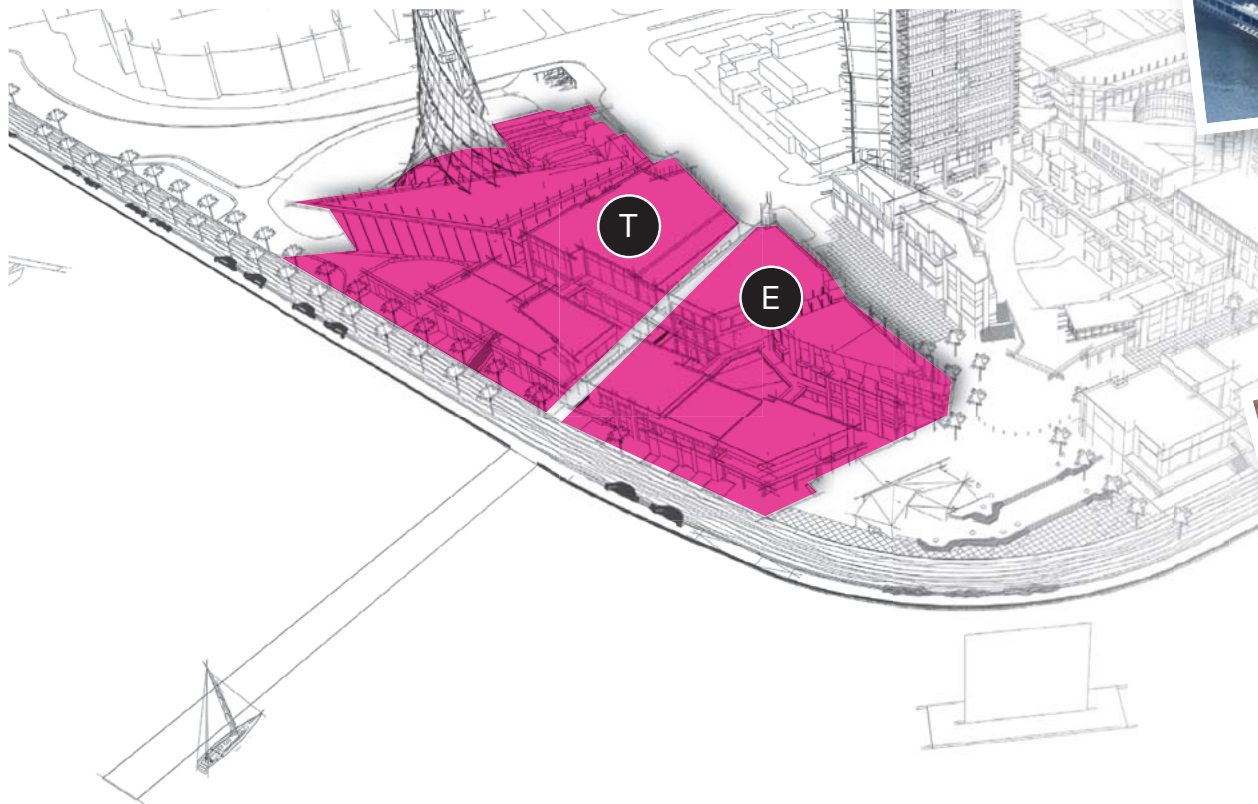
Block C & D + Park Amenities - Retail & Restaurants
Block AQ - Aquarium, Marine Research & Butterfly Exhibit



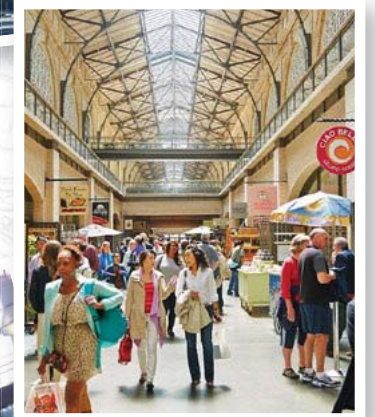
inside the districts
**Upper
BayFront**

Food & Entertainment Retail

Anchored by The Spire and expanded Ruocco Park, the Upper Bayfront area focuses on “San Diego” style entertainment and retail. As The western half of the Pacific Gateway, this area features an active urban experience along Pacific Highway with a network of public spaces providing connections to activities along the Bayfront to the west.



Vancouver, BC Convention Center



San Francisco Ferry Building



Mercado da Ribeira, Lisbon

Upper BayFront

Block T - The Spire & Entertainment Complex

This block features The Spire, an observation tower, together with a two-level entertainment and retail complex with food and beverage activity along the water's edge. Staring at Ruocco Park to the north, an active urban alley cuts through the site connecting to the Food Hall to the south. The east/west connection between The Spire and entertainment complex features

a public galleria with a large digital storyboard depicting the history of San Diego and its bay.

Activities & Uses

1. observation tower lobby
2. restaurant sunset terrace
3. specialty cinema
4. surf club with wave simulators

5. surf bar and outdoor terrace
6. marine retail & water sports center
7. rooftop park
8. public galleria (story of San Diego)
9. urban alley
10. promenade dining

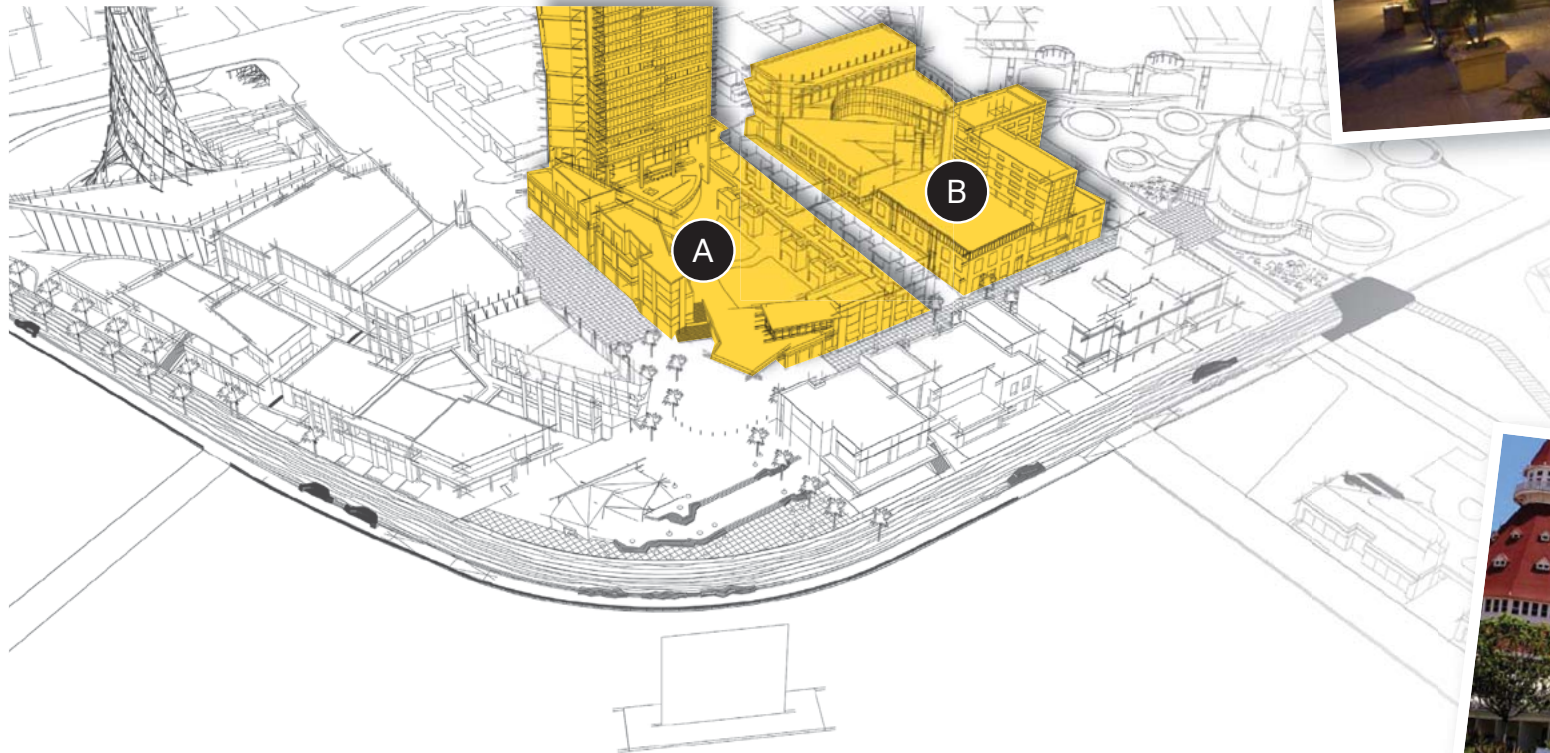


inside the districts **Village Core**

Hospitality, Education & Retail

This area is designed to function as the heart of the larger district. Hospitality uses span a wide range of affordability, combined with street shops, an education center and research venues creating an authentic village atmosphere. At the center the village is a landmark hotel designed to create an active urban scene energizing the core with public uses. Complementing the full-service

hotel are two affordable hotels and event facilities, providing joint-use opportunities with a charter school and a university extension facility.



Del Mar Plaza



Maiden Lane, San Francisco



Sunset Deck,
Hotel Del Coronado

Village Core

Block A - Hospitality, Education & Retail

Strategically located at the core of the district an urban style hotel provides an alternative to the destination resort hotels that exist along the bay front today. Designed in the spirit of a Grand Public Resort, this landmark hotel is a contemporary version of the Hotel Del Coronado where hotel guests, locals and tourists intermix to enjoy hotel shops and restaurants. Food and

beverage venues are open up to public and function as the centerpiece of an active urban scene.

Activities & Uses

1. iconic bay view tower
2. garden suites
3. urban cottages
4. urban retail
5. meeting rooms
6. bar & grill w/ bay view deck
7. public garden & event space
8. hotel shops
9. village shops
10. bridge to event center



Village Core

Block B - Hospitality, Education & Retail

Culture and affordability are features of the unique collection of uses proposed for this block. A new generation hostel and a micro-hotel brings affordability, while a charter school, a university extension facility and event center introduce education, culture and public events.

Completing this block are village shops and art galleries along the Strand Way and California Paseo, where one of a kind retailers create a destination in the retail core.

Activities & Uses

1. new generation hostel
2. charter school & university extension
3. event center & banquet hall

4. affordable "micro" hotel
5. village shops
6. San Diego information center
7. court & mews





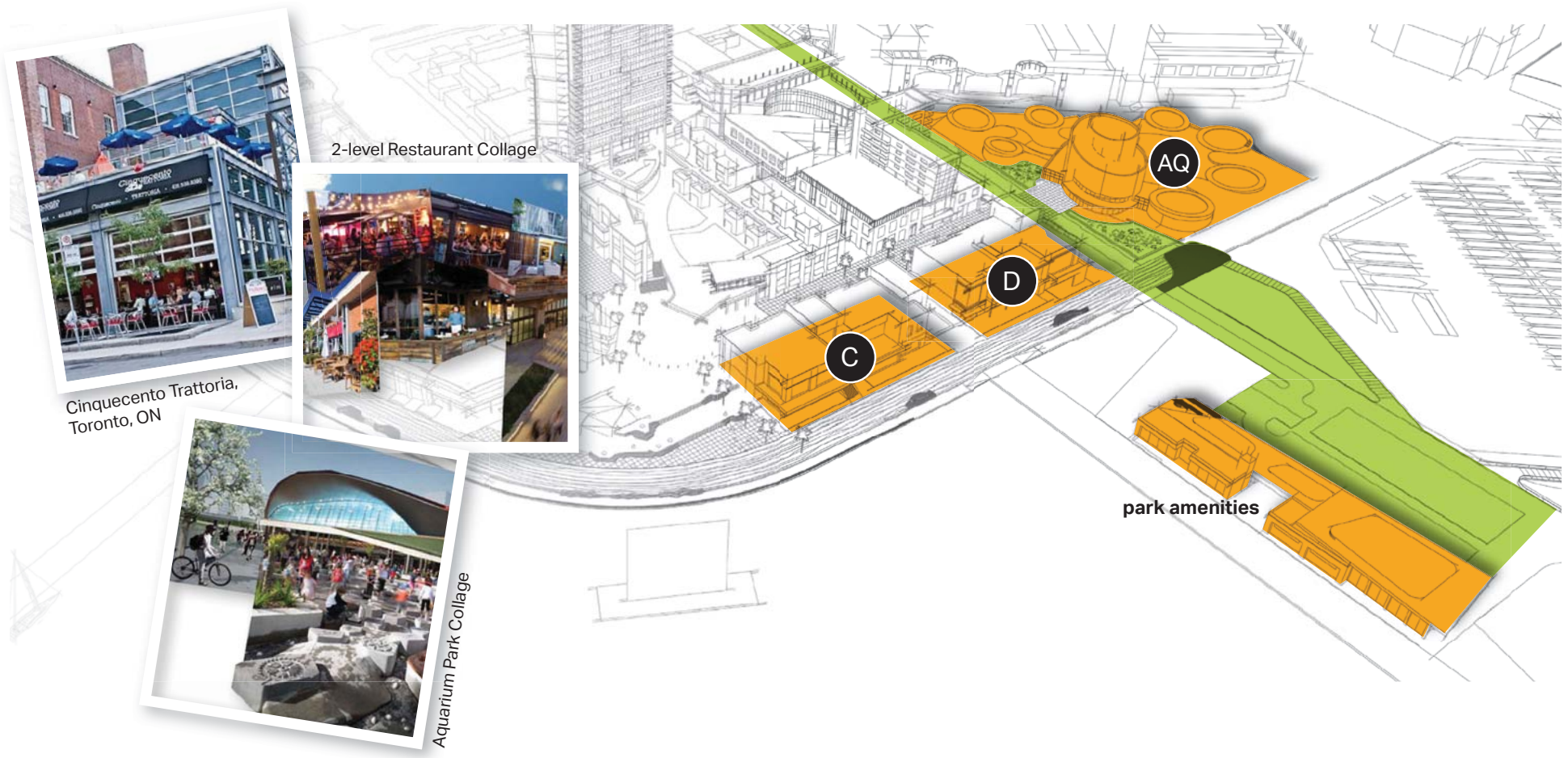
inside the districts Lower BayFront

Retail, Restaurants & Aquarium

The Lower Bayfront includes two distinct experiences each building on the new vision for Marina Park – SEAPORT Park. First, a complex of buildings lines the promenade with retail and restaurant uses. As the new pier extends to the south, two “Park Buildings” extend this experience providing amenities for park and bayside activities. Second, a new aquarium and marine research

center anchors an outdoor lifestyle experience telling the story of San Diego through a series of views emphasizing health and fitness, social engagement and environmental awareness.

Anchoring the southeast corner of the project is the new seaport park and big bay experience. This vision reimagines kettner blvd. As a “park-like” gateway to the waterfront.



Lower BayFront

Block C & D - Park Amenities

This building complex includes retail shops facing the Strand Way with restaurants and bars on two levels facing the bay. The bay front experience is designed to activate the promenade and create a light-filled urban scene along the water's edge. Two small buildings in the park provide amenities along the pier.

Activities & Uses

1. village shops
2. 2 levels of restaurants & bars
3. oceanview terrace
4. pierside food & beverage
5. watersport rentals



Lower BayFront

Block AQ - Aquarium, Marine Research & Butterfly Exhibit

Designed by internationally acclaimed architecture firm, Bjarke Ingels Group (BIG), the aquarium is the centerpiece of a larger collaboration aimed at creating a "Big Bay Experience" along a new gateway to the waterfront. Powered by Smithsonian Media, the site will feature a world-class aquarium, butterfly experience,

virtual reality venue and educational and marine research programs working in association with the charter school and university extension.

Activities & Uses

1. aquarium (underground)
2. butterfly experience
3. Smithsonian (VR)

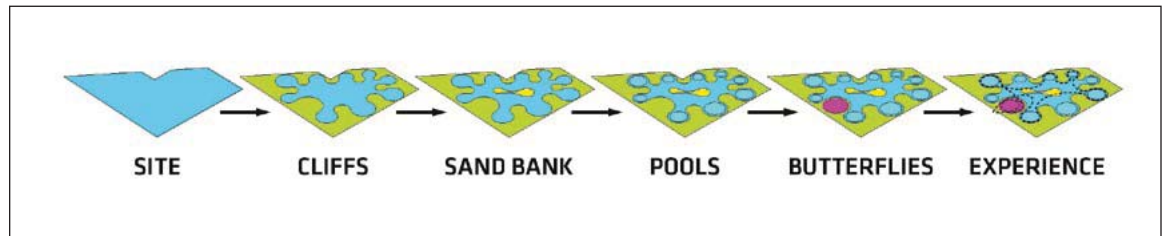
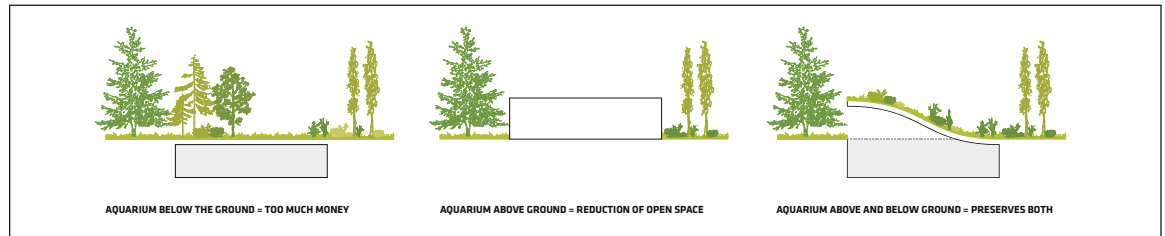
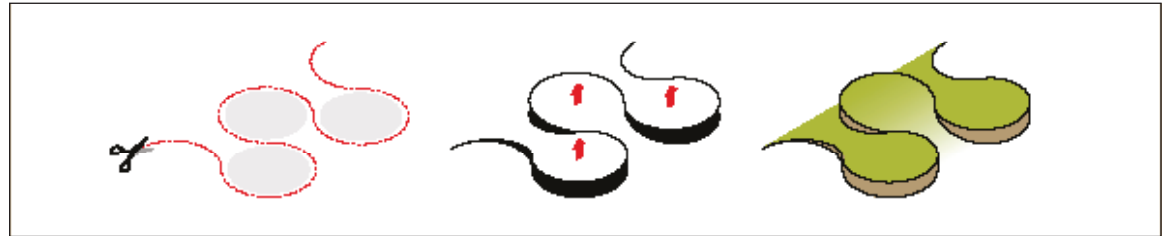
4. health & fitness venues
5. bay front marine experience
6. rooftop park
7. aquarium cafe & store



Lower BayFront

Bjarke Ingels Group (BIG)

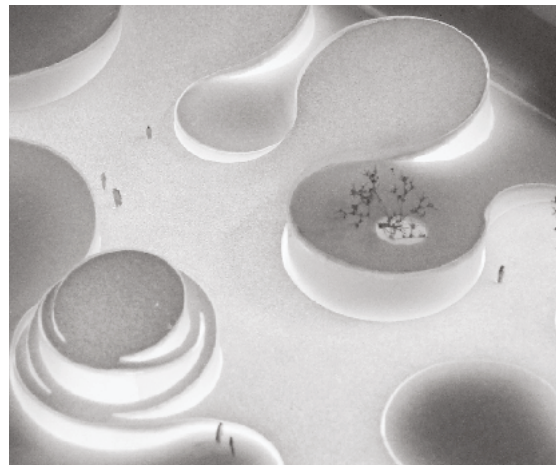
The process diagrams and character vignettes illustrates San Diego's aquarium as more than a place to enter - it is a place to climb, wade, engage, learn and explore both inside and out. The aquarium design, butterfly exhibit and marine research facility, in association with Smithsonian Media, creates a place that is truly San Diego.



process: design development diagrams



rendering: exterior experience



process: physical model

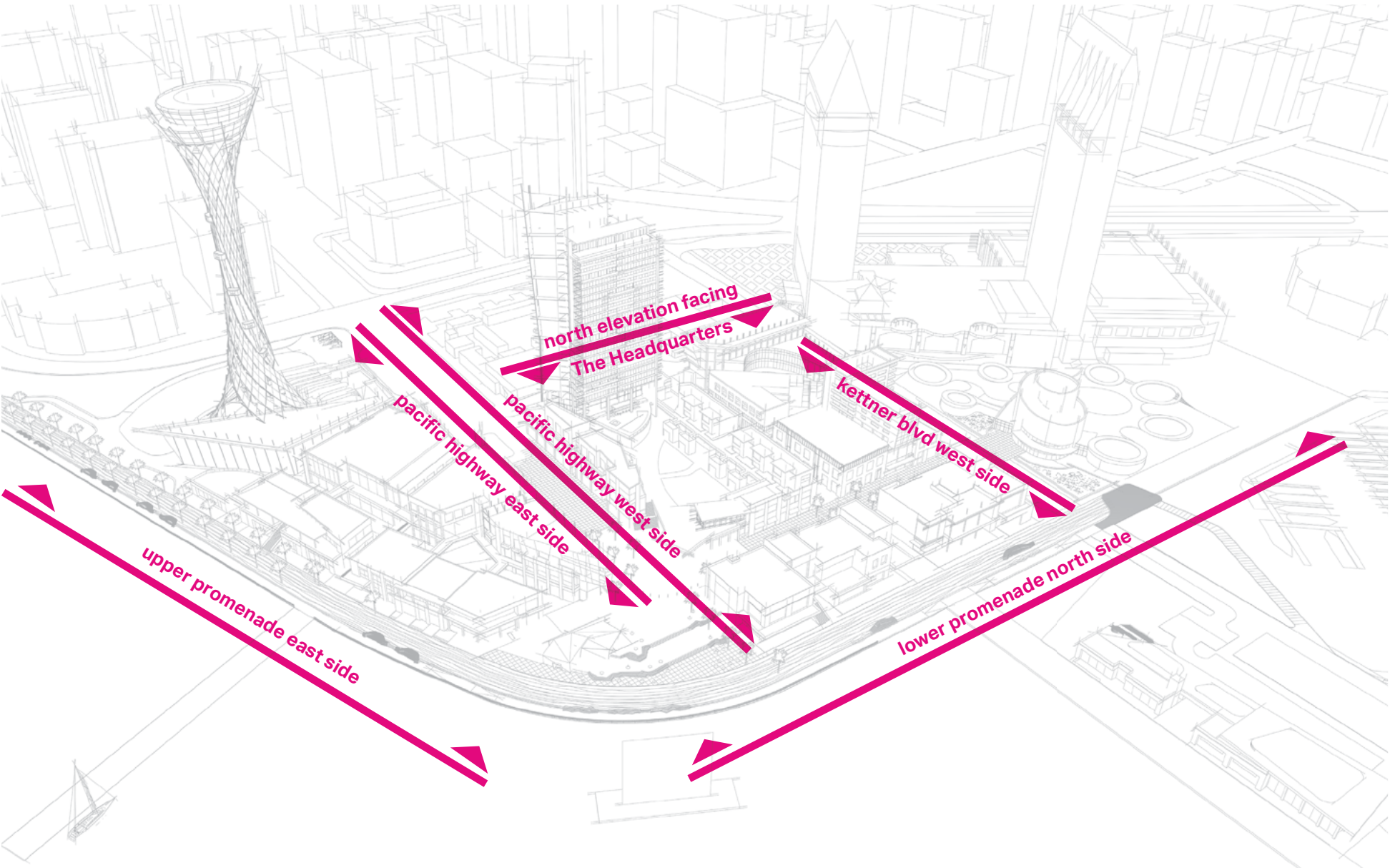


rendering: interior paneling



Lower Level Elevations

Elevations Key Map



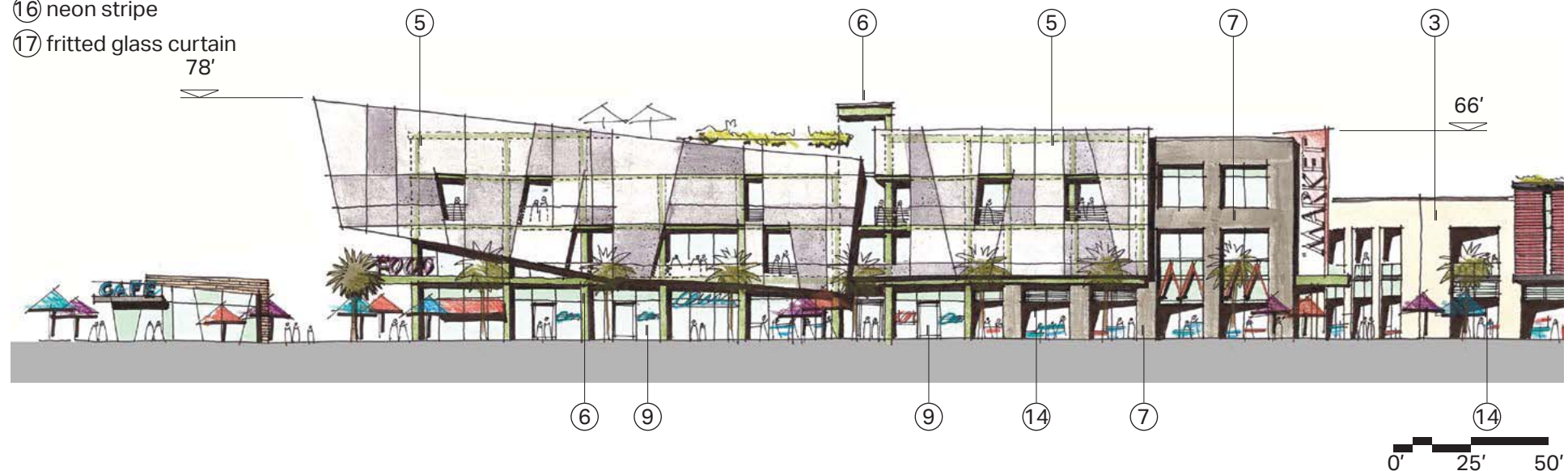
Lower Level Elevations

Pacific Highway West Side

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
- ⑧ metal panels
- ⑨ glass & steel store-
- ⑩ front
- ⑪ cable guardrail
- ⑫ glass guardrail
- ⑬ awning fabric
- ⑭ metal shade structure
- ⑮ roll up doors
- ⑯ neon stripe
- ⑰ fritted glass curtain



sample materials and details



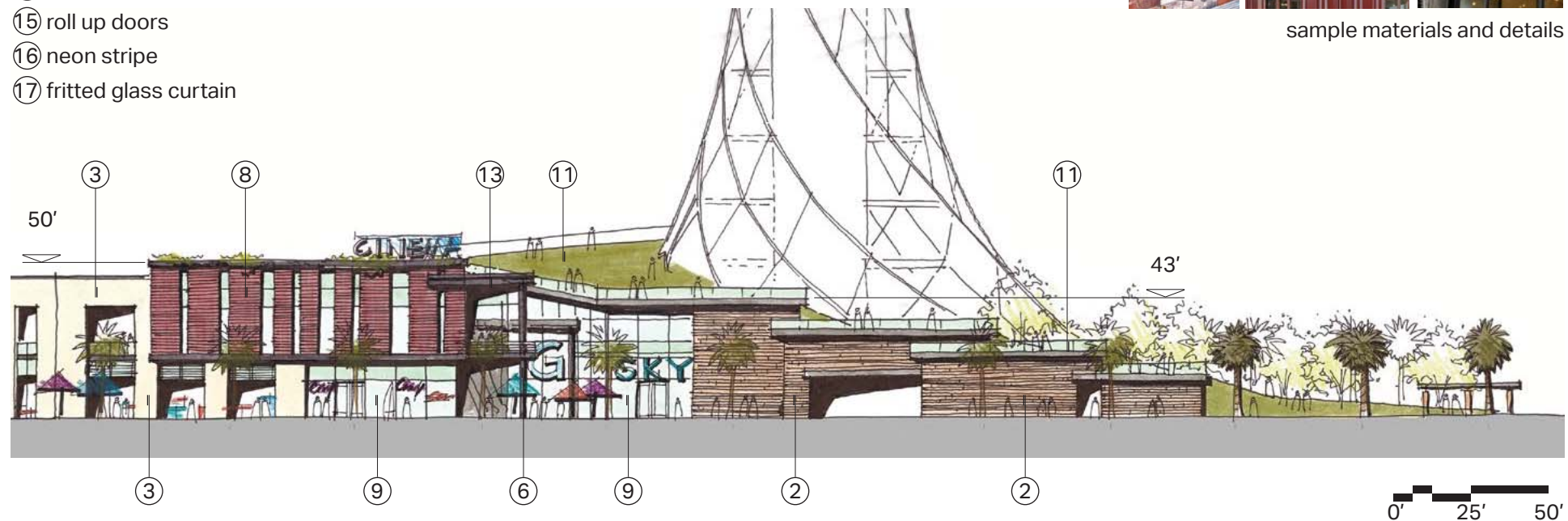
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sample materials and details



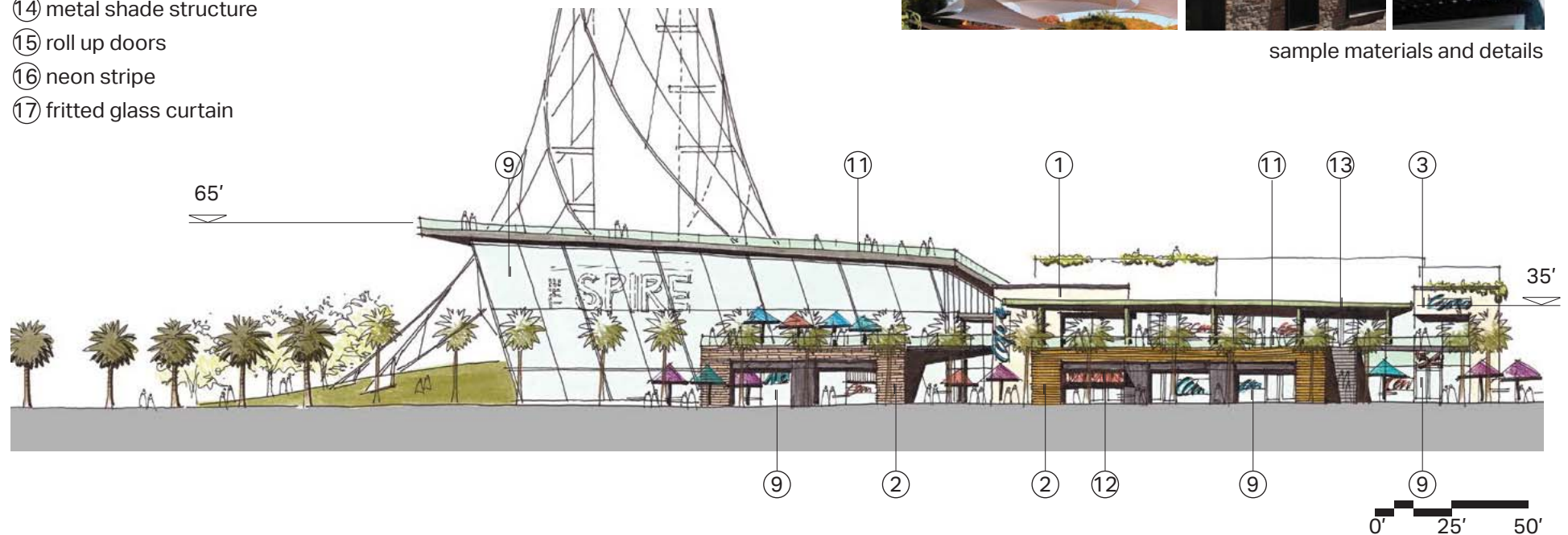
Lower Level Elevations

Upper Promenade East Side

- ① stucco
- ② stone veneer
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- ⑥ industrial steel frames
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sample materials and details



Lower Level Elevations

Upper Promenade East Side

- ① stucco
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sample materials and details



Lower Level Elevations

Pacific Highway East Side

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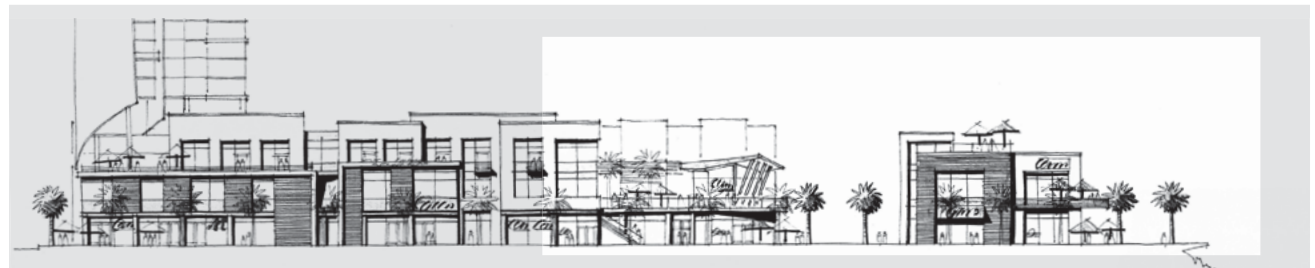
sample materials and details



Lower Level Elevations

Pacific Highway East Side

- ① stucco
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sample materials and details



Lower Level Elevations

North Elevation Facing The Headquarters

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
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sample materials and details



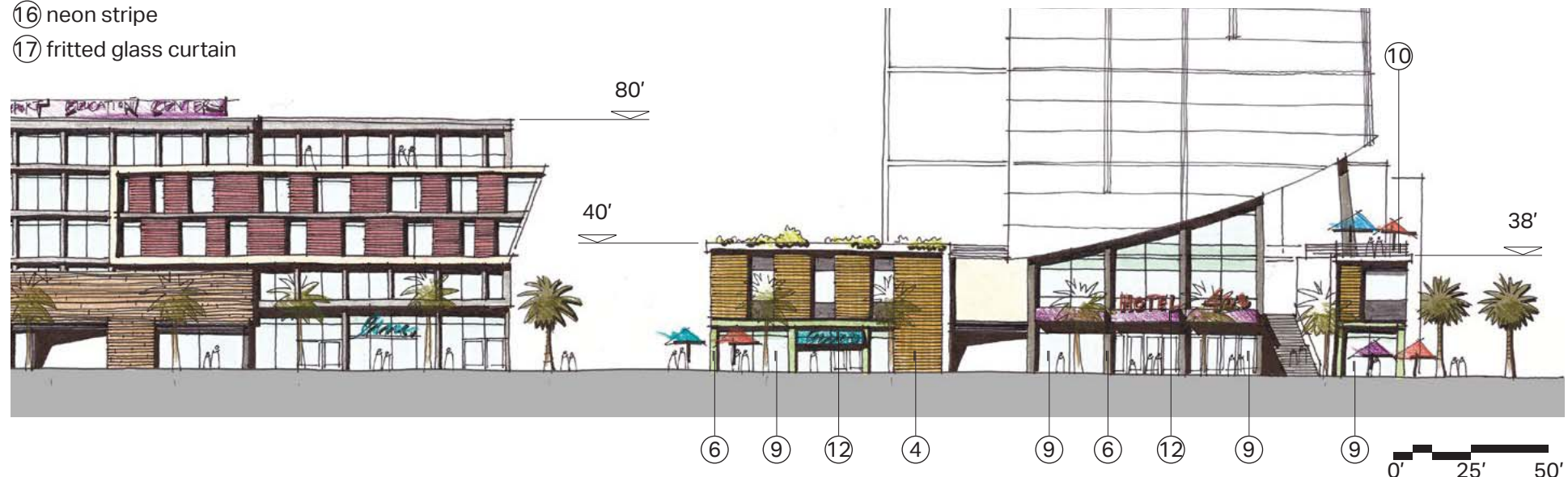
Lower Level Elevations

North Elevation Facing The Headquarters

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sample materials and details



Lower Level Elevations

Kettner Blvd West Side

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
- ⑧ metal panels
- ⑨ glass & steel store-
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- ⑪ cable guardrail
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sample materials and details



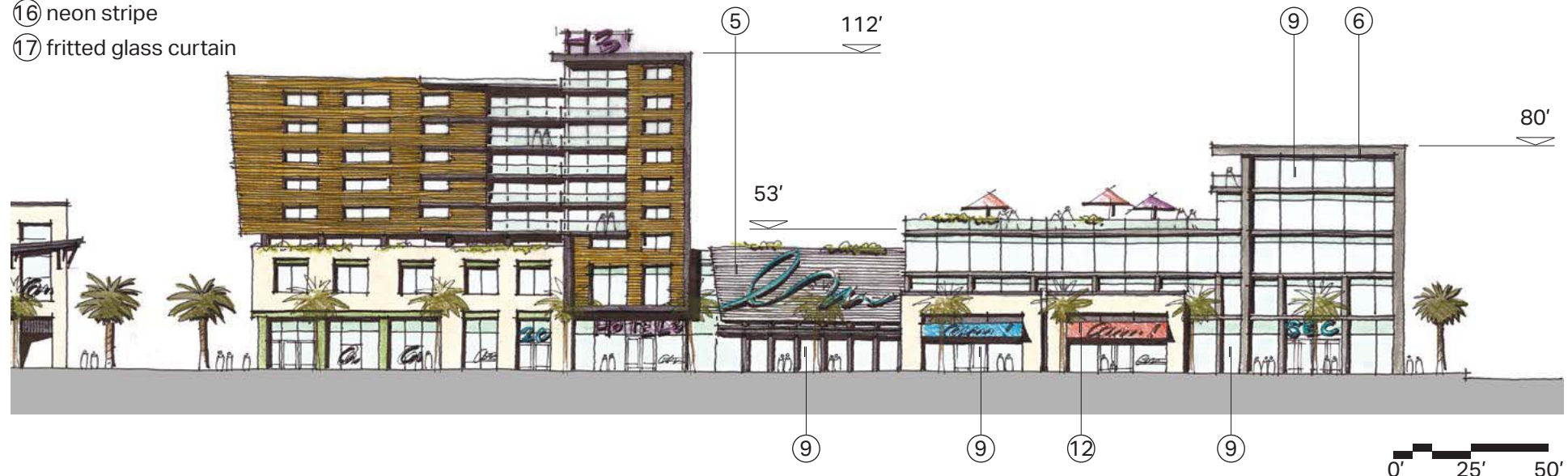
Lower Level Elevations

Kettner Blvd West Side

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sample materials and details



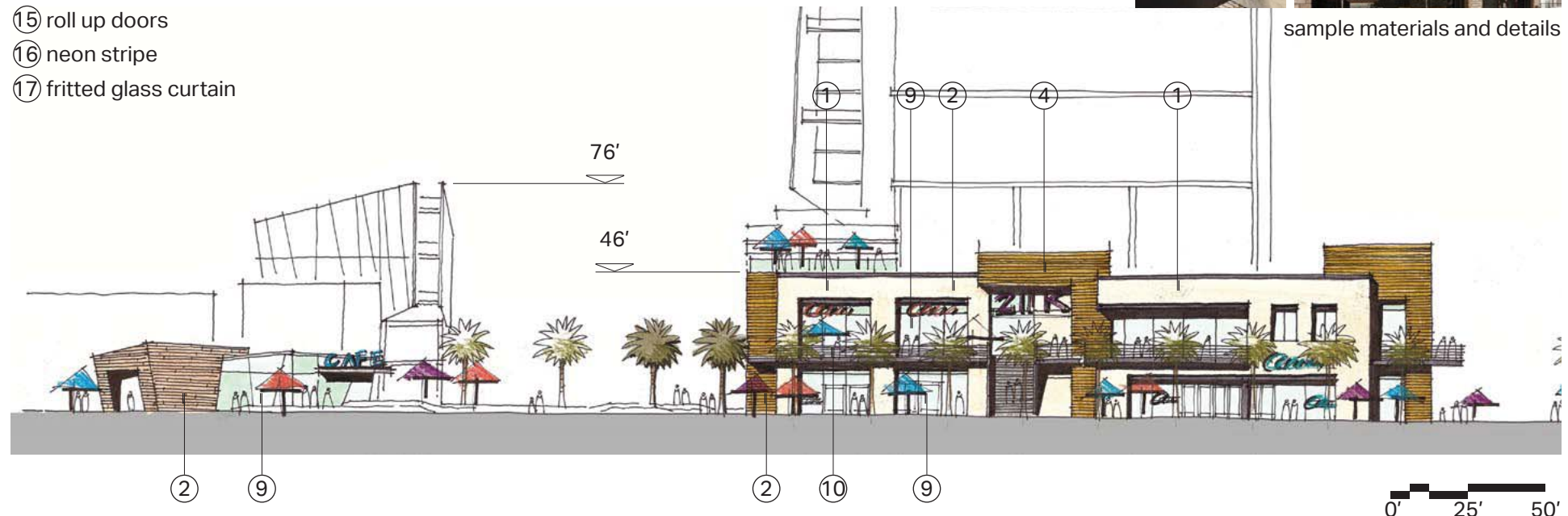
Lower Level Elevations

Lower Promenade North Side

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- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
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- ⑯ neon stripe
- ⑰ fritted glass curtain



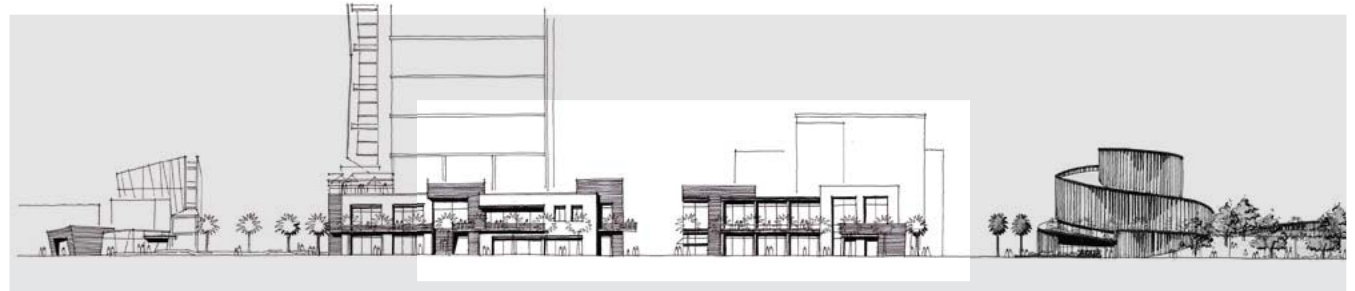
sample materials and details



Lower Level Elevations

Lower Promenade North Side

- ① stucco
- ② stone veneer
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- ⑥ industrial steel frames
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- ⑮ roll up doors
- ⑯ neon stripe
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sample materials and details



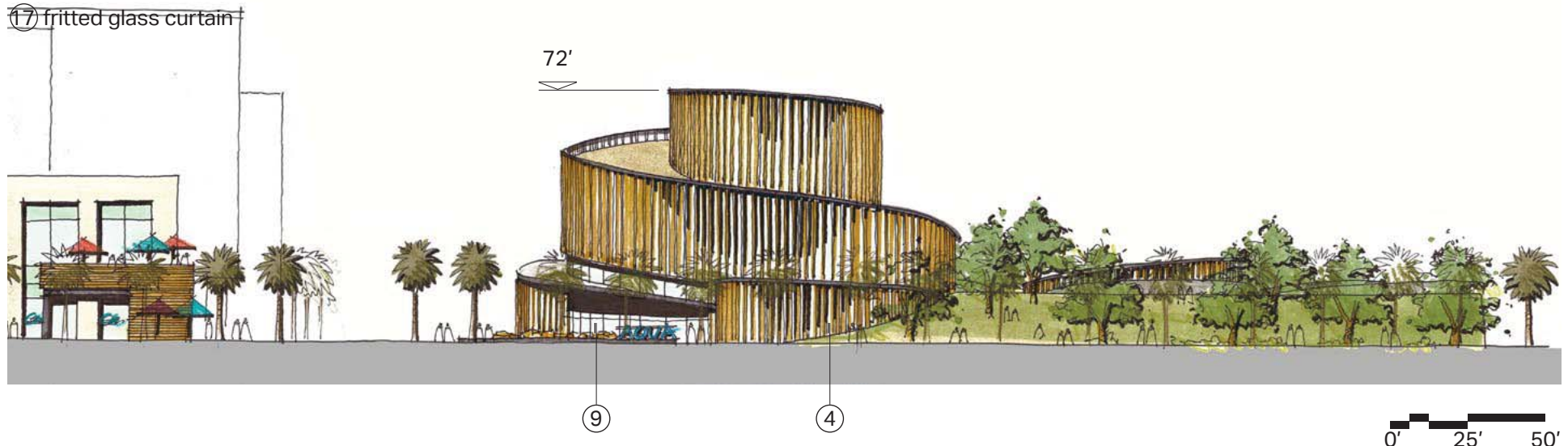
Lower Level Elevations

Lower Promenade North Side

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- ⑯ neon stripe
- ⑰ fritted glass curtain



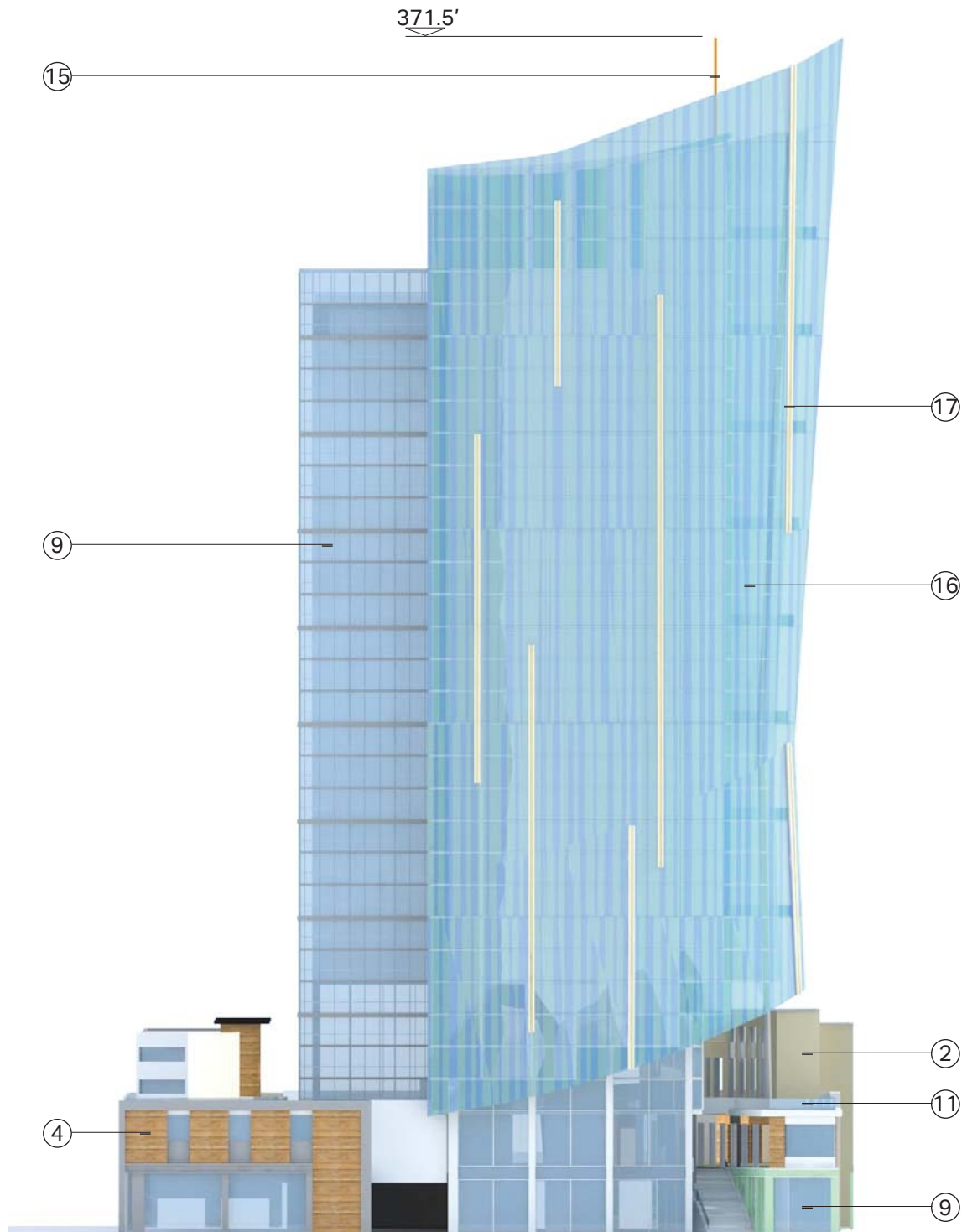
sample materials and details



Hotel Tower

North Elevation

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
- ⑧ metal panels
- ⑨ glass & steel store-
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- ⑫ glass guardrail
- ⑬ awning fabric
- ⑭ metal shade structure
- ⑮ roll up doors
- ⑯ neon stripe
- ⑰ fritted glass curtain

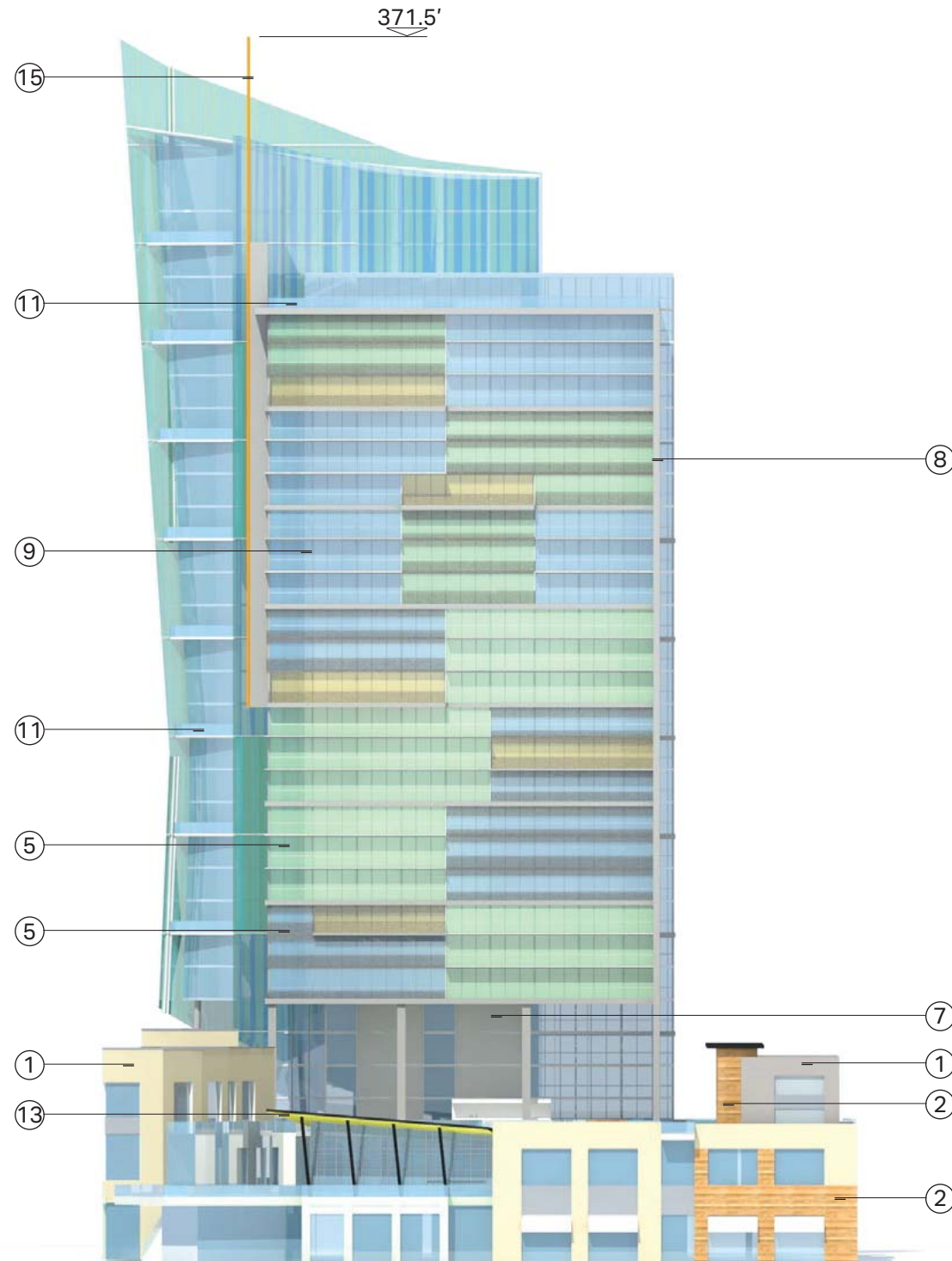


0' 25' 50'

Hotel Tower

South Elevation

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
- ⑧ metal panels
- ⑨ glass & steel store-
- ⑩ front
- ⑪ cable guardrail
- ⑫ glass guardrail
- ⑬ awning fabric
- ⑭ metal shade structure
- ⑮ roll up doors
- ⑯ neon stripe
- ⑰ fritted glass curtain

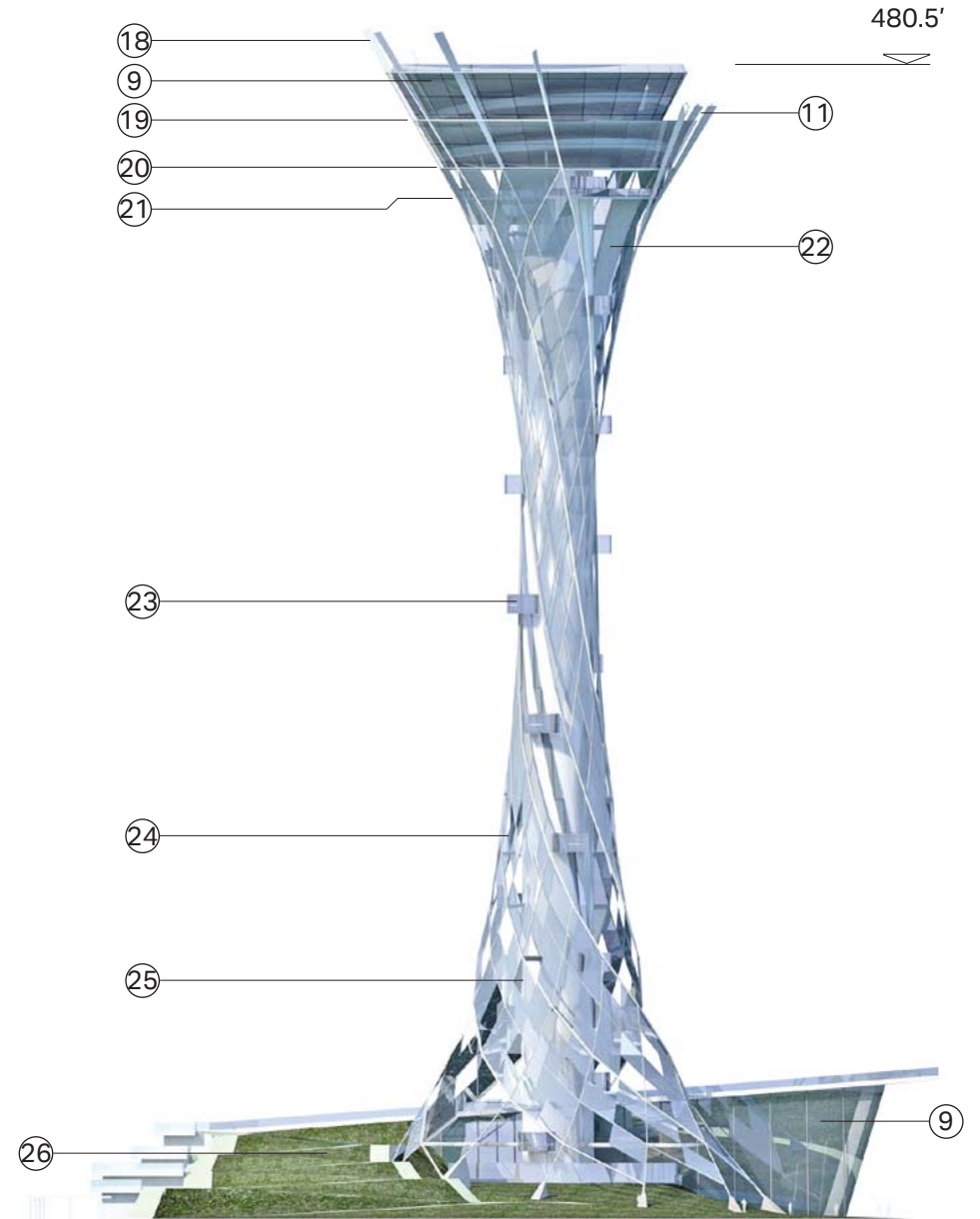


0' 25' 50'

The Spire

North Elevation

- ① stucco
- ② stone veneer
- ③ brick veneer
- ④ wood siding
- ⑤ metal screen
- ⑥ industrial steel frames
- ⑦ concrete panels
- ⑧ metal panels
- ⑨ glass & steel storefront
- ⑩ cable guardrail
- ⑪ glass guardrail
- ⑫ awning fabric
- ⑬ metal shade structure
- ⑭ roll up doors
- ⑮ neon stripe
- ⑯ fritted glass curtain wall
- ⑰ vertical steel
- ⑱ decorative metal elements
- ⑲ dining/meeting level
- ⑳ observation level
- ㉑ loading and unloading level
- ㉒ support structure
- ㉓ passenger gondola
- ㉔ architectural metal mesh panels
- ㉕ slip-form concrete core
- ㉖ terraced park



View from North

The Spire & Hotel Tower



142 STALLS

STORAGE

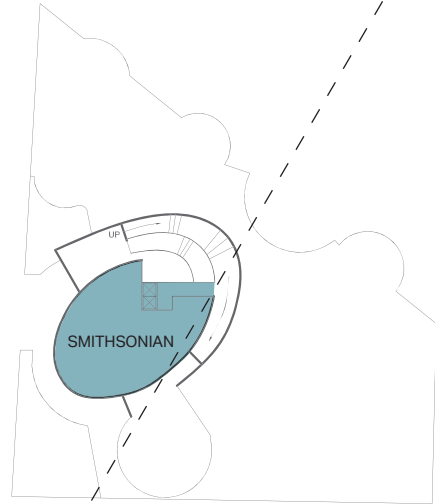
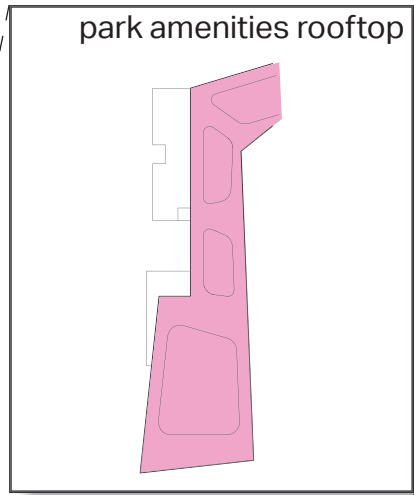
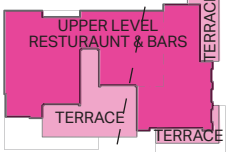
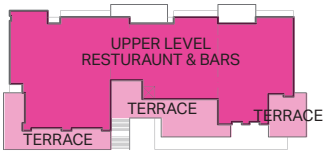
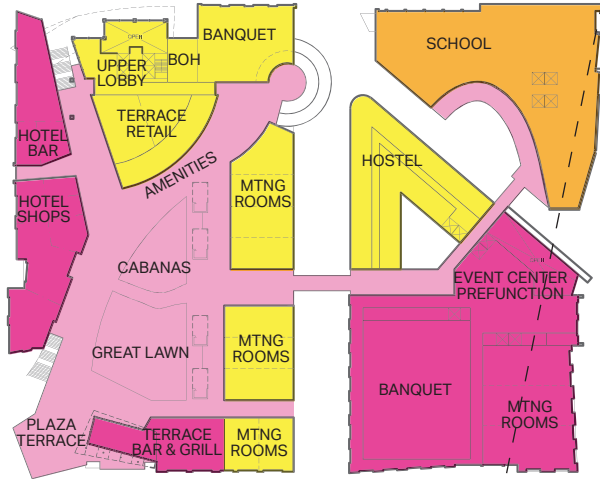
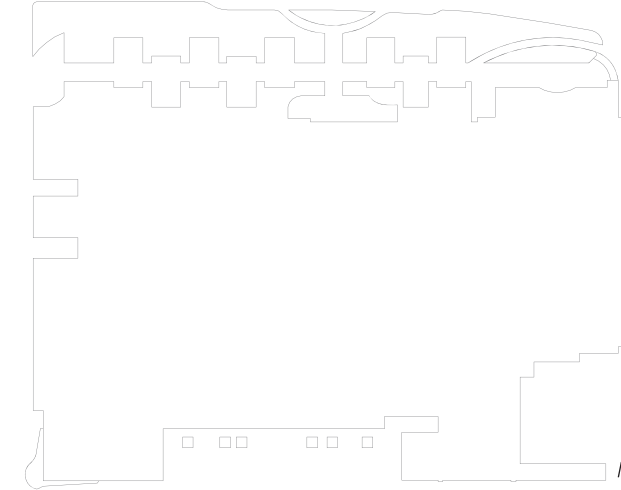
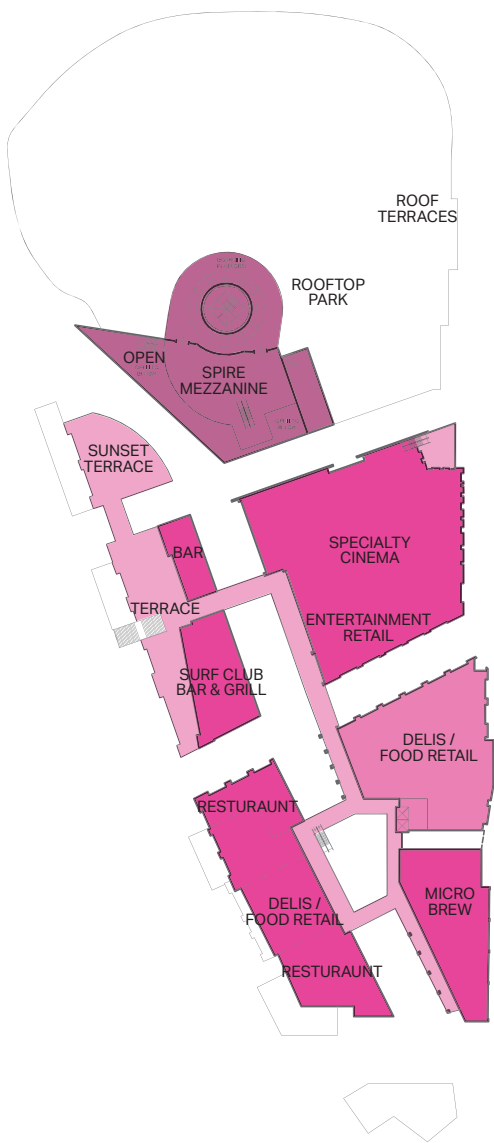
1063 STALLS

1,205 TOTAL STALLS PER LEVEL

Parking plan:
2 Subterranean levels
2,410 Total stalls

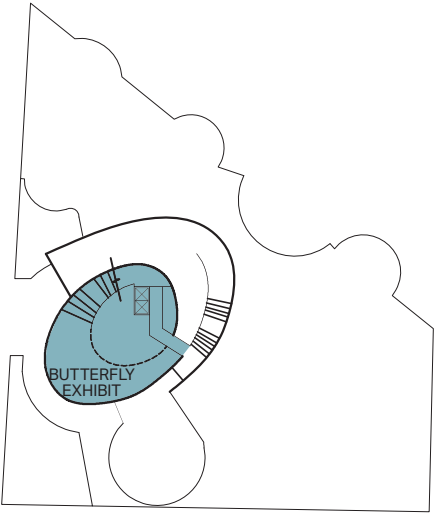
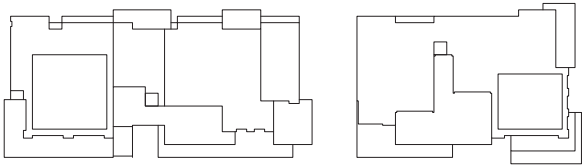
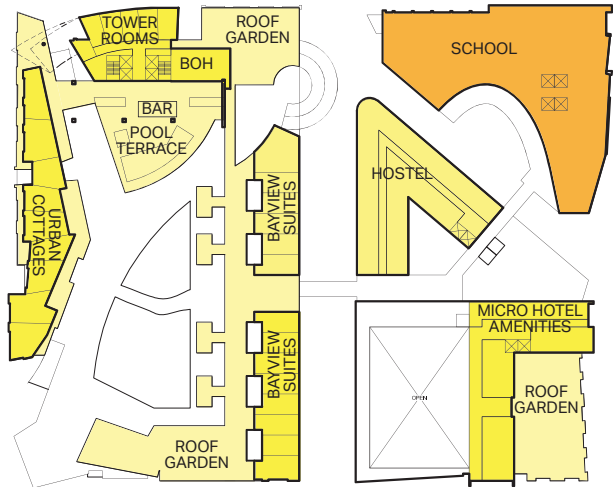
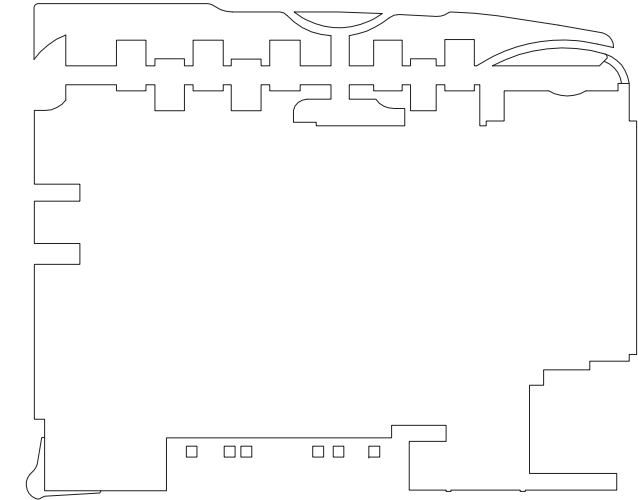
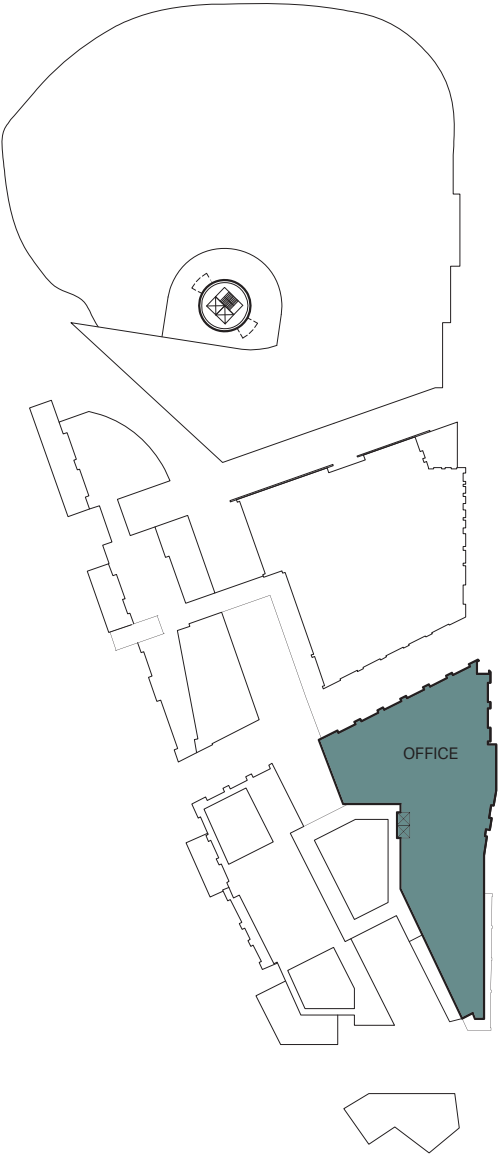
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Plans
Level 2

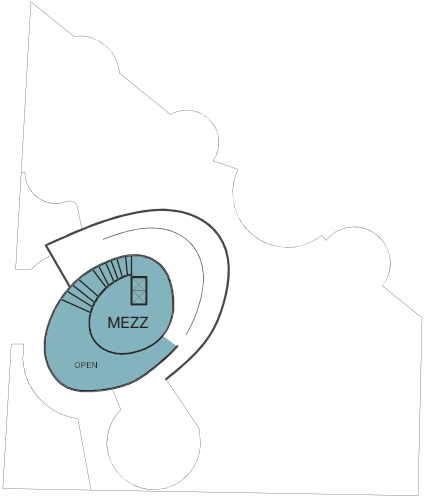
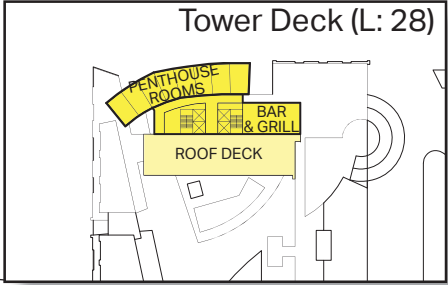
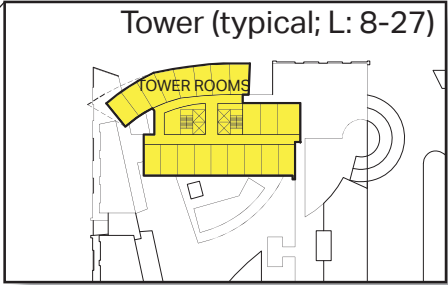
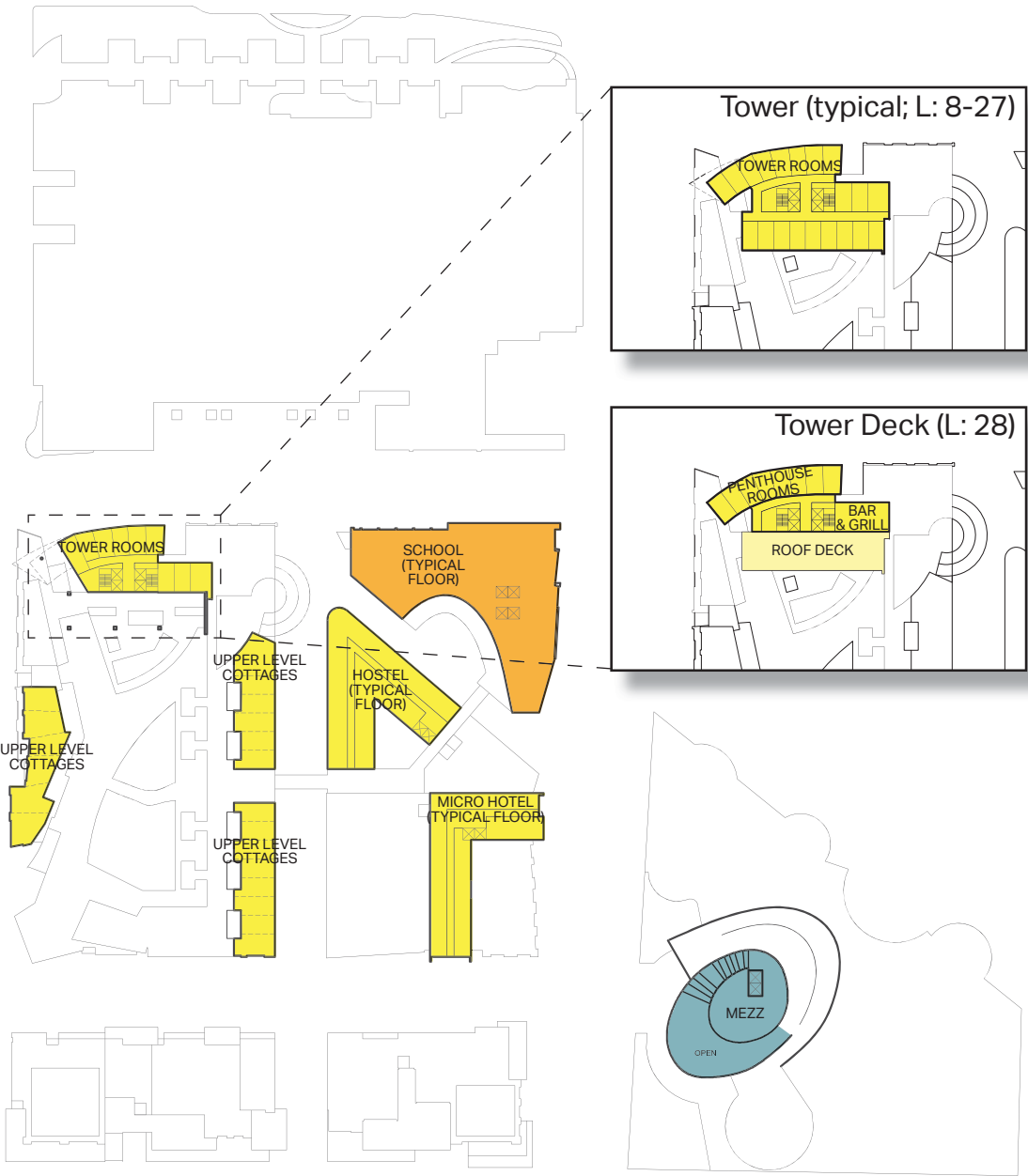
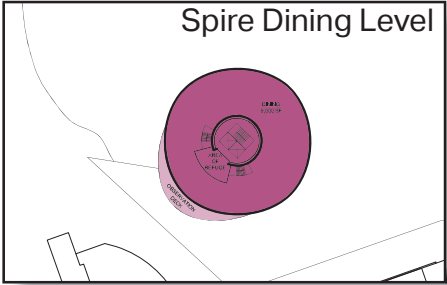
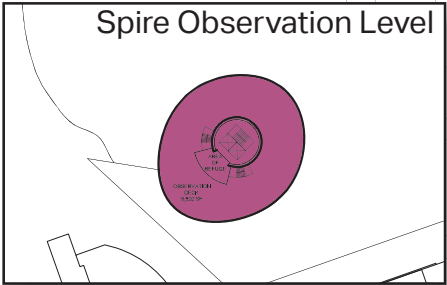
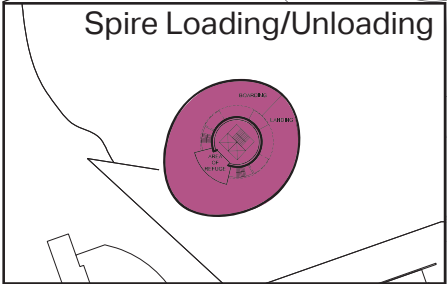


PARK AMENITIES BUILDING
(SHOWN ABOVE)

Plans
Level 3



Plans
Level 4



3b

Proposer's Relevant Experience

Experience with Similar Type Projects

The **Seaport** Team is led by the 1HWY1 Entity, which has the legal authority to execute agreements for this project, is made up of the following companies:

- Protea Waterfront Development (PWD)
- RCI
- Thrill Corp
- OdySea
- AECOM

Based on extensive experience, we understand the complexities associated with mixed-use public-private partnerships on leased land. These complexities include but are not limited to: negotiation of the ENA and lease, navigating complex local, state and federal entitlement processes, establishing public/private partnerships, effective and proactive community and stakeholder engagement, political engagement at the local and state level, consideration of multiple financial approaches and models, multilayered financial structures, functional urban planning and design considerations, deep experience with the local market conditions, negotiating subtenant leases, managing construction contracts and logistics and planning for operations and management after completion.

The following pages highlights our experience.



Miami Beach Marina

South Beach, FL

Miami Beach Marina is called the "Gateway to the Caribbean in the Heart of Miami Beach," perfectly situated minutes from the ocean, vibrant night life, restaurants, shops and galleries of South Beach and downtown Miami. The Marina is the jumping off point for the Bahamas, the Florida Keys, and the Caribbean. Yachts from the world over clear in to the U.S. at this Marina. The docks are fixed concrete with Major 12-14 inch wood dolphin piles. There is a floating dock used as the primary dock and dine area for guests of Monty's Restaurant.

PROJECT SIZE 65,000-square feet of commercial,
residential, 400 slips, 1.2 million gallons
G&D fuel

ACQUISITION DATE 1993



Port of Los Angeles Downtown Waterfront

San Pedro, CA

The Los Angeles Waterfront project, formerly known as the "Bridge to Breakwater" project, consisted of a comprehensive revitalization development plan for a 400-acre underutilized port property. The plan included a new open space system with an expansive water's edge promenade, a civic "central park", public gardens, new public piers, a cruise terminal and new harbors for additional boat activity areas, future public parking structures, major landscape improvements, roadway realignments and improvements and public art installations.

AECOM designed and delivered several of the public improvements, including the cruise ship promenade, harbor boulevard improvement, a \$115 million expansion of the Cabrillo Marina and the creation of the new downtown harbor at 6th Street. The public improvements set the stage for a dramatic redevelopment of the existing hotel and waterfront serving commercial uses. Gafcon also provided project management services on the Port of Los Angeles downtown waterfront master plan.

PROJECT SIZE 400-acres

OPENING DATE 2013



Flower Hill Promenade

Del Mar, CA

This exceptionally well located property represents the jewel in the crown of the Protea portfolio. Flower Hill Promenade is a specialty shopping center located in the affluent Southern California coastal community of Del Mar, California. When acquired in September 2002 for \$32.2 million, the 15-acre property with improvements of approximately 109,000 square feet consisted of a multi-level retail mall with a quality high-end tenant mix, three freestanding restaurant buildings, a 4-plex movie theater, a ground lease to Mobil Oil and a vacant tax parcel for further development.

Flower Hill Promenade gave Protea the opportunity of acquiring a large trophy retail property located in one of the strongest demographic areas in Southern California, with significant "value-added" components - increasing income within the current physical configuration and the potential to add square footage by developing the vacant parcel.

After an 8-year entitlement process, in May 2011, Protea secured a coastal development permit and at a cost of \$28 million, proceeded to develop a 67,000-square-foot retail and office building and a 400-space parking garage. A 20-year Whole Foods Market lease over 30,000 square feet and a 15-year lease with Sharp HealthCare over 29,500 square feet were signed. Other leases include Starbucks, Yogurtland and Sun Diego. In 2012/2013, and as part of an overall enhancement project, Protea also carried out a \$5 million renovation of the existing center. In doing so, Protea has capitalized on Flower Hill Promenade's potential and is confident that the growth will continue to reflect those benefits.

PROJECT SIZE 15-acres, 170,000-square feet

ACQUISITION DATE 2002



OdySea Aquarium: An Oceanic Adventure

Scottsdale, AZ

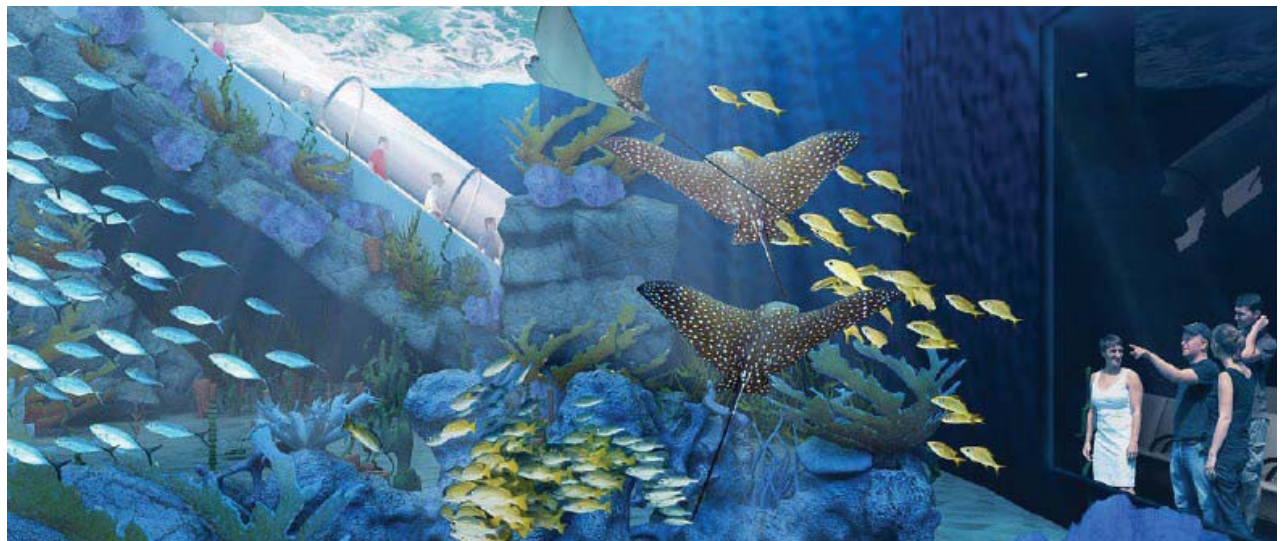
Designed with the latest theme park technology, OdySea Aquarium is a totally immersive experience that will become a premier attraction and one of the most innovative aquariums in the United States.

The aquarium will be home to some of the most fascinating animals that live in the sea, and will be presented in a totally new format combining education, entertainment, and hands-on encounters that will create a life-long memorable experience for visitors of all ages.

Through the unique blending of live animal exhibits, animal ambassador presentations, large scale media events, and hands-on learning, OdySea Aquarium will create an engaging platform to showcase over 15,000 animals. From guests riding acrylic escalator tunnels to underwater ocean tours, from sharks in the restroom to martini shaped aquariums, and from 4D theaters showcasing cetaceans not at the aquarium to a 20 minute 600 seat "living sea" carousel ride educating guests on the history of the ocean, each turn along the OdySea path greets guests with a one-of-a-kind exhilarating experience.

PROJECT SIZE 200,000 square feet

OPENING DATE July 2016



Kings Arena & District

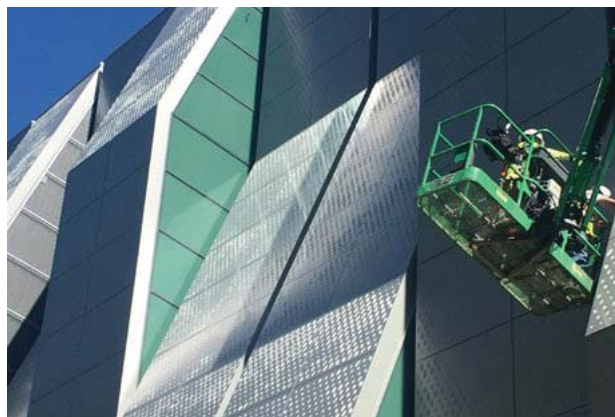
Sacramento, CA

AECOM led the design and delivery of the new \$448 million arena and entertainment complex in downtown Sacramento, Calif., for the National Basketball Association's Sacramento Kings. The Sacramento Kings project will define the next generation of arena projects, much like AECOM's Barclays (Center) in Brooklyn, N.Y. With the inclusion of the redevelopment of an open-air shopping district near the arena site in downtown Sacramento, similar to Kansas City's Power & Light entertainment district located across Grand Avenue from the Sprint Center allowing the team better cross promotion and partnership to leverage the larger entertainment asset. The Arena District encompasses four city blocks in the heart of downtown and serves as a catalyst for development of retail, food and beverage, allied entertainment venues and hotels in the surrounding area. Designed to reflect the Sacramento region, it features a unique indoor-outdoor concept with giant hangar doors and an open connection to the city center. Jeff Jacobs, along with the rest of the Kings Partnership, is setting a new standard for visitor serving destinations in urban areas.

The project is scheduled for completion in October 2016.

PROJECT SIZE 650,000-square-foot
17,000-seat

OPENING DATE 2016



Boston Yacht Haven

Boston, MA

Boston Yacht Haven is the leading marina destination in New England, where mega yachts dock majestically in a newly renovated 100 slip marina. Offering dockage to vessels of up to 400 feet with multi-phone, yacht power and high speed slip fuel delivery. The Inn at the Marina offers deluxe suite accommodations that pamper guests in every desirable way. Boston Yacht Haven reigns as one of the most enviable locations on Commercial Wharf in Boston's Historic North End. Major attractions are within easy walking distance, such as: Historic Quincy Market, New England Aquarium, Boston's Theater and Financial Districts, plus shopping, dining and exciting nightlife, and more to suit individual tastes.

PROJECT SIZE Boutique Hotel, 400 slips, and full-service Marina and Retail

ACQUISITION DATE 2010



The Newport Aquarium: A Million Gallons of Fun

Newport, KY

Conceived, designed, and developed by OdySea CEO Amram Knishinsky, The Newport Aquarium, located in the Cincinnati suburb of Newport, was the first for-profit aquarium built in the United States.

The 125,000-square-foot aquarium featured a diverse collection of more than 550 species of animals from sharks to penguins and was ranked the 4th best aquarium in the United States by Newsweek Magazine and Zagat Survey.

In its first year of operations, the Newport Aquarium drew more than 1.2 million visitors. The aquarium has been profitable every year since its opening, and in 2007 was profitably sold to Herschel Family Entertainment, one of the largest family-run entertainment companies in the world.

PROJECT SIZE 125,000 square foot

OPENING DATE 1999

SELECTED RECOGNITION

- 2014, Ranked the No. 9 among U.S. aquariums by U.S. City Traveler
- 2013, Named one of the Best U.S. Aquariums by Travel Channel
- 2012, No. 1 Aquarium in the Readers' Choice Travel Awards from 10Best.com
- 2000, Named 4th Best Aquarium in the United States, Zagat US Family Travel Guide
- 2004, No. 1/Best Aquarium in the Midwest, Zagat U.S. Family Travel Guide
- Among Top 25 Attractions in the U.S., Zagat U.S. Family Travel Guide



2012 Olympic and Paralympic Games

London, UK

One of the largest and most significant urban regeneration projects ever in the UK, the creation of London's Olympic Park provided a setting for the 2012 Olympic and Paralympic Games. It is now being followed by a unique legacy of new communities, improved public transport and a major 110-hectare urban park.

The success of the original 2003 masterplan, which secured London's appointment for the 2012 Games, was a future-looking framework rooted in the close integration of multiple social, environmental, transport, planning and design issues, into a clear and simple idea: build for a thriving piece of city in 2030+, not just one event in 2012. The power of this idea has resulted in a shift in event-urbanism, with legacy becoming the guiding principle for other global cities, from Rio to Tokyo.

Leading a multidisciplinary team for the masterplan AECOM's role was extensive including planning, urban design, landscape planning and design, sports and venue design, project and cost management, transportation and planning, civil engineering, sustainability and climate resilience, sporting event security, crowd modelling and planning, market analysis, feasibility and project positioning.

PROJECT SIZE 2.5 square kilometers

OPENING DATE 2012



Rancho Valencia

Rancho Santa Fe, CA

Since its opening in 1989, the award-winning Rancho Valencia Resort & Spa - Southern California's only Relais & Châteaux property - has garnered a reputation as one of the West's most sought-after five star resorts. A sanctuary of good living tucked away on 45 acres of lush gardens and olive groves, this Mediterranean-inspired, all-suite property completed a \$30 million renovation in 2013 including remodeled guest casitas, a brand new restaurant and new bar, and completely remodeled meeting space, as well as major enhancements to The Spa and fitness center. Among the property's offerings are 49 luxuriously appointed guest casitas with private patios, The Spa, two distinctive restaurants - Veladora and The Pony Room, and an award-winning tennis program.

Forbes Travel Guide has named Rancho Valencia as one of the finest Five-Star hotels in the world and it was awarded the prestigious AAA Five Diamond award (2016), both for three consecutive years. The resort has also been ranked as the #1 resort in the country by U.S. News & World Report (2015) and was listed on Condé Nast Traveler's 2015 Gold List.

PROJECT SIZE 45-acres

ACQUISITION DATE 2012



BLVD Place

Houston, TX

AECOM was selected to provide master planning and design for BLVD Place; a 21-acre mixed-use development in the prestigious Galleria area of Houston, Texas. AECOM developed the masterplan and parcelization of the overall site to accommodate the client's desire to sell parcels and development rights to others for the hotel and condominium sites while self-developing the retail and office components. This new high-density, mixed-use development project is being implemented using a multi-phase approach, and when completed, will link the adjacent upscale neighborhoods with the city's premiere commercial real estate thoroughfare.

The development contains 450,000 square feet of retail, including: an 80,000-square foot Whole Foods flagship grocery store; 90,000 square feet of upscale restaurants; 250,000 square feet of office space; a 225-room signature hotel; and an 800 unit high rise condominium. There is parking for 2,700 cars, with 800 cars in a single level underground garage, 200 surface parking spaces, and 1,700 cars parked in above-grade structured parking.

PROJECT SIZE 21-acres; 450,000 square feet

OPENING DATE 2009 - Phase I
2014 - Phase II



Steelpointe Harbor

Fairfield County, CT

Steelpointe Harbor is New England's premier 2.8 million square foot mixed use urban orientated waterfront development in Fairfield County, Connecticut. It will be constructed over a period of years in phases. When completed, Steelpointe Harbor will have approximately 800,000 square feet of hotel/meeting area, a new 250 slip marina with complete shore side support which will also contain 1,000 to 1,500 residential units. The Bass Pro Shops have started construction and will be one of Steelpointe Harbor's highly regarded tenants.

The project is highlighted by a grand public piazza ringed by retail, restaurants, the marina, a public pier and a panoramic view of the harbor. The hierarchy of public spaces ranges in scale from a unifying piazza at the water's edge, to smaller spaces for outdoor café and restaurant seating, to the more intimate strolling and shopping sidewalk realm serving retail patrons.

PROJECT SIZE 2.8 million square feet

ACQUISITION DATE Under Construction





Bahia Mar Resort and Yachting Center

Fort Lauderdale, FL

The Bahia Mar Resort and Yachting Center is the ultimate Hotel and Marina destination in the heart of Fort Lauderdale, Florida. The property features a Hilton Hotel complete with restaurants, shops, swimming pool, tennis and is directly across the street from a pristine sand beach along the shore of the Atlantic Ocean.

The marina offers approximately 250 slips capable of handling vessels up to 300 feet along its 3,000 foot parallel dock and more than 5,000 feet of floating docks. This facility offers High Speed fueling, in slip sanitary pump-out, a marine store, dive shop, a marine maintenance provider and full access to all of the amenities located within the property and the Hotel. Bahia Mar is also the home the world renowned Fort Lauderdale International Boat Show.

PROJECT SIZE 243 slips; 296-room Hotel

ACQUISITION DATE 2012



Butterfly Wonderland Experience

Scottsdale, AZ

Among one of the rarer attractions in the country, Butterfly Wonderland opened its doors in May 2013 to rave reviews and financial success in Scottsdale, AZ. At 26,000 square feet, it is the largest indoor butterfly pavilion in the country and attracted 400,000 visitors in its opening year.

The attraction includes the largest indoor rainforest in the U.S., featuring not only butterflies, but moths, birds, koi fish, and rain forest plants, flowers and trees. The facility includes a 3D theater. The Butterfly Wonderland Foundation, a 501c3 non-profit entity, currently provides education and research opportunities, as well as internship programs. Over 45,000 school children, including Title 1 students, have been admitted into Butterfly Wonderland.

PROJECT SIZE 26,000 square foot

OPENING DATE 2013



Echo Park Lake Revitalization

Los Angeles, CA

Echo Park Lake is one of the Los Angeles' most treasured public parks and a designated cultural-historic landmark. Originally built as a water supply reservoir in 1870, The 29-acre Echo Park Lake was formally established as a city park in 1892; however, as the city evolved over time, the park suffered from decades of neglect. In 2007, a much-anticipated rehabilitation began to improve not only water quality, habitat and recreational opportunities, but also a reintegration with the local neighborhood.

A rehabilitated Echo Park Lake opened in June 2013 to rave reviews in blogs, newspapers and other local publications, and has been a catalyst for the revitalization of the entire neighbourhood—a clear example of how creating a superior quality public realm can serve as a 'value added' proposition for making great places.

PROJECT SIZE 29-acres

OPENING DATE 2013

Development Entity Description

[REDACTED]

[REDACTED]. The governance of the entity will be through a board of directors who will meet on a regular basis.

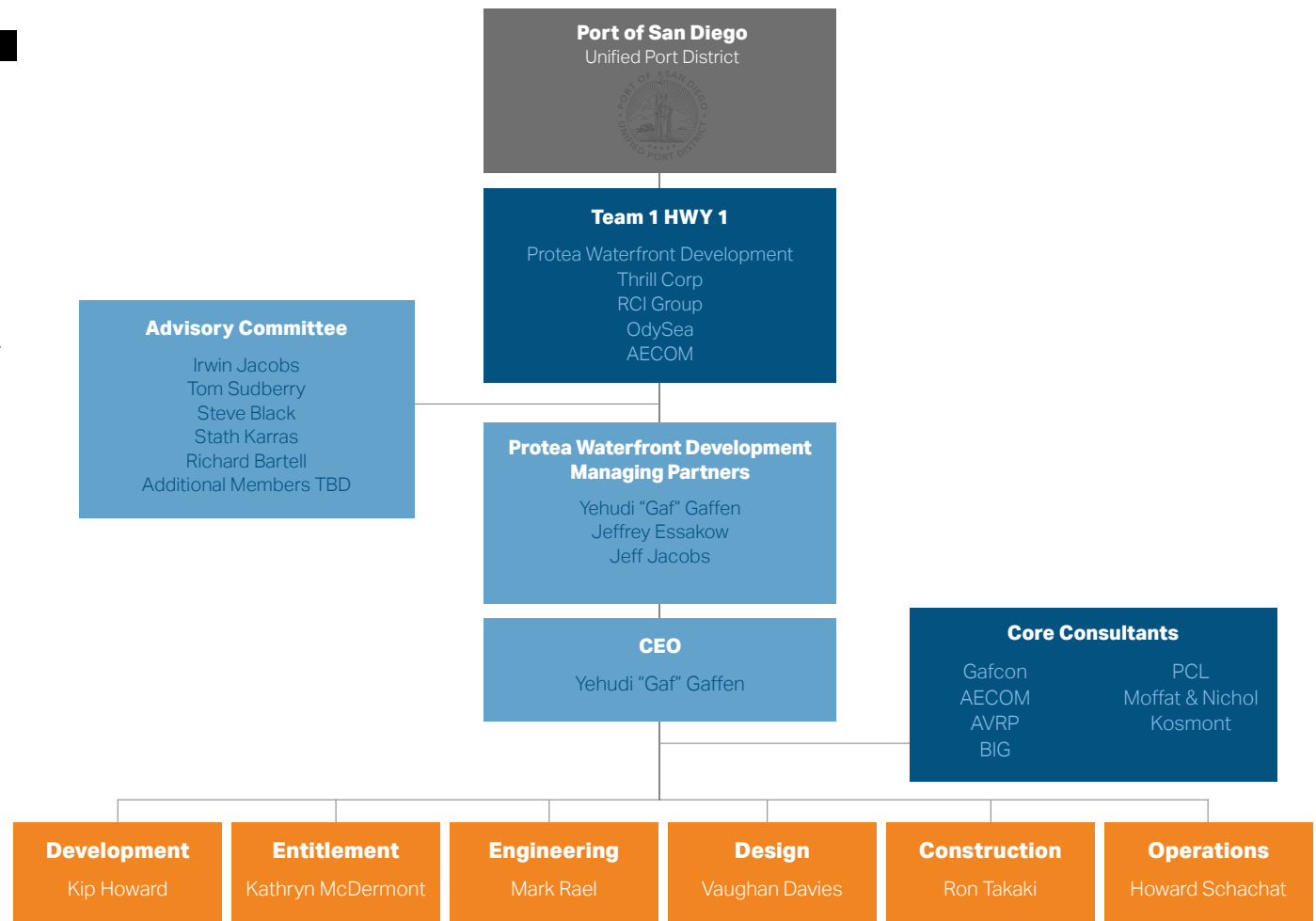
We have set up an organization of seasoned partners and professionals who have the necessary skill sets and expertise to successfully execute the vision outlined herein.

Our Organization represents the convergence of the “best in class” with the mission of creating the case study of how to build a large world class waterfront project that will be a win for all stakeholders.

Team Organization

The 1HWY1 organization is illustrated on the chart (right) and highlights our Team composition. Profiles for key team members are featured on the pages to follow.

Advisory Committee and Operational Team Leader biographies can be found in [Appendix 4](#).



TEAM 1HWY1 Protea Waterfront Development, LLC (PWD) Managing Member

PWD, a single purpose LLC, will be the Managing Member of the Team 1HWY1. The partners in PWD are Yehudi "Gaf" Gaffen, Jeffrey Essakow and Jeff Jacobs. Gaf will serve as the CEO and authorized representative of PWD and Team 1HWY1. Following are biographies for each of the partners.

All other team key personnel biographies can be found in the APPENDIX under Biographies of Key Personnel.



YEHUDI GAFFEN, CEO

As one of three principals of Protea Waterfront Development, Gaf provides the leadership and direction for strategy and execution of the Seaport Project.

He holds a Bachelor of Science Degree in Construction Management from the University of Cape Town, South Africa. He immigrated to San Diego in 1979 where he worked in the real estate development industry, including eight years with Sunroad Enterprises where his last project was the completion of the Sunroad Marina on Harbor Island.

In 1987, Gaf formed Gafcon, Inc. to fulfill his vision of assisting owners in delivering complex projects supporting vibrant communities. Under his leadership, Gafcon has grown into one of Southern California's most respected construction consulting firms. Gafcon has been responsible for the success of hundreds of projects, including high profile projects such as: the City of San Diego North Embarcadero Visionary

Plan, the Port of Los Angeles Waterfront and Promenade, the Redevelopment of the Los Angeles Forum, San Diego Unified School District Propositions S and Z Bond Programs (\$5 billion), San Diego Community College District Propositions S and N Bond Programs (\$1.5 billion), Los Angeles Community College District Bond Program (\$6 billion), County of San Diego Hall of Justice, Del Mar Fairgrounds, and the China Basin Landing Waterfront project in San Francisco.

Gaf's passion for creating value through investment in real estate commenced in 1993 when he spearheaded the formation of a syndicate that was the successful bidder on a significant pool of San Diego assets from the Resolution Trust Corporation (RTC). These included 700 acres of undeveloped land known as Sunbow in Chula Vista, and the partially complete Steel Canyon Country Club. In 1996 he co-founded Protea Holdings with Jeff Essakow. Protea Holdings has developed in excess of \$300 million residential, commercial and retail projects including the highly acclaimed repositioned Flower Hill Mall in Del Mar.

Gaf currently serves on the board of the San Diego Regional Economic Development Corporation, the Foundation for Grossmont and Cuyamaca Colleges, the Meridian Residential Association Board, and the Wende Museum Advisory Group. He has previously served on the boards of the San Diego Taxpayers Association, San Diego Hebrew Homes, San Diego Jewish Federation, the Explorer Charter School, and the UCSD Cancer Center.



JEFF JACOBS, PARTNER

As one of three principals of Protea Water Development, Jeff Jacobs provides the leadership and direction for the overarching vision and design of the Seaport Project.

Jeff Jacobs is a proud San Diegan through and through, having moved here with his family in 1966. He attended San Diego City Public School System from kindergarten through 12th grade. Jeff graduated in 1988 from the University of California, Berkeley with a Bachelor of Arts degree in International Economics. He then began his professional life as Qualcomm's 32nd employee. During Jeff's tenure, QUALCOMM rose from a small privately held company to one of the top 50 valued companies in the world and San Diego's largest private employer. Over his 22-year career at Qualcomm, Jeff rose through the ranks to become Chief Marketing Officer and an Executive Officer of the company. In his role as QUALCOMM'S CMO, Jeff was responsible for running an organization of nearly 2000 employees, creating and managing QUALCOMM'S \$500 million venture fund, proliferating QUALCOMM'S products and services, and growing QUALCOMM'S presence worldwide.

After leaving QUALCOMM, Jeff began focusing on higher visibility lifestyle investments. In 2010, Jeff and three partners acquired a struggling resort in San Diego, the Rancho Valencia Resort and Spa. As an extremely hands-on owner, he orchestrated a \$30+ million renovation of the resort. When it reopened Rancho Valencia became one of a handful of hotels worldwide to earned the prestigious Forbes 5-Star and AAA 5-Diamond status, and in 2015 Rancho

Valencia was named the Number One hotel in the United States by US News and World Report.

In 2013, Jeff was a member of the lead acquisition group of the NBA Sacramento Kings, and is now a member of the organization's Executive Committee. Jeff has focused his efforts on the design and construction of a 750,000 sq. ft. state-of-the-art arena and practice facility in downtown Sacramento that is scheduled to open on-time and within budget in September 2016. Jeff is also involved in the creation and build out of up to 1.5 million sq. ft. of retail, office, and hotel space in the vicinity of the new arena that has already begun to transform downtown Sacramento.

Jeff is also a Limited Partner in the MLB San Diego Padres, and he is investor in more than 20+ real estate investments, with the vast majority of them in San Diego.

Jeff is an active fundraiser and philanthropist, sitting on the boards of the Challenged Athletes Foundation, Rady Children's Hospital, Big Brothers/Big Sisters, and is a member of the Board of Trustees for UC Berkeley. Jeff was recently named the 2015 Corporate Directors Forum Director of the Year for Philanthropy.

In his personal life, Jeff is an avid endurance athlete, competing and finishing the Hawaiian Ironman Triathlon World Championships 4 times and counting. He is currently training for the Race Across America in the summer 2016. He has two young sons and enjoys spending time with them on the same La Jolla beach where he grew up with his three brothers.



JEFF ESSAKOW, PARTNER

Jeffrey Essakow is a Chartered Accountant and the Founding Partner of Protea Holdings, LLC, Protea Properties, LLC and Protea Property Management, Inc. He has developed in excess of \$300 million in residential, commercial and retail projects and is currently master-planning a 350,000-square foot, mixed-use project in the heart of La Jolla. As one of the three principals of Protea Water Development, Jeffrey provides leadership and direction for the economic and financial viability of the Seaport Project.

As President of Protea Properties, Jeffrey oversees all development activities and is responsible for expanding the company's portfolio. His track record as a successful entrepreneur paired with proven financial and management skills position Protea as a company that can maximize the potential of real estate development. In addition to Jeffrey, Howard Schachat, Rose Jabin, Laurie Hafer and Shea Shockley form the nucleus of this organization. Together, the team boasts over 50 years of experience in development, finance, legal, property and construction management. Jeffrey is also a partner in Rancho Valencia Resort and Spa's new ownership. The award-winning 5-Star, 5-Diamond resort in San Diego's upscale Rancho Santa Fe neighborhood underwent a \$30 million renovation and reopened in 2013. Jeffery joins the new ownership team alongside the Jacobs Family (current and former high-tech Qualcomm executives) and Doug Carlson (a well-known entrepreneur and the co-founder of Fiji Water).

Prior to his involvement with Protea and Rancho Valencia, Jeffrey created and operated a successful athletic apparel company and sold it to Reebok in 1992. While with Reebok, he was appointed Vice President and led its U.S. sports apparel division.

A passionate cyclist, Jeffrey is also the co-founder and a board chairman of the Challenged Athletes Foundation, a charity that provides grants to athletes with physical disabilities so they can lead active lifestyles. Since its inception in 1997, the foundation has raised more than \$70 million and issued more than 11,000 grants worldwide.

Jeffrey earned his accounting degree from Natal University in South Africa before relocating to the U.S. in 1986.

TEAM 1HWY1 RCI Group

The RCI Group and its' affiliated companies are a direct advisor for the development of the marina. This team is responsible for overseeing and advising on the construction of marina related building and the overall layout of the marina. The RCI Group has experience developing marinas mainly on the east coast of the United States. These developments include the Miami Beach Marina, and the Boston Yacht Haven. Also, they are currently developing Steelpointe Harbor in New England. Most recently they have been awarded large waterfront developments in Cuba. They consistently meet the highest standards of service, profitability and performance. Throughout their forty years of operation, the RCI Group boasts a long and rich history of developing and managing residential, commercial, and marine properties.

More information is available at: www.rciair.com



ROBERT W. CHRISTOPH CHAIRMAN

Robert Christoph is the Founder of the Miami Beach based RCI Group and its related companies. He has a Bachelor of Science degree from Purdue University and a Masters of Business Administration degree from the University of Chicago. Since 1969, Mr. Christoph has been actively engaged in the development, ownership and operations of multi-family residential and commercial properties in Illinois, Wisconsin, Michigan, Ohio, Indiana, Tennessee, Missouri, South Carolina and Florida; and in the development, ownership and operations of marina properties in Michigan, Indiana, Florida, Massachusetts and Connecticut. His real estate activities and marina developments have raised hundreds of millions of dollars through debt and equity sources. A native Chicagoan, Mr. Christoph is an active civic leader in the greater Miami area. He is a member of the Board of Directors of the First National Bank of South Miami and is an active co-sponsor and host to many nationally recognized yachting and fishing events such as OpSail 2000 (Miami Leg), the Southern Ocean Racing Conference, Miami Dolphins Fishing charity event and the Miami Billfish Tournament to name a few.



ROBERT W. CHRISTOPH, JR. PRESIDENT

Robert W. Christoph, Jr. joined the RCI Group in 2000 and moved quickly through the ranks from an analyst to his current position as President. For his undergraduate studies, he attended Central Michigan University, where he received a Bachelor of Science degree in Accounting. He continued his education at the University of Miami earning his Masters of Business Administration with a concentration in International Business. Since starting with the RCI Group, Mr. Christoph has been actively engaged in the origination and execution of public and private sector, mezzanine and equity financing for a variety of waterfront development projects. As the highest ranking executive in the Operations division, his responsibilities include the preparation of annual proposals and budgets for portfolio properties, oversight if all commercial leasing, optimizing organizational structure to achieve management targets and building technology infrastructure for the organization's business needs. He is an active board member of the Marine and Waterfront Protection Authority of the City of Miami Beach, the Pillar Board of the Miami Beach Chamber of Commerce, Founders Board of Mount Sinai Hospital, and is on the Board of Directors for the Miami Dolphins Charity Fishing Tournament. He is an active member of the Coral Reef Yacht Club and the Chicago Yacht Club.

TEAM 1HWY1 US ThrillRides

US Thrill Rides (USTR) specializes in rides designed to show off the surrounding area such as iconic spires and sky view gondolas. Their manufacturing review standards, precision designs, and rigorous safety processes have been developed and refined over their 20-year history.

For more information visit: www.usthrrides.com



BILL KITCHEN CHAIRMAN OF THE BOARD OF THRILLCORP, INC.

Bill Kitchen is a serial inventor with multiple patents to his name. He has created attractions that have gone on to become new categories of entertainment. Most notable of these are the SkyCoaster and SkyVenture (now known as iFly), which have cumulatively hosted millions of riders and generated over \$2 billion in revenues.

SkyCoaster is a patented giant free-fall swing suspended from arch supports climbing 100 to 300 feet into the sky. Devised as a safer and more reliable drop experience than bungee jumping, SkyCoaster provided high thrills in an attraction that has an impressive safety record. The rides were the first add-on attractions within many theme parks, proving to operators that guests would pay additional fees over and above normal admissions prices for unique experiences. Bill profitably sold the company and patent rights after developing several units and proving their value. Ultimately some 120 SkyCoasters were developed across the globe. Many are still in operation a quarter-century later, and continue thrill riders on a daily basis.

iFly is an indoor skydiving attraction that suspends guests in a current of air that very accurately simulates skydiving. Bill's love of skydiving led him to create an experience opening the market to the risk averse. The attraction draws a great leisure audience, but the realistic nature of the experience has created strong usage by avid skydivers wishing to perfect their technique. iFly also has an impressive safety track

record. The attraction is currently available in 42 major markets with a substantial number in the pipeline. Approximately 5.4MM riders utilize iFly per year.

Bill's other inventions include the UniCoaster, which is currently thrilling riders as the top rated ride in the Nickelodeon park at the Mall of America. SkyView, an elegant reinvention of the Ferris wheel that allows creativity in the shape of the wheel in a more space-efficient model, has been superseded by the SkySpire observation product. Polercoaster and SkySpire are his most recent patented attractions.



DAVID GUST CEO OF THRILLCORP, INC.

David Gust is a veteran executive with over 30 years of experience in product development, finance, operations, marketing and general innovation for world-class

companies including the Walt Disney Company, Hard Rock Café, and Hilton Worldwide. David brings 14 years of ground-up experience at Disney in the areas of finance, strategic planning and development for Walt Disney World, Disney Development Company, and Walt Disney Imagineering during Disney's transformational period under Eisner and Wells leadership. At Hard Rock (4 years) he was VP of Global Marketing and New Ventures with responsibility for marketing of 104 cafes spread across 32 countries David also handled global brand management, and development of non-café businesses to broaden the company beyond restaurants. At Hilton Worldwide (9 years) David served as the VP of Marketing for the company's

highly successful timeshare division where he was responsible for direct marketing, brand management, strategic data and CRM, online marketing, and general marketing management. David also serves as CEO of US Thrill Rides, LLC.



**MICHAEL KITCHEN
CHIEF DEVELOPMENT OFFICER
OF THRILLCORP, INC.**

Michael Kitchen is Chief Development Officer of ThrillCorp responsible for originating development opportunities for the company's

attractions. Michael is the son of Bill Kitchen, ThrillCorp's Chairman, and has been deeply involved in all aspects of Bill's previous companies. He served as VP of Sales for SkyFun 1, traveling throughout Europe, the Americas, the Middle East and Asia selling amusement attractions. He became VP of Sales of IES Ltd., a cutting edge simulation & training technology company based in Colorado, where he was responsible for business development of training simulation technologies to the military, police, SWAT and special operations units in over 80 countries around the world. He was a founding member of VirTra Systems, where he served as Partner / SVP of Sales and Business Development, helping grow the business from startup to a successful industry leader in military training. In 2010, Michael re-joined the business to serve as President of US Thrill Rides and Chief Development Officer of ThrillCorp.



TEAM 1HWY1**OdySea**

OdySea is a premier entertainment company that develops live nature attractions as well as retail and restaurant centers that cater to experiential shopping and dining. Its diversified portfolio includes a number of different nature-related experiences from aquariums to butterfly pavilions and mirror and laser mazes to commercial real estate. Select Experience includes: the Newport Aquarium located in Newport Kentucky; OdySea Aquarium: An Oceanic Adventure in Scottsdale, AZ; The OdySea Experience at Mohegan Sun Casino in Uncasville, Connecticut; Butterfly Wonderland: A Rainforest Experience located in Scottsdale.

More information is available at www.odyseaaquarium.com.

**AMRAM KNISHINSKY**

Dr. Knishinsky is Chief Executive Officer of OdySea and the lead developer in the OdySea in the Desert projects. In the corporate world, Knishinsky initiated an imports division at Armour Food

Co. that he grew to \$150 million in sales. Together with Mr. Pollack he formed Damar International, a food importing company that they grew to over \$50 million in sales. As a real estate developer for over 35 years, Knishinsky has developed commercial office buildings, multi-family apartment complexes, and shopping centers, including Scottsdale & Shea, Carefree Court, and Scottsdale Galleria. He also developed the first for-profit aquarium in the United States in Newport, Kentucky; the OdySea Experience at the Mohegan Sun Casino in Connecticut, Butterfly Wonderland, Mirror Maze, and most recently, OdySea Aquarium in Scottsdale, Arizona. Knishinsky received his PhD from Arizona State University and earned his MBA degree from the University of California, Berkeley.

**ADI KNISHINSKY**

Mr. Knishinsky is Chief Strategy Officer of OdySea and comes from Bain & Co. where he worked alongside CEOs of Fortune 1000 companies addressing their highest priority strategic

needs. With deep experience in growth, adjacency, performance improvement, and operations strategy, he has a broad range of industry experience from media, high-tech, telecom, energy, industrials, education, and healthcare. Knishinsky also has deep operating experience in high-tech, retail, and social media, as well as start-up experience, including fundraising. He has an MBA from Northwestern's Kellogg School of Management with an emphasis in Strategy and Decision Economics, and earned a dual undergraduate degree in Finance and Management Information Systems with Honors from the University of Arizona.

TEAM 1HWY1 AECOM

The AECOM brand brings with it not only the core technical professional services, but is also able to offer to key projects such as Seaport; AECOM Capital, Hunt Construction Group and Tishman Construction. AECOM Capital is the investment arm of AECOM, structured as a co-general partner fund platform that invests in a variety of real estate and infrastructure assets. Hunt Construction Group known as one of the nation's leading construction services firms consistently ranking among the top contractors by Engineering News-Record, and Tishman Construction one of the world's leading builders, providing a wide range of construction and construction-related services.

As a strategic partner, the AECOM team will leverage its global service platform, experience, and opportunity for accessing proprietary deals, sourcing opportunities both through existing clients and a vast network of employee and client relationships. AECOM provides clients with significant resources to better understand, analyze, and mitigate varying aspects of complex public infrastructure and real estate joint venture opportunities and add value beyond traditional capital partnerships. Our work embraces a range of markets, including: Buildings, Energy, Environment, Facilities, Government support, Natural resources development, Transportation, Urban development and Water. They connect specialists across a global network to address complex challenges with broad vision, deep technical expertise and interdisciplinary insight, and deliver solutions that increase performance, quality and resilience for our clients.



REBECCA NOLAN, EXECUTIVE VICE PRESIDENT

Rebecca Nolan is Executive Vice President and lead for the Buildings + Places business line in the Americas. Rebecca joined AECOM in December 2015, and brings more than 30 years of architectural, engineering, interiors, and planning practice leadership experience across North America. Her expertise includes setting market and key client strategy along with providing project leadership on fully-integrated multi-disciplinary services for major client accounts in corporate, institutional and public sectors. Prior to joining AECOM, Rebecca was Senior Vice President of HOK, serving on the firm's Executive Committee and Board of Directors and as managing principal for its St. Louis and Chicago practice. She is known for her strategic leadership, open communication and dedication to building strong client relationships. Rebecca holds a bachelor's degree in Interior Design from the University of Minnesota. Based in Chicago, she is a licensed practitioner and LEED Accredited Professional.

"Built to Deliver a Better World."

Core Consultant Team

In support of the Ownership Team, we have assembled a highly experienced **Core Consultant Team** of professionals with local and national perspectives and skill sets. The pages to follow highlight the expertise of our Core Consultant partners. This team will expand as we move into the next project phases.



Program and Project Management

PROFILE

Gafcon, Inc., locally headquartered in San Diego, provides program planning, design and construction consulting services to public and private agencies. Gafcon has been recognized in Engineering News Record as one of the Top 50 Program Management Firms in the nation and Constructech Magazine presented Gafcon with a Vision Award for our use of technology in Program Management.

Incorporated on September 23, 1987, our core expertise is in managing complex design and construction programs. With more than 130 accomplished professionals serving both in-house and on-site, our size provides us with the aptitude to meet our clients' needs efficiently and effectively. More information on Gafcon and its services can be found at www.gafcon.com.

"We Deliver Complex Projects that Power Vibrant Communities."



YEHUDI "GAF" GAFFEN CEO AND PRINCIPAL OF GAFCON

Please see Gaf's biography presented previously on page XX, under Protea Waterfront Development.

Port of Los Angeles Downtown Waterfront
SAN PEDRO, CA



Del Mar Fairgrounds
DEL MAR, CA



ROBIN DUVEEN CHIEF OPERATING OFFICER

Robin Duveen is a 20-year construction industry veteran who joined Gafcon in 1998. His career experience ranges from property development to construction

program management. His current responsibilities include managing operations within Gafcon's corporate office, branch offices, and project sites. Robin has served as project executive for Gafcon's Irvine office as well as division manager for Gafcon's Los Angeles office. He also served as project/program manager at Gafcon, overseeing construction projects ranging from millions to billions of dollars. Notable programs include the Orange County Great Park (\$1 billion), Sweetwater Union High School District Prop BB Capital Program (\$339 million), and San Diego Community College District Program (\$1.5 billion).

Prior to joining Gafcon, Robin was a development/project manager for Rabie Property Developers and construction manager for Resnekov & Neilson in his native South Africa. He earned a Bachelor's degree in Construction Management from Cape Technikon in Cape Town, South Africa.



Orange County Great Park
IRVINE, CA

AECOM

Architectural Design
Urban Design
Landscape Architecture
Security
Sustainability
Economics

PROFILE

AECOM is a premier, fully integrated professional and technical services firm positioned to design, build, finance and operate infrastructure assets around the world for public- and private-sector clients. With nearly 100,000 employees — including architects, engineers, designers, planners, scientists and management and construction services professionals — serving clients in over 150 countries around the world, AECOM is ranked as the #1 engineering design firm by revenue in Engineering News-Record magazine's annual industry rankings, and has been recognized by Fortune magazine as a World's Most Admired Company. The firm is a leader in all of the key markets that it serves, including transportation, facilities, environmental, energy, oil and gas, water, high-rise buildings and government. AECOM provides a blend of global reach, local knowledge, innovation and technical excellence in delivering customized and creative solutions that meet the needs of clients' projects. A Fortune 500 firm, AECOM companies, including URS Corporation and Hunt Construction Group, have annual revenue of approximately \$19 billion. More information on AECOM and its services can be found at www.aecom.com.



VAUGHAN DAVIES, ISAA PRINCIPAL/DIRECTOR OF URBAN DESIGN

Vaughan Davies has over 25 years of professional experience as an architect and urban designer, producing dynamic plans for

urban waterfronts, retail, resort and entertainment destinations, transit centers and mixed-use environments with an emphasis on creating 'pedestrian first' urban neighborhoods in cities large and small, nationwide and abroad. Vaughan develops visionary plans and designs with a solid basis in reality, both in their authenticity and in their ability to be implemented successfully — a pragmatic visionary. Collaborating with major developers, cities, and agencies, he has demonstrated a unique ability to create significant added value for all interests involved, by creating one-of-a-kind addresses and focusing his design solutions on the establishment of a superior public realm as a unique and memorable amenity.

While based in AECOM's Los Angeles office for the past 10 years, Vaughan has led the design efforts for many of the region's precedent setting projects, including: Paseo Colorado in Pasadena; Gateway Intermodal Center at Union Station; Hollywood & Highland; the 'Bridge to Breakwater Master Development Plan' in San Pedro for the Port of Los Angeles. He is currently engaged in the repositioning of 30 acres of under-performing waterfront uses with a new iconic nationally branded attraction for Los Angeles. In Long Beach Vaughan led the development of the Queensway Bay master plan and design of Rainbow Harbor. Recently he led the development of Downtown Plan for the city of Long Beach, and has

been engaged with the Urban Land Institute's Technical Advisory Panel to outline a vision for the waterfront. Vaughan's extensive knowledge of the greater LA region has provided him with the opportunity to lead the design efforts for Los Angeles' recent successful shortlisting as a U.S. finalist for the Olympic Games in 2024.

Internationally Vaughan has led the Dublin Bay Vision Plan; the strategic planning of a new sustainable waterfront city, Tongzhou, just east of Beijing; and new resort towns on Brazil's famed Emerald Coast, and in the mythic Qianshan Mountains of northeast China. In Brisbane he is engaged in developing a new vision for Australia's famed Gold Coast which includes a cruise ship terminal, new marinas, and waterfront attractions.

Vaughan's education includes a BAS, Art, Studio Arts Center International, 1982 B Arch, Architecture, University of Cape Town, 1984 MS, Architecture and Urban Design, Columbia University, 1987 BAS, Architecture Studies, University of Cape Town, 1982.



Port of Los Angeles Downtown Waterfront
SAN PEDRO, CA



**ALASTAIR MACGREGOR,
LEED AP
VICE PRESIDENT – HIGH
PERFORMANCE BUILDINGS**

Alastair is the chief technical excellence leader for Buildings and Places. He also leads AECOM's

North American High Performance Buildings center for excellence, responsible for sustainability consulting, high-performance building design, energy master planning, and commissioning. Alastair has significant experience in the evaluation, use, and implementation of sustainable design solutions within a variety of markets, both within the U.S. and Europe. A significant number of projects have resulted in innovative, cost-effective, and low-energy design solutions to be incorporated while following various sustainable certification procedures including LEED, BREEAM, HK BEAM, and GreenMark. His project expertise includes several LEED Platinum projects.

Alastair has a MS in Building Services Engineering Management from Heriot Watt University, United Kingdom and a BEng in Mechanical Engineering from the University of Newcastle upon Tyne, United Kingdom.

FAB Park
SAN DIEGO, CA



**NATE CORMIER, ASLA, PLA,
LEED AP
DIRECTOR OF LANDSCAPE
ARCHITECTURE**

Nate Cormier directs the landscape practice of AECOM's Downtown Los Angeles design

studio. Inspired by the complexity of urban sites, he is particularly focused on the intersection of the public realm and public works, as demonstrated in projects such as Seattle's Bell Street Park and Denver's Mile High Loop. Most recently, he led AECOM's design effort for FAB Park in Los Angeles. Stakeholders value Nate's sincere approach to public participation and his enthusiasm for dynamic public places. He also lectures, teaches and has been a board director of the Landscape Architecture Foundation. Nate has 17 years of professional experience and holds a Masters in Landscape Architecture from Harvard University. Other selected experience includes: Fresno High Speed Rail Station Area Planning, Fresno, CA; and Orange County Great Park, Irvine, CA.

Nate has a Masters in Landscape Architecture from Harvard University and a Bachelor of Arts in Asian Studies from Bowdoin College.



**JOHN W. ROBINETT
SENIOR VICE PRESIDENT ,
ECONOMICS**

John Robinett has had a 30-year career in the planning, development and operations of cultural and leisure facilities.

He is with AECOM Economics (formerly Economics Research Associates) in their Los Angeles office.

John has consulted for major cultural and financial institutions, U.S. and foreign governments, and private sector developers and operators. His museum and cultural facility experience includes art museums, history museums, science museums, cultural centers, children's museums, historical properties and heritage centers, performing arts centers and theaters, and aquariums. He has also evaluated the audiences, demand, and financial viability of various performing arts venues including amphitheaters, performing arts centers, and specialty theaters. John's technical expertise includes market and financial analysis, strategic and operational consulting, conceptual evaluation, organizational consulting, and finance.

Relevant projects where John has provided development advisory services include: The Walt Disney Company; J. Paul Getty Trust, J. Paul Getty Museum and Getty Center; American Museum of Natural History; Center for Civil Human Rights Partnerships, National Center for Civil and Human Rights.

John has a BA in Business from Loyola Marymount University, Los Angeles, and a MBA from American Graduate School of International Management.



Echo Park Lake
LOS ANGELES, CA

avrpSTUDIOS SKYPORT

Architectural Design

PROFILE

Skyport/AVRP Studios: Works with clients to ensure a fusion of vision, function, and aesthetics for a project. Their design team focuses on functional and pleasant space aimed to enhance the experience of those who use them. This is achieved through the combination of natural and artificial lighting, color, materials and furnishings. AVRP was founded in 1975 and is based in Downtown San Diego. Their design projects have a wide range, from office buildings and healthcare centers, to schools, parks, and residential housing.

More information can be found at: www.avrpstudios.com

"We Believe in Contributing Culturally to the Fabric of the Community"



**DOUGLAS H. AUSTIN, FAIA,
MAIBC, LEED AP
CHAIRMAN/CEO, PRINCIPAL-
IN-CHARGE / DESIGNER**

As Founder, Chairman and CEO of AVRP Studios Douglas Austin has garnered a rare experience base. He has played a unique role in the success of San Diego's downtown. He chaired the Design and Construction Task Force for the City's new ballpark and Ballpark District, involving over \$2 billion in new construction. Doug also served as the Vice Chairman of San Diego's Center City Development Corporation that oversees all of the planning and development for downtown during a time when the City experienced the greatest growth in San Diego history. Doug was recognized in a special commendation by the Mayor and City Council as one of San Diego's leading visionaries: "Mr. Austin has been an important guardian of the design of the skyline of downtown San Diego. He has made his mark on the future of downtown." Through his cumulative experience Doug enjoys access to knowledge, people and opportunities in downtown that are unique. This has allowed AVRP Studios to make several important discoveries and breakthroughs that now translate into competitive advantages in the development industry. Douglas Austin's project experience includes: Ariel Suites, San Diego, California; Allegro Tower, San Diego, California; Pinnacle Museum Tower San Diego, California; "Smart Corner" Highrise San Diego, California; Martin Luther King Jr. Promenade Park and Pond San Diego, California; and the Urban Discovery Academy San Diego, California.



**FRANK WOLDEN
PRINCIPAL | URBAN
CONCEPTUALIST**

Frank Wolden's creative view of the city has led to his reputation as an artist and urban philosopher. In addition to his creative work in urban design and architecture, he is often asked to develop and illustrate visionary concepts that guide the application of planning and design principles for new projects. Over the past 25 years Wolden has led the design of major urban projects in the United States and abroad. The uniqueness of his approach comes in providing a conceptual foundation and design process for projects that creatively engage architecture in the making of new urban spaces. Wolden is a Principal of Skyport/AVRP Studios, and founded and leads the firm's Ideation Lab. Prior to joining Skyport/AVRP Studios, Wolden was the Founding Principal of Skyport Studio after he served for 16 years as Design Principal at Carrier Johnson Architects. Early in his career he held key positions in a number of public and private organizations, including the City of San Diego, CCDC, the Jerde Partnership, and founded the firm City Design, specializing in urban retail concepts. Wolden is also an adjunct professor at NewSchool of Architecture + Design, and a frequent lecturer on the subject of urban architecture and planning.

Wolden's project experience includes: Rancho Ontiveros, a master development plan for approximately 1,125 hectares in Tijuana Mexico; Makers Quarter, a unique plan of live/work lofts, retail/ workshops and office use for the creative class along 15th Street in San Diego; PB – Oceanus, a design and vision plan for a 5 acre oceanfront site in the heart of Pacific Beach; and the Park & Market

Highrise design in East Village, which will be the iconic center point connecting Balboa Park to the San Diego Bay.

Frank has a Bachelor of Arts and Master of Fine Arts from San Diego State University.



**RANDY S. ROBBINS, AIA,
LEED AP
VICE PRESIDENT,
PRINCIPAL-IN-CHARGE,
PROJECT DESIGNER**

Randy Robbins has extensive experience in the design and management of Educational Facility and Retail projects. Many of his projects include the integration of architecture, interior design and artwork. Projects include: Veterans Memorial Gardens Balboa Park, San Diego, CA; UCSD Price Center La Jolla, CA; UCSD College of International Relations and Pacific Studies La Jolla, CA; and the Battle of the Midway Experience Theater (USS Midway Museum) San Diego, CA; Clairemont Square, San Diego, CA; Hawaii Kai Town Center, Oahu, HI; and Kaupa Kai Center - Hawaii Kai, Honolulu, HI.

Randy is a registered Architect in the States of California, Hawaii, Nevada, and Arizona. He holds a Bachelor of Architecture from California State University. He has earned honors and awards from AIACC/CMACN: Congregation Beth Israel; AIACC/CMACN: SDG&E Mission Skills; AIACC/CMACN: Aztec Aquaplex ; Gold Nugget Grand Award: Congregation Beth Israel; AIA/SD Honor Award: The Church of Nativity; AIASD Award of Merit: UCSD Price

Center; AIA/SD Citation: Ralphs Residence; AIA/ National Award of Excellence, Interior Architecture: Church of the Nativity; Gold Nugget Grand Award, Best Specialty Project: Sporting Club at Lakeshore Towers; Athletic Business Magazine, Facility of Merit: Sporting Club at Lakeshore Towers.

Diamond View Tower
SAN DIEGO, CA



Hard Rock Hotel
SAN DIEGO, CA



Horton Plaza
SAN DIEGO, CA



Architectural Design Aquarium Design

PROFILE

Bjarke Ingels Group (BIG): Founded in 2005 in Copenhagen, BIG has designed numerous award winning projects across the world. BIG currently operates out of offices in both Copenhagen and New York, and is involved in a large number of projects across Europe, North America, and Asia. They are technology driven, and use their analytics to find opportunities to realize a projects greatest potential.

For more on BIG and their current projects:
www.bid.dk/#projects



BJARKE INGELS CREATIVE DIRECTOR

BIG will establish a core project team under the leadership of Bjarke Ingels, Founding Partner and Creative Director. Bjarke has demonstrated his leadership, talent, experience, and technical knowledge through BIG's many completed projects, his relentless proactive efforts engaging in the public process, and by the many awards the office has received in the process.



THOMAS CHRISTOFFERSEN PARTNER

Thomas Christoffersen began his collaboration with Bjarke Ingels in 2001. He has selective experience on every notable BIG project, including the multi-award winning VM Houses and the 8 House, which was awarded the 2012 AIA National Honor Award for Architecture. Thomas currently oversees the detail design and construction of the 720-unit residential West 57th St. building in Manhattan which will strive for LEED Gold Certification. His other notable projects include the Vancouver House tower in Vancouver, the Telus Sky in Calgary, the Kimball Art Center, and the Smithsonian Institution Campus Masterplan in Washington, D.C.



BEAT SCHENK PARTNER

Beat Schenk is a licensed architect who joined BIG in 2010 as Senior Project Manager, and is now the Director of Detail Design. In 2015, he was made Partner.

Beat has more than 20 years of experience as Project Architect and Designer and has sharpened his skills while working on many notable buildings in North America, Europe, and the Middle East including the Guggenheim Museum in Bilbao, Spain and the Vitra Chair Museum Expansion in Weil, Germany. Beat's collaboration with BIG dates back to 2000, where he worked alongside Bjarke on the Seattle Public Library in Seattle, Washington, while at the Office for Metropolitan Architecture (OMA).



Danish Maritime Museum

Relevant Operational Experience

As mentioned at the start of this Section, we have assembled a group of seasoned partners and professionals who have the necessary skillsets and expertise to successfully execute the vision outlined herein. Our mission is to deliver a world class waterfront project that will be a win for all stakeholders. We have highlighted projects the below that demonstrate our past experience on similar or related operations.

Miami Beach Marina

South Beach, FL

Miami Beach Marina is called the "Gateway to the Caribbean in the Heart of Miami Beach". Miami Beach is perfectly located 2 minutes from the ocean, 4 minutes from the vibrant night life, restaurants, shops and galleries of South Beach and eight minutes from the heart of downtown Miami. The Marina is the jumping off point for the Bahamas, the Florida Keys and the Caribbean. Yachts from the world over clear in to the U.S. at this Marina. The docks are fixed concrete with Major 12-14inch wood dolphin piles. There is a floating dock used as the primary dock and dine area for guest of Monty's Restaurant.

Average operations gross revenue:

\$17,000,000-\$18,000,000

Length of operations:

23 years

Reference/developer:

Robert W. Christoph, Chairman

Boston Yacht Haven

Boston, MA

Boston Yacht Haven is the leading marina destination in New England, where mega yachts dock majestically in a newly renovated 100 slip marina. Offering dockage to vessels of up to 400 feet with multi-phone, yacht power and high speed slip fuel delivery. The Inn at the Marina offers deluxe suite accommodations that pamper guests in every desirable way. Boston Yacht Haven reigns as one of the most enviable locations on Commercial Wharf in Boston's Historic North End. Major attractions are within easy walking distance, such as: Historic Quincy Market, New England Aquarium, Boston's Theater and Financial Districts, plus shopping, dining and exciting nightlife, and more to suit individual tastes.

Average operations gross revenue:

\$9,000,000 - \$10,000,000

Length of operations:

Acquired in 2010.

Reference/developer:

Robert W. Christoph, Chairman

Bahai Mar Marina

Fort Lauderdale, FL

The Bahia Mar Resort and Yachting Center is the ultimate Hotel and Marina destination in the heart of Fort Lauderdale, Florida. The property features a 296-room Hilton Hotel complete with restaurants, shops, swimming pool, tennis and is directly across the street from a pristine sand beach along the shore of the Atlantic Ocean.

The marina offers 243 slips capable of handling vessels up to 300 feet along its 3,000 foot parallel dock and more than 5,000 feet of floating docks. This facility offers High Speed fueling, in slip sanitary pump-out, a marine store, dive shop, a marine maintenance provider and full access to all of the amenities located within the property and the Hotel. Bahia Mar is also the home of the world renowned Fort Lauderdale International Boat Show.

Average operations gross revenue:

Marina: \$2,000,000

Fuel: \$3,000,000

Hotel: \$4,000,000

Boat Shows: \$5,000,000

Length of operations:

Purchased in 2012.

Reference/developer:

Robert W. Christoph, Chairman

Flower Hill Promenade

Del Mar, CA

This exceptionally well located property represents the jewel in the crown of the Protea portfolio. Flower Hill Promenade is a specialty shopping center located in the affluent Southern California coastal community of Del Mar, California. When acquired in September 2002 for \$32.2 million, the 15-acre property with improvements of approximately 109,000 square feet consisted of a multi-level retail mall with a quality high-end tenant mix, three freestanding restaurant buildings, a 4-plex movie theater, a ground lease to Mobil Oil and a vacant tax parcel for further development.

Flower Hill Promenade gave Protea the opportunity of acquiring a large trophy retail property located in one of the strongest demographic areas in Southern California, with significant "value-added" components - increasing income within the current physical configuration and the potential to add square footage by developing the vacant parcel.

After an 8-year entitlement process, in May 2011, Protea secured a coastal development permit and at a cost of \$28 million, proceeded to develop a 67,000 sq. ft. retail and office building and a 400 space parking garage. A 20-year Whole Foods Market lease over 30,000 square feet and a 15-year lease with Sharp HealthCare over 29,500 square feet were signed. Other leases include Starbucks, Yogurtland and Sun Diego. In 2012/2013, and as part of an overall enhancement project, Protea also carried out a \$5 million renovation of the existing center. In doing so, Protea has capitalized

on Flower Hill Promenade's potential and is confident that the growth will continue to reflect those benefits.

Average operations gross revenue:

2013: \$5,632,119

2014: \$7,507,118

2015: \$8,330,690

Length of operations:

Flower Hill Promenade (retail) purchased in 2002 with approximately 112,000 square feet. Expanded and renovated to approximately 170,000 square feet in 2013.

Reference/developer:

Jeff Essakow, Partner



Steelpointe Harbor

Fairfield County, CT

Steelpointe Harbor is New England's premier 2.8 million square foot mixed use urban orientated waterfront development in Fairfield County, Connecticut. It will be constructed over a period of years in phases. When completed, Steelpointe Harbor will have approximately 800,000 square feet of hotel/meeting area, a new 250 slip marina with complete shore side support which will also contain 1,000 to 1,500 residential units. The Bass Pro Shops have started construction and will be one of Steelpointe Harbor's highly regarded tenants.

Average operations gross revenue:

Under Constuction

Length of operations:

Fully entitled property

Reference/developer:

Robert W. Christoph , Chairman



The Newport Aquarium: A Million Gallons of Fun

Newport, KY

Conceived, designed, and developed by OdySea CEO Amram Knishnisky, The Newport Aquarium, located in the Cincinnati suburb of Newport, Kentucky, opened its doors in 1999. This was the first for-profit aquarium built in the United States.

The 125,000 square foot aquarium featured a diverse collection of over 550 species of animals from sharks to penguins and was ranked the 4th best aquarium in the United States by Newsweek Magazine and Zagat Survey.

In its first year of operations, the Newport Aquarium attracted over 1.2 million visitors. The aquarium has been profitable every year since then and in 2007 was profitably sold to Herschel Family Entertainment, one of the largest family run entertainment companies in the world.

Average operations gross revenue:

Confidential

Length of operations:

Developed 1999, sold in 2007 (1999-Present)

Reference/developer:

Amram Knishnisky, CEO

Butterfly Wonderland: A Rainforest Experience

Scottsdale, AZ

Among one of the rarer attractions in the country, Butterfly Wonderland opened its doors in May 2013 to rave reviews and financial success in Scottsdale, AZ. At 26,000 square feet, it is the largest indoor butterfly pavilion in the country and attracted 400,000 visitors in its opening year. Since then it has received many accolades including the 2014 AZ Central's Best award, 2015 Circle of Excellence by TripAdvisor, rated amongst the top 5 "Things to Do" in Scottsdale, Arizona, voted "Best Kids Indoor Entertainment" by Arizona Foothills, and voted "Best Family Entertainment Venue" by AZCentral.com.

Guests next step inside the largest indoor rainforest featuring not only butterflies, but moths, birds, koi fish, and rain forest plants, flowers and trees. Over 3,000 butterflies fly freely throughout the facility, landing on fragrant flowering plants, and quite often, on a friendly visitor's shoulder or finger.

The facility houses a gift shop where guests can purchase butterfly related keepsakes that memorialize their visit to the live attraction. Also, the facility has a cafe for hungry passers-by.

The Butterfly Wonderland Foundation, a 501c3 non-profit entity, currently provides education and research opportunities, as well as internship programs. Over 45,000 school children, including Title 1 students, have been admitted into Butterfly Wonderland.

Average operations gross revenue:

Confidential

Length of operations:

3 years (2013-Present)

Reference/developer:

Amram Knishnisky, CEO

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Appendix

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 - b. Operational Team Leaders
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- A8.** Hotel Letters of Interest
 - a. Virgin Hotels North America, LLC
 - b. YOTEL
 - c. Freehand San Diego
- A9.** Mobility & Parking Strategy
- A10.** Revenue & Expense Back-Up
 - a. Financial Proforma Backup
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- A13.** Schedule & Logistics Plan
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Appendix

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A1

Activation and Programming Plan (Public Space)

A1

Activation and Programming Plan (Public Space)

Programming Task:

Assess the public programming landscape throughout Downtown San Diego and the city at large, identifying new and synergistic opportunities for Seaport.

Explore and examine programming and marketing strategies of successful public parks and waterfront open spaces across the globe, to define and establish a relevant approach for Seaport.

Curate an annual calendar of events, festivals, markets, activities, programs and daily uses that complement existing Downtown public spaces and performance/event venues. Identify strategic programming and funding partners across the region that can help bring this calendar to life.

PUBLIC SPACE ACTIVATION AND PROGRAMING PLAN

Protea Waterfront Development has formed an alliance with Community Arts Resources (CARS) to define a programmatic framework for the new Downtown San Diego waterfront district, Seaport. CARS will call upon its twenty-five plus years of cultural and community programming and extensive network of Southern California artists, presenters, cultural and community institutions and funders to dissect the multitude of programming opportunities that could come to life throughout the new district's public realm on a daily, weekly, monthly and seasonal basis. We will assess the cultural and community programming landscape throughout Downtown San Diego and the City at large to identify a calendar of events, festivals, markets, activities and daily uses that complement, rather than compete with, existing public spaces and performance/event venues in the area.

CARS will also explore programming strategies of successful parks and public spaces across the globe, identifying permanent uses, recurring activities, temporary events and public art programs that could translate throughout Seaport in an organic way. We will develop a programming model that allows different scales of programs to co-exist. These range from lower impact, community-focused activities that take place daily or weekly, to more resource-intensive, signature events that help to define Seaport on a national and international level.

To bring this multi-pronged model to life, we will identify strategic programming and funding partners across the San Diego region that see the exciting potential that exists with this new waterfront district.

With these partners, we will curate a schedule of programs that works 365 days of the year. This will bring a daily rhythm to the district that is inviting, inclusive, distinct, and fun for both locals and visitors alike.

The programming model will both activate the new district throughout the day, week, month and year, and assist in branding Seaport as an inclusively diverse and exciting place to be – a public destination that is as dynamic and unique as the city in which it lies.

Possible programming ideas for the four main Public Realm zones of Seaport include:

1. PACIFIC PROMENADE

- Passeggiata along the Promenade: weekly evening strolls along the waterfront – the place to see and be seen!
- Curated street performers staged along key segments of the Promenade.
- Picnic and Movie Night at Ruocco Park: utilize the mobile floating stage and create a casual evening hangout.
- Fitness and Wellness Circuit: Incorporate landscape and design elements along the promenade, such as a rubberized track and parkour course, to tap into a larger fitness loop and create an outdoor gym.
- Curated food and coffee carts featuring local vendors along the entire Promenade.

2. PACIFIC PLACE AND PIAZZA

- Weekly Sunset Concerts at Pacific Piazza: small scale live musical performances looking out over the Harbor.

A1

Activation and Programming Plan (Public Space)

- Larger Laser/Hologram Shows at Pacific Piazza using floating mobile stage.
- Additional movable seating throughout to allow restaurants to spill out on to the Piazza.
- Local vendor kiosks throughout Piazza.
- Friday Night Happy Hour/Beer Garden for the after-work crowd
- Public Seasonal Holiday Celebrations: Christmas Tree Lighting and Menorah Lighting
- PCH Festival: Annual public festival celebrating the beauty and culture of the California coastline.

3. KETTNER CONNECTION - The Big Bay Park Experience.

- Rather than heavily programming this zone, we will ensure that street and plaza infrastructure are designed to be physically flexible to host outdoor events and spillover educational programming from school to the north and the Odyssey San Diego Aquarium and Wellness Park to the south.
- Activity Center/"Outfitter" at Wellness Park: a central hub for checking out workout gear, locating a bike share center, and meeting up for classes in the park.

4. DISTRICT CORE

- Monthly Night Markets/Food Fairs: an event to highlight fresh seafood and local chefs with open air marketplaces. A chefs' stage built into street façade architecture could host a chef-cooking demo to shoppers.
- Annual Holiday Market: Artisanal art and craft fair featuring San Diego's locally made goods, holiday food vendor carts, and performances.



Management, Maintenance, Security and Programming

Public spaces that thrive are well-organized institutions with empowered decision-makers behind every detail, from developing strategic partnerships and planning iconic civic events to managing cleaning and maintenance schedules to ensuring appropriate on-site security. In light of Seaport's symbolic importance and unique potential, the physical design alone cannot ensure the success of its public realm. Moreover, the new district's programmatic model is only as strong as its governance structure. Strategic management, reliable funding, marketing, maintenance and security are all critical elements in developing and presenting a successful series of programs, no matter the scope and scale of the activity or event.

Alongside the development of an innovative programming model, Protea Waterfront Development in alliance with Community Arts Resources (CARS) will explore a wide variety of governance and operational structures for Seaport's public realm. Our team will look to best practices in park and public space governance, management and operations. We will survey a handful of successful, highly programmed public spaces across the country to evaluate their management and staffing models and cull lessons learned and best practices from these established sites.

CARS, having gone through a similar research process to develop recommendations for the management of LA's Grand Park, are intimately familiar with the intricacies that exist among different public spaces and will work with our team to develop a governance structure and operational model that fit the unique characteristic and needs of this new San Diego public amenity, Seaport.

A2

Aquarium

A2 Aquarium

PROPOSED SAN DIEGO AQUARIUM EXPERIENCE

SAN DIEGO AQUARIUM STORYLINE

Designed to be a 2-3 hour experience, we envision that the OdySea San Diego Aquarium will follow a storyline that will take its guests on a journey of a drop of water that falls from the sky. The rain pours into our rivers and lakes then runs into the ocean shorelines and the oceans' shorelines give way to the depths of the sea. Each of these bodies of water sustains life and provides a unique experience to be explored - from bayou and camps to coral reefs and deep abysses and fresh water to salt water.

AQUA LOBBY

The experience begins in the lobby where guests will see 9 sphere shaped aquariums suspended from the ceiling with a school of colorful fish inside. A first of its kind in the world!



RIVERS OF THE WORLD

Three groups of rivers will make up the OdySea Fresh Water Exhibit - the American (including the San Diego River), Amazon and Asian Rivers. Along these three rivers, guests will see creatures from the fascinating to the fearsome. The Turtle Island is the centerpiece of the River Galleries. A small rocky formation is the base for all turtles and a variety of semi-aquatic reptiles to climb.



SHORES

From the world rivers, stroll into the Shore Gallery. Ocean shores are critical to many environments. Several touch pools are in this area, offering close contact with the animals. Here a guest can touch and examine creatures and chills, check out the spiny skin of a Forbes sea star or count the legs on a horseshoe crab.

CORMORANT BIRD THEATRE

Discover the ultra-accurate fishing skills of the cormorant birds. Witness their elegant flight and pinpoint precision as they catch prey by diving from the water's surface. These excellent divers penetrate the water at breaking speeds, propelling themselves with their feet and with help from their wings - some cormorant species have been found to dive as deep as 45 metres! Viewing their behaviors

A2 Aquarium

above and below water will provide a rare glimpse into cormorant's hunting technique and beauty.

SEA TREK UNDERWATER EXPERIENCE

Put on your wetsuit and helmet and get ready to dive in! Our certified divers will take you deep into one of the largest tanks at OdySea San Diego Aquarium where you will be surrounded by hundreds of colorful and curious sea creatures. No need to be PADI certified. Children as young as 8 years of age are eligible to participate.



PENGUIN EXPEDITIONS

These South African penguins will delight guests with their amusing antics as they walk on the beach, bob at the water's surface and swim. Visitors to OdySea San Diego Aquarium will enjoy the March of the Penguins as they parade through the halls greeting admiring guests.

UNDERWATER ESCALATOR

Enjoy the ride of your life as you step onto an escalator that carries you from the 2nd floor to the 1st floor in a huge acrylic tank. The escalator will slow down for a full-submersion experience into sea life. But watch out, that fast moving shadow rising up

from the deep just could be a shark! Can't take the escalator? Don't worry, we have an elevator in the tank as well.



ACRYLIC SLIDES

For guests wanting a quicker path to the bottom of the ocean, our 360-degree see-through slide through the Deep Ocean shark infest exhibit will provide thrills and chills as guests race to the bottom to avoid being spotted by our marine predators.



TOUCH-SCREEN TANKS

No need to look away to learn about the species in these tanks. With transparent touch-screen LCD

technology integrated into the acrylic windows, guests are invited to "touch the tank" for an interactive educational experience that keeps their eyes focused on the stars of the show.

4-D THEATRE EXPERIENCE

The state of the art 4-D movie experience, created in conjunction with national IMAX film producer MacGillivray Freeman Films, features species that are not represented at the aquarium such as whales and dolphins. At the end of the show, we lift the screen to surprise the guests. Behind the screen, a large acrylic window into the Deep Ocean exhibit!



GREAT BARRIER REEF

This fascinating 360-degree tunnel aquarium features many of the most beautiful and colorful elements from the Great Barrier Reef.

MARTINI GLASS GALLERY

Wander over to The Bizarre and The Beautiful Exhibits for a closer look at jellyfish, octopuses, large king crabs, and seahorses.

A2 Aquarium



THE LIVING SEA CAROUSEL

Last but certainly not least, is the grand finale. This exhibit integrates theme park technology into the presentation of marine life and is guaranteed to be the talk of the town. This last stop on the tour includes 4 separate exhibit tanks as part of a unique revolving theatre concept.

The revolving theatre is designed as a large turntable, upon which five sections of seating are placed. Each section is designed to align with one of the four large-scale exhibit tanks, with the fifth designated for visitor loading and unloading. Each of the four carousel exhibit tanks will be hosted by a SeaTrek diver who will provide voice-over narration of the marine life and interact with the audience via microphone from underwater inside the tank.

OTHER FEATURES

Additional features include a large gift shop, a café overlooking the waterfront, aquarium filled event space, back of house tours, and more.



ODYSEA AQUARIUM FOUNDATION

OdySea will set up a 501c3 non-profit entity to serve the San Diego community through education and conservation efforts. Giving back to the community and conserving our oceans for the enjoyment by future generations is a key tenet of OdySea. From supporting special needs and economically challenged students to generating awareness and developing ocean clean-up teams, OdySea prides itself on achieving sustainability through action.

SAN DIEGO BUTTERFLY STORYLINE

Butterfly Wonderland San Diego

We envision that the Butterfly Wonderland San Diego will complement the aquarium. Butterfly Wonderland will be a one-of-a-kind experience, and attract families and visitors of all ages. This amazing facility will include a magnificent glass atrium that provides the ideal tropical rainforest habitat where thousands of butterflies from around the world fly freely; a state-of-the-art theater for viewing the impressive and educational "Flight of the Butterflies" 3D movie; a 20 foot long window peering into the chrysalis lab where Butterflies are constantly emerging from their cocoons, interactive nature exhibits for children, and a gift shop.

A3

Aquaculture & Commercial Fishing

A3

Aquaculture & Commercial Fishing

White Paper to address Commercial Fisheries Revitalization and Aquaculture as a possible complementary component of this response to RFP 16-04ME- World Class Waterfront Development Opportunity

May 2nd 2016

1. BACKGROUND

In April of 2010 the Commercial Fisheries Revitalization Plan, (CFRP) Preferred Alternative Implementation Plan was adopted by the Port of San Diego. That comprehensive Report which cost approximately \$750,000, was the result of a multiyear collaboration of all interested stakeholders. **After reviewing multiple options it concluded that linking the redevelopment of Tuna Harbor, Driscoll's Wharf in Americas Cup Harbor with the then fledgling Aquaculture initiative had the opportunity to become the model for facilitating a public/private partnership to revitalize our fishing industry and the jobs associated with it, and also show San Diegans, and the Nation, how to solve the problem of our worldwide seafood shortage and our dependence on imported seafood.**

The RFP referenced above asks respondents to re envision the approximately 70 acre parcel , which includes 40 acres of land and 30 acres of water which includes Tuna Harbor, following the Port's Framework Plan and Guiding Principals. By its nature any plan for this site would need to consider the potential relocation of the historic Chesapeake Fish Processing Facility as well as a possible redesign for the Tuna Harbor area. Any discussion would therefore need to consider the sensitivities of the provisions of the California

Coastal Act, the Port Act, and Port Master Plan which specifically protect the historic fishing uses and their support facilities on our waterfront.

2. CURRENT SITUATION

As stated in the RFP the site is one of the most important sites along San Diego Bay and comes with high expectations from the public and the District to create a one-of-a-kind, internationally recognized destination. To accomplish this goal fish processing and using Tuna Harbor solely for commercial fishing may not be the best use at this time.

The Seaport Project described and envisioned in the attached Proposal depicts the need to relocate of the existing Chesapeake Fish Facility to an alternate offsite location and the redesign of Tuna Harbor to accommodate both commercial fishing and recreational boating. Without a viable option for suitable relocation of these existing uses, execution would be difficult if not impossible.

In the intervening years since the CFRP referred to above was adopted, there have been a number of changes in the status quo. The most significant has been the advancement of efforts for a sustainable Aquaculture initiatives not envisioned in the 2010 report. A number of entities have been actively moving forward with significant efforts to build and operate Aquaculture operations in the United States as well as Mexican waters close by. The District has made it a focus to facilitate and stimulate new Aquaculture initiatives in the Bay and on Tidelands.

A3

Aquaculture & Commercial Fishing

We have taken the initiative to work with Rose Canyon Fisheries and an associated fish processor to explore requirements for joint facilities on the same site. We have also had a number of meetings with representatives of the San Diego commercial fishing interests to explore their preferences and requirements related to Tuna Harbor and other locations on the bay including Driscoll Wharf.

The existing lease on the Driscoll Wharf property identified in the CFRP report has continued to "burn" off and is set to expire in 2023. With District cooperation a number of options exist to attain control of the Driscoll Wharf site in the short term or at a minimum in 2023.

3. VISION

To create a model for synergistically linking the development of the 70 acre site which is the subject of this RFP with the Driscoll Wharf site to bring together the following interrelated aspects:

- a. Aquaculture
- b. Fish Processing
- c. Revitalization of the commercial fishing industry in San Diego Bay
- d. Creation of more viable commercial fishing berths closer to the open ocean
- e. Resolution of Entitlement issues associated with the Seaport Project
- f. Blue Tech location with associated joint infrastructure
- g. A retail downtown fish market on the scale of Pike's Market in Seattle

4. PROJECT

Aquaculture, Fish processing and Blue Tech Incubator

Subject to the timing and availability of the site, the following concept would be implemented at the Driscoll Wharf site and be a partner site for the redevelopment of Tuna Harbor to facilitate the moving of some of the commercial fishing berths and the existing fish processing from the Seaport site.

As shown on the attached exhibit the project envisions the following land and water improvements:

- Small satellite retail market complimenting the seaport site
- Two fish processing facilities
- Land based Aquaculture facility
- Blue tech incubator facility
- New berths for commercial fishing vessels

Potential Tenants

- Santa Monica Seafood dba Chesapeake Fish Company
- Golden Harbor Seafood
- Rose Canyon Fisheries
- Blue Tech TBD

Retail Fish Market

As part of the Seaport Project a fish market similar to Pike's Fish Market in Seattle would be designed and built as part of the Public Market. This could be operated by one of the new fish processing facilities located at the Driscoll Wharf site.

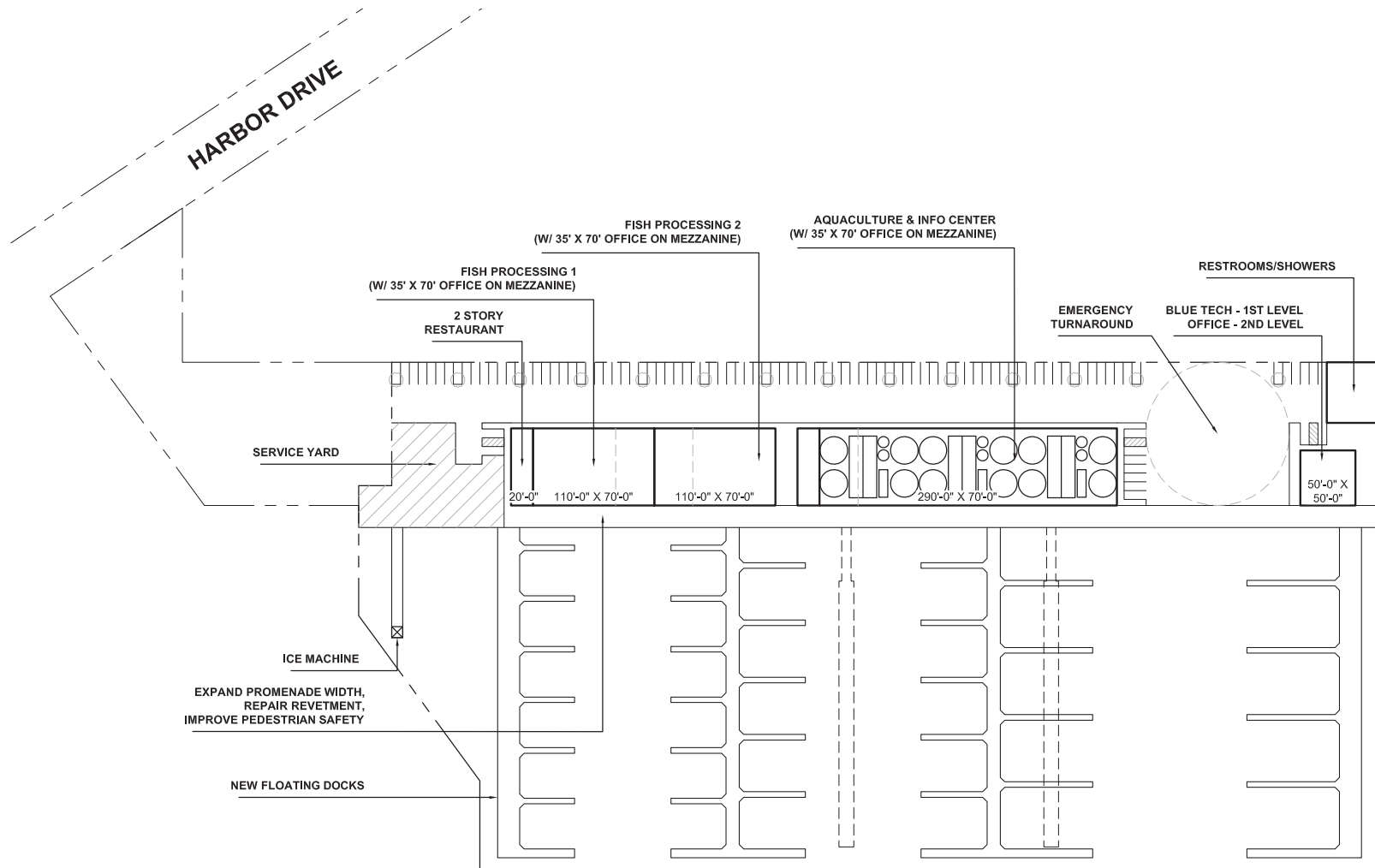
Conclusion

The redevelopment of Tuna Harbor, Driscoll's Wharf in Americas Cup Harbor with Aquaculture has the opportunity to become the model for facilitating a public/private partnership to revitalize our fishing industry and the seafood industry jobs associated with it, and to also show San Diegans and the Nation how to solve the problem of our worldwide seafood shortage. A number of options exist for the developer of Seaport which includes Tuna Harbor to partner with the District to achieve all the goals discussed above.

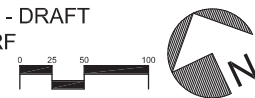
Exhibits

Conceptual Plan for Driscoll Wharf

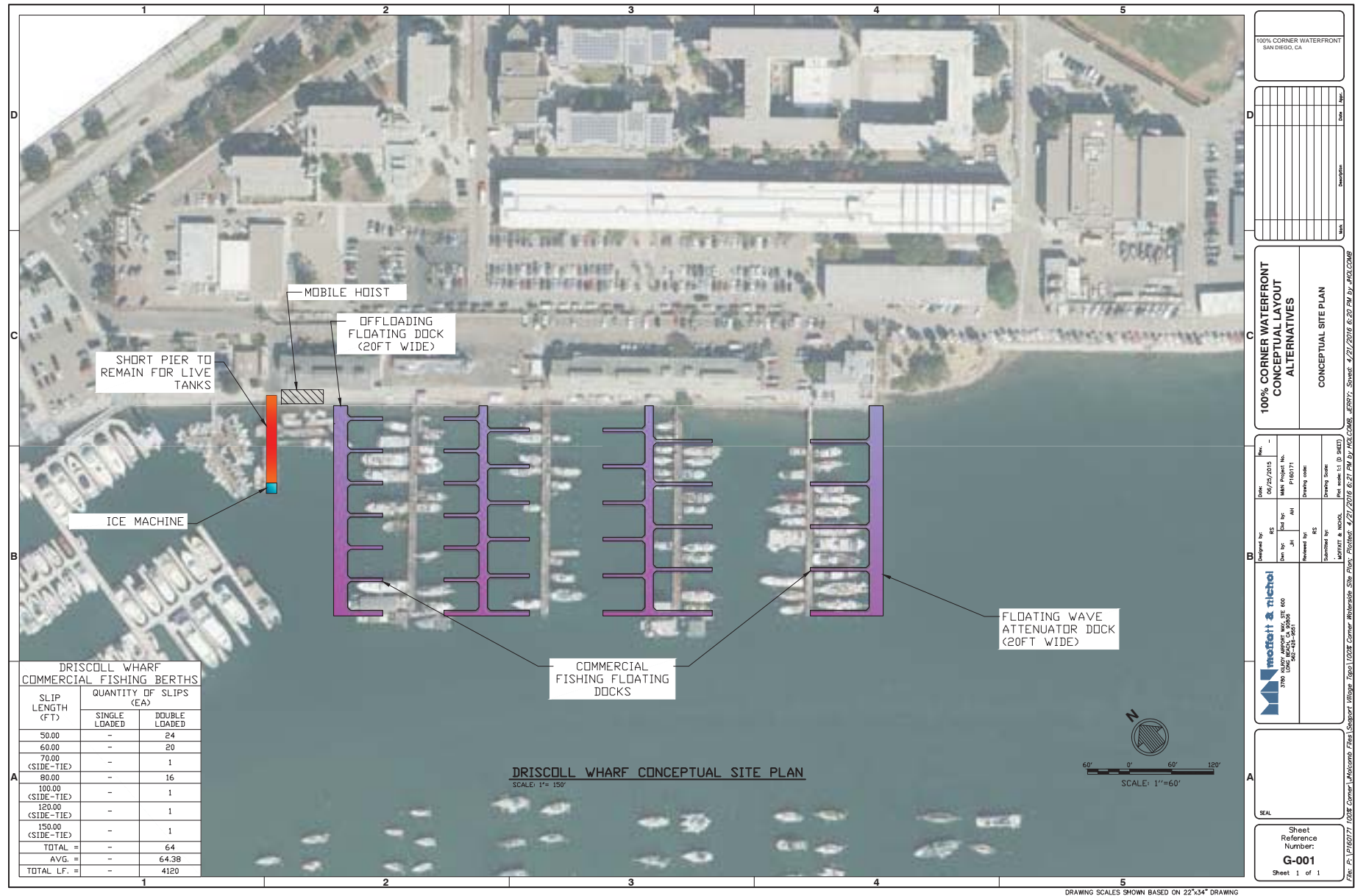
A3 Aquaculture & Commercial Fishing



DESIGN CONCEPT - DRAFT
DRISCOLL'S WHARF
APRIL 27, 2016



A3 Aquaculture & Commercial Fishing



A4

Biographies of Key Team Members

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Biographies of Key Team Members

ADVISORY COMMITTEE

Due to the scale and complexity of this project we have formed an Advisory Committee of respected and seasoned local individuals who will bring their experience and expertise to provide non binding strategic advice and guidance. We anticipate this committee meeting monthly in the initial project phases and then transitioning to quarterly as the project matures. The founding core committee include the following individuals:

- Irwin Jacobs
- Steve Black
- Tom Sudberry
- Stath Karras
- Richard Bartell


**IRWIN M. JACOBS, CEO
EMERITUS OF QUALCOMM**

Irwin Mark Jacobs is Founding Chairman and CEO Emeritus of Qualcomm, a company he co-founded in 1985. As CEO through 2005 and Chairman through 2009, he led the growth from startup to Fortune 500 Company, now with over 30,000 employees worldwide. Qualcomm pioneered the CDMA wireless technology used by all third-generation cellular networks to deliver broadband Internet access to over 2.2 billion customers, and is the leader in supplying fourth-generation technology. Through continuing innovation, Qualcomm has become the world's largest semiconductor supplier for mobile devices. For 15 consecutive years, QUALCOMM has been named to Fortune's list of The 100 Best Companies To Work For.

Dr. Jacobs previously served as co-founder, CEO and chairman of LINKABIT Corporation, leading the development of Very Small Aperture Earth Terminals (VSATs) and the VideoCipher® satellite-to-home TV system. LINKABIT merged with M/A-COM in August 1980, and Dr. Jacobs served as executive vice president and a member of the board of directors until his resignation in April 1985. Over 100 San Diego communications companies trace their roots to LINKABIT.

From 1959 to 1966, Dr. Jacobs was an assistant, then associate professor of electrical engineering at Massachusetts Institute of Technology (MIT). From 1966 to 1972 he served as professor of computer science and engineering at the University of California, San Diego (UCSD). While at MIT, Dr. Jacobs co-authored with Jack Wozencraft a textbook on digital

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Biographies of Key Team Members

communications, Principles of Communication Engineering. First published in 1965, the book remains in use today.

Dr. Jacobs received a bachelor's degree in electrical engineering in 1956 from Cornell University and Master of Science and Doctor of Science degrees in electrical engineering from MIT in 1957 and 1959, respectively. He holds fourteen CDMA patents.

Dr. Jacobs has chaired the Board of Trustees of the Salk Institute since 2006, was chair of the National Academy of Engineering from 2008 to 2012, has served on the advisory board of the Tsinghua University School of Economics and Management since 1999, and currently serves on the Cornell NYC Tech steering committee, the King Abdulaziz City for Science and Technology (KACST) Innovation and Entrepreneurship Board of Advisors, and the Suu Foundation Board of Directors (Myanmar).



STEVEN L. BLACK CHAIRMAN, CISTERRA PARTNERS

Mr. Black formed Cisterra in 1999 to develop technology campuses on the East Coast, Europe and Canada for Cisco Systems. His present responsibilities include setting the strategic vision for the company and managing its talented group of professionals. Prior to forming Cisterra, Mr. Black served as Chief Development Officer of Kilroy Realty Corporation (KRC:NYSE), a publicly traded real estate investment trust. Mr. Black joined Kilroy Realty Corporation through merger with The Allen Group. The combined company is one of California's preeminent commercial development companies. Mr. Black has also served in a number of other prominent senior management positions within the real estate development industry during the last 30 years. Over the tenure of Mr. Black's career, he has been involved in the development of approximately 20 million square feet of projects.

Mr. Black also served as Vice Chairman of Hearthstone Realty Advisors, one of the largest institutional investors in the home building sector in the United States.

Mr. Black was a certified public accountant with Deloitte. Mr. Black also founded The Four Graces winery located in Oregon, which produces high-quality Pinot Noir.

In 2007, Ernst & Young named Cisterra Partners, LLC "Entrepreneur of the Year." In 2004, the National Association of Industrial and Office Properties (NAIOP) named Cisterra "Developer of the Year." A number of

Cisterra's projects have been recognized as "Project of the Year" for their excellence.

A graduate of San Diego State University with a degree in accounting, Mr. Black has been a significant supporter of educational, arts, and environmental organizations and serves as a Fellow with The Aspen Institute, and Advisor to the Burnham-Moores Center for Real Estate at the University of San Diego, a John Muir Society Member of the Sierra Club, among others.

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Biographies of Key Team Members



TOM SUDBERRY
CHAIRMAN OF THE BOARD,
SUDBERRY PROPERTIES

Sudberry Properties develops and manages commercial properties in Southern California.

The firm specializes in urban

retail, community, and town center developments with an emphasis on mixed use and master-planned communities. Major projects under development include the award-winning 230-acre master-planned community of Civita in Mission Valley, the 465-acre El Corazon mixed-use community and So Cal Sports Complex in Oceanside, the 850,000 square-foot Watermark mixed-use project in San Diego's Scripps Ranch, as well as several others throughout San Diego and Riverside

Counties. Since its inception, Sudberry Properties has developed or is in the process of developing approximately 10 million square feet of retail, office, apartment and industrial projects. It has entitled more the 6,550 residential units, and is completing construction of 1,300 apartments in San Diego County. The firm also specializes in entitling particularly challenging or complicated properties.

Tom's education includes: Graduate School of Design, AMD Executive Program, Harvard University; a Master's Degree in Business Administration from Stanford University and a Bachelor's Degree in Mechanical Engineering with a minor in Electrical Engineering from Rice University.



STATH KARRAS
EXECUTIVE DIRECTOR
BURNHAM-MOORES CENTER
FOR REAL ESTATE, USD

Stath Karras is the executive director of the Burnham-Moores Center for Real Estate (BMC) in the

School of Business Administration at the University of San Diego. In this role, Karras is responsible for establishing and leveraging strategic priorities and initiatives for the Center to advance and align its mission and vision with those of the School of Business and the University. He is responsible for working with the faculty and BMC professionals in creating a meaningful learning experience for the real estate students and working with them to enhance their career opportunities. In addition, he is responsible for cultivating relationships with key stakeholders to create fundraising strategies, activities and programs to sustain BMC operations and works closely with the Policy Advisory Board (PAB) committees to set the strategic direction of the Center. Karras is also responsible for creating scholarships, which provide supplemental support for the real estate academic programs.

Prior to this position, Karras served as the executive managing director at Cushman & Wakefield, where he was involved in executive management, business development, receiverships and operations throughout the Southern California region. Most currently, he oversaw the Western Region of the Cushman & Wakefield Resolution Group and its operational integration into C&W Capital Markets, Client Solutions and Brokerage operations. This included Karras serving as a court-appointed receiver for projects throughout Southern California. Karras coordinated the firm's

investment sales, property management, leasing, project management and receiver groups in their involvement with distressed real estate asset needs. Prior to his seven years with Cushman & Wakefield, Karras spent 19 years with Burnham Real Estate Services where he served as president and chief executive officer and 10 years at Wallace Associates.

Karras received his bachelor's in mathematics and an MBA with an emphasis in finance from the University of Utah. He later returned to the university as a teaching fellow in real estate investment and appraisal.

Karras has been very active in the San Diego community where he has served as the chairman for the San Diego Regional EDC, LEAD Executive Committee, Challenged Athletes Foundation Board and is currently the chairman of CONNECT. He also served on the boards of San Diego Regional Chamber of Commerce, San Diego Performing Arts League, Better Business Bureau and San Diego Commercial Real Estate Association.

A4**Biographies of Key Team Members****RICHARD BARTELL
PRESIDENT AND CEO, BARTELL
HOTELS**

Richard Bartell, a 30-year hotel veteran, is President of Bartell Hotels. Bartell Hotels, founded in 1975, is one of the largest and oldest independent hotel companies in San Diego. The company owns and operates seven hotels in San Diego representing over 1,500 guest rooms. Richard, an attorney, has served as founding Vice Chair of the SDTMD Board of Directors since 2008 and is also Vice Chair of the San Diego Port Tenants Association. Richard is on the Board of Directors of the San Diego Lodging Industry Association and is a trustee of the University of San Diego. In 2005, Richard became the 5th recipient of the Hall of fame Award presented by the San Diego Convention and Visitors Bureau.

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Biographies of Key Team Members

OPERATIONAL TEAM LEADERS

With Gaf as the Executive in Charge reporting up to PWD and 1HWY1 we have hand picked a group of seasoned professionals to lead the functional areas associated with the project

1. Development will be headed by **Kip Howard** and involve leadership of the overall development
2. Entitlement: will be headed by **Kathryn McDermott**
3. Engineering: will be headed by **Mark Real**
4. Design: will be headed by **Vaughan Davies**
5. Construction: will be headed by **Ron Takaki**
6. Post Construction and Operations: will be headed by **Howard Schachat**

**KIP HOWARD
DEVELOPMENT**

Kipland Howard is Founder and President of Allegis Development Services, Inc. In 1989, he formed Allegis as a resource for owners and municipalities who required high-end development services but didn't want to sacrifice property equity in the process.

With over 35 years' experience in all facets of real estate development; which includes architecture, construction, finance, and project management; Howard is able to offer a full range of development services to Southern California property owners. During Allegis's tenure, Howard has overseen over three billion dollars of commercial real estate development including such notable projects as The Hilton San Diego Bayfront Hotel, ResMed Corporate Headquarters, Park Hyatt Aviara Hotel, and the Chula Vista Civic Center and Police Headquarters, to name a few.

The depth of Howard's knowledge is instrumental in providing the well-orchestrated management necessary for a successful project: He has been a licensed architect since 1980, holds a B-1 contractor's license, and Allegis is a certified small business enterprise.

Prior to Allegis, Howard was the Director of Architecture, then President and CEO of Torrey Enterprises, where he was responsible for developing more than \$500 million in commercial and residential properties including downtown San Diego landmarks such as the First National Bank building, Marriott Hotel, and Hyatt Regency.

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Biographies of Key Team Members

Howard holds a degree in Architecture from the University of Tennessee.



KATHRYN MCDERMOTT ENTITLEMENT

Kathryn McDermott is a consultant specializing in maritime real estate and business development, primarily to public agencies/port authorities and related private sector businesses. Kathryn has over 30 years' experience in ground leasing, development, land use planning and implementation, and acquisition and sale of real property to and from public agencies, as well as business and economic development programs.

Kathryn held management and executive positions with the Port of Los Angeles as the Deputy Executive Director of Business Development, the Port of Long Beach and Southern Pacific Railroad. She has successfully negotiated complex ground leases for commercial and industrial customers including maritime cargo customers (container, break bulk, roll on-roll off), warehousing, and commercial waterfront leases (restaurants, hotels, retail and other visitor serving uses, recreational marinas, cruise terminals and commercial fishing).

Kathryn also oversaw the creation of a new Economic Development Division at the Port of Los Angeles. She was responsible for the implementation of several new programs, including a green technology incubator, solicitation of proposals to redevelop the San Pedro Waterfront and increase visitor numbers, and the development of TradeConnect, which teaches small and medium sized businesses to export American products overseas. TradeConnect was awarded the President's "E" Award, the nation's highest export trade honor.

As a consultant, Kathryn has worked with the Port of Oakland, Port of San Diego, and the Port of Hueneme, AECOM Technical Services, SSA Marine, Dewberry Engineers, Inc. and several other private sector companies on projects relating to real estate negotiation, policy strategy and best practices.

Kathryn headed the American Association of Port Authorities subcommittee on Real Estate Best Practices while at the Port of Los Angeles and continues to be active in AAPA's Maritime Economic Development Committee. Kathryn serves as the Assistant Chair of the Advisory Committee for the Operations and Supply Chain programs at the Business School at Cal State Long Beach.

Kathryn has a Bachelor's degree in Psychology from UCLA and has attended UCLA's Executive Management Program and the Harvard Kennedy School of Government's Senior State and Local Government program.

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Biographies of Key Team Members

MARK RAEI ENGINEERING

Mark Rael has more than 20 years of experience as a civil engineering professional. Mr. Rael's relevant experience includes project management for the North Embarcadero Visionary Plan Implementation Plan; project management and civil engineering services for the for a large ID/IQ contract for upgrades to the Aviation Fuel Farm Facility at North Island Naval Airstation. This work was as a result of State revisions to clean water regulations, Code of Regulations (CCR) Title 23, Division 3, Chapter 6. Project also included supporting the Navy's procuring variances from the State Regional Water Quality Board and the California Coastal Commission for the upgrading and continued use of three existing World War II era underground storage tanks, and grading and improvements for the Navy helicopter fleet.

Additionally Mark has provided full project management services to the City of San Diego for the completion of the Chollas Creek revitalization project. This project contained two separate sections of habitat and wetland rehabilitation and required extensive local, state and federal discretionary permits prior to implementation.

Mark has also designed and managed the planning, design and construction of large master planned projects that include other diverse uses such as, residential, commercial, sporting, hospitality, underground and surface infrastructure.



VAUGHAN DAVIES, ISAA DESIGN

As an architect and urban designer, Vaughan produces dynamic plans for urban waterfronts, retail/entertainment destinations, transit centers and mixed-use

environments in cities large and small, nationwide and abroad. By placing an emphasis on creating 'pedestrian first' urban neighborhoods he seeks to create resilient and sustainable cities – he is a true pragmatic visionary.

Based in Los Angeles, he has led the design efforts for many of the region's precedent setting projects, including: Gateway Inter-modal Center at Los Angeles' Union Station; Hollywood & Highland's mixed-use development and home to the Oscars; the 400 acre "Bridge to Breakwater" Waterfront Master Development Plan for the Port of Los Angeles; as well as Paseo Colorado a mixed use urban redevelopment in Pasadena. Rainbow Harbor was an early "postcard success" on the waterfront in Long Beach. For the cities of Fresno and San Bernardino he is developing Vision & Action Plans to guide their renaissance with the advent of High Speed Rail, and establish them as forerunners of sustainability in Central & Southern California. His plan for the Downtown Waterfront of St. Petersburg FL recently received unanimous approval from the community, and will be moving into the implementation phase in 2016.

In China and Africa, Vaughan is designing inspired new cities for the rapidly emergent urban populations, challenging the current patterns of development for a sustainable future.

Recently Vaughan has accepted awards for his team's efforts developing plans to capture the air-rights above freeways, and creating much needed opportunities for urban parkland in Santa Monica, Hollywood, and in Downtown Los Angeles with PARK 101. His work at Cabrillo Marina II and the Downtown Harbor on the Los Angeles Waterfront are both award winners!

Vaughan's education includes a BAS, Art, Studio Arts Center International, 1982 B Arch, Architecture, University of Cape Town, 1984 MS, Architecture and Urban Design, Columbia University, 1987 BAS, Architecture Studies, University of Cape Town, 1982.

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Biographies of Key Team Members



RON TAKAKI CONSTRUCTION

Ron Takaki brings more than 35 years of construction experience. He has successfully managed f large high-profile projects including the The LA Forum, Sony Metreon , San

Pedro Waterfront, Paramount Pictures Studio, Warner Bros. Studio, and Sheraton Downtown Los Angeles. Ron was also involved in the design and construction of various Sony facilities in Berlin, Germany and Tokyo, Japan.

Ron has the ability to work on a wide-range of tasks from concept to design and planning to on-site administration of the contract for construction. Ron is a creative, progressive thinking self-starter who has strong technical knowledge in construction products and documents. He is passionate about sustainable ("green") design and is LEED AP certified with a specialty in Building Design & Construction (LEED AP BD&C).

Ron holds a Bachelor of Science in Architecture and continues to take courses at Harvard University's Graduate School of Design. He has been a guest speaker at the Graduate School of Design at Stanford University and the Ziman Center for Real Estate at the Anderson School of Management at UCLA. His work on The Fabulous Forum in Inglewood, CA garnered a win at the CMAA awards in 2015 as well as a preservation award from the Los Angeles Conservancy and the Westside Prize from the Urban Design.



HOWARD SCHACHAT POST CONSTRUCTION AND OPERATIONS

Howard Schachat with over 30 years' experience in operations, real estate design, development, investment, law and property

management currently serves as Vice President and In-house Counsel for Protea.

Howard earned a Commerce degree from Natal University and a Law degree from the University of Witwatersrand, Johannesburg. He is an attorney admitted to the Supreme Court, South Africa and previously held the positions of Senior Vice President, Lifegro Insurance Group, for 10 years, with the responsibility for developing and managing a portfolio of 85 properties (including office and R&D parks, some in excess of 400,000 sq. ft. each and numerous small and large retail centers); Managing Director, Retprop Investments Limited, a property company listed on the Stock Exchange with a retail and office portfolio including one mixed office and retail property of 700,000 sq. ft., and President of Association of Property Loan Stock Companies (REITS). Howard also spent time practicing law in South Africa. He moved to the States in 1997.

Howard oversees operational, legal and certain construction and design matters. Howard's legal acumen, keen eye for detail and decades of experience in real estate investment and management, complements Jeffrey's passion and acquisition skills.

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Biographies of Key Team Members

CONSULTING TEAM

Our core support consulting team was selected based on their waterfront expertise as well as their track record and commitment to the San Diego Region. The following pages highlight both local San Diego projects as well as national expertise. All members of our consulting team are exclusive to Protea Waterfront Development.

FINANCIAL



PROFILE

Kosmont Companies, a certified Minority Business Enterprise (MBE) and certified Small Business Enterprise (SBE), is a real estate, financial advisory, and economic development services firm offering a full range of real estate and economic advisory, project finance, transaction structuring, negotiations, planning and project implementation services for both the public and private sectors. Founded in 1986, Kosmont Companies is a nationally recognized expert in economic development and real estate projects involving government and private sector partnerships.

More information is available at www.kosmont.com.



MR. LARRY J. KOSMONT, CRE® PRESIDENT AND CEO

Larry Kosmont's 40-year career encompasses public/private financial structuring and negotiations, development, and management of real estate and

public finance transactions exceeding \$12 billion. He has an extensive track record as a public/private real estate consultant and public finance advisor. Larry has assisted hundreds of local government agencies in public finance and real estate matters ranging from large-scale economic development programs to site-specific real estate strategies and projects. He has guided over 1,000 private sector projects in obtaining public approvals, structuring deal terms, and securing public/private financing.



THOMAS JIROVSKY, LEED AP SENIOR CONSULTANT

Thomas Jirovsky is a Senior Consultant with Kosmont Companies providing asset management and public/private advisory services to

public agencies, land owners and developers. He is a former Senior Managing Director of CBRE Consulting's Los Angeles office and prior to joining CBRE in 2000, was CFO and principal with Kotin, Regan & Mouchly, Inc.

Through his 30-year career he specialized in the areas of market and financial feasibility analysis, computer-based financial models, fiscal and economic impact, asset management, and public/

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Biographies of Key Team Members

private joint ventures for small urban infill projects to large master-planned mixed-use projects. He has assisted a wide range of government agencies in evaluating commercial and industrial development proposals and in the negotiation of development agreements and long-term ground leases for airports, harbors and educational institutions on office, retail and mixed-use projects.

Mr. Jirovsky graduated with a B.S. in Architecture from the University of Southern California and a MBA in Finance from the University of Southern California.



KENNETH HIRA
EXECUTIVE VICE PRESIDENT

Kenneth Hira serves as Executive Vice President for Kosmont Companies. An expert in retail development and strategies for retail attraction, Kenneth

has over 25 years of varied experience in virtually every aspect of real estate financing, downtown revitalization, acquisition, entitlement, development, asset management and disposition. His expertise is in identifying retail tenants and negotiating retail and mixed-use projects that can revitalize communities and assist in economic development/tax generation programs.

A former Executive Vice President of the Irvine-based mixed-use developer, Pacific Century Commercial, Kenneth managed a portfolio of over \$100 million of retail sites, while operating the commercial division of the company. Prior to this, as a Managing Director of Acquisitions for Westrust

and a Vice President of Development at Lewis Retail Centers, he evaluated and underwrote hundreds of acres of land, successfully captured and negotiated anchor tenant commitments creating \$60 million of value in ground-up development and redevelopment, and was responsible for 800,000 square feet of retail entitlement, design and development. As Vice President of GMS Realty, Kenneth entitled one million square feet of retail development projects, as well as led the acquisition of 24 neighborhood and community shopping centers, totaling 3.3 million square feet and valued at \$375 million, and organized a \$287 million recapitalization.

Mr. Hira holds a Bachelor degree in Economics and Business from UCLA.



Redondo Beach
REDONDO BEACH, CA

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Biographies of Key Team Members

ENGINEERING



PROFILE

In 1945, John G. Moffatt and Frank E. Nichol formed partnerships in California and Oregon to provide engineering and design services to the growing marine infrastructure of the West Coast of the United States. Initially, Moffatt & Nichol concentrated on harbor works and waterways, bridges, buildings, industrial facilities, military installations, and public works. However, with the explosive growth of recreational boating in the 1950s, clients both public and private called upon the firm's waterfront expertise in the development of small craft marinas. That practice area has grown and expanded with the market, and today they offer a seasoned planning and engineering team, providing internationally recognized expertise in the planning and design of waterfront and marina facilities, fully supported by technical staff.

More information is available at www.moffattnichol.com.

"While delivering solutions that are innovative, practical, cost-effective and efficient, we distinguish ourselves from the competition with decades of imagination, and a level of experience and quality that is unmatched."



**ROBERT A. NATHAN, PE
WATERFRONTS AND MARINAS
PRACTICE LEADER, SENIOR
VICE PRESIDENT**

Robert Nathan is Moffatt and Nichol's Waterfronts and Marinas Practice Leader responsible for providing oversight and guidance in the planning and design of marinas, urban waterfront developments, and cruise ship facilities in the United States and throughout the world. He has more than 35 years' experience, all with Moffatt and Nichol, and has managed waterfront and marina development projects for public and private clients in China, the Pacific Rim, the Caribbean and Europe. His experience ranges from providing technical support for the acquisition of permits to managing and completing the design and construction documents for waterfront aspects of large resort and urban shoreline developments. Robert has led and participated in more than 200 urban waterfront planning and design projects and marina market studies.

In addition, Robert previously represented the U.S. as one of two U.S. delegates selected to serve on the Recreational Navigation Commission of the Permanent International Association of Navigation Congresses (PIANC) based in Brussels. He recently served as Chairman of Working Group 134, culminating in the publication Design and Operational Guidelines for Superyacht Facilities.



**ROBERT V. SLOOP, PE
SENIOR COASTAL AND
WATERFRONT PROJECT
MANAGER**

Robert Sloop has over 20 years of diverse engineering experience on domestic and international projects in the coastal environment, including waterfront developments, marinas, cruise ship facilities, coastal structures, dredging, and harbor design. By employing a creative, team-based approach Mr. Sloop has a proven track record for delivering projects on time and on budget. His deep experience in urban waterfront design and entitlements adds significant value to the team. He recently managed entitlements and engineering for waterside elements of the \$2 billion Wharf project in Washington, D.C. that is fully entitled and under construction. A boat owner and operator for 30 years he knows first-hand how to deliver a world class waterfront project.



**AARON HOLLOWAY, PE
COASTAL ENGINEER**

Aaron Holloway brings over twelve years of experience in coastal and water resources engineering with a focus on coastal and waterfront infrastructure projects, wetland restorations, and sustainable shoreline solutions. This experience has included sea level rise vulnerability assessments and resiliency planning to help coastal and waterfront clients understand, plan for, and adapt to climate change impacts. He adds significant value to the team with experience balancing the forces of nature with the

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Biographies of Key Team Members

challenge of competing interests on projects within the coastal zone. Having led projects from initial planning through permitting, detailed design and construction, Aaron knows how to navigate the challenging regulatory process for projects in the coastal zone.



**JEREMIAH (JERRY) K.
HOLCOMB, PE
MARINE STRUCTURAL
ENGINEER**

Jerry Holcomb specializes in structural design and marine construction. His relevant experience includes design for floating structures, floating wave attenuator and fixed breakwater structures, waterfront earth retaining structures, fixed pier and pile-supported wharf structures, vessel mooring and berthing structures, and site utilities. He has provided wave/environmental loading analysis, interpretive structural modeling analysis, project submittal documents, regulatory and local agency project permitting, and construction management. Mr. Holcomb has extensive experience with finite element software design packages, including structural design, earth stability, and wave analysis.



The Wharf at the Southwest Waterfront
WASHINGTON, DC



The Pike at Rainbow Harbor
LONG BEACH, CA



Tampa Riverwalk
TAMPA, FL

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Biographies of Key Team Members

CONSTRUCTION



CONSTRUCTION

PROFILE

PCL Construction Services, Inc. provides general contracting, construction management, design-build and preconstruction services to a wide variety of clients in the building market. PCL is ranked as the 6th Largest Contractor in the Nation and # 3 Green Contractor by Engineering News Record. PCL has earned a reputation for being fair and well-organized not only with our clients, but with the subcontracting community as well. As a national company, PCL has the ability to draw upon our resource of over 4,500 salaried employees to ensure proper management of projects. PCL employs experienced professionals who understand the construction challenges involved in a specific project type are paired with that project. PCL has been named a FORTUNE 100 "Best Companies to Work For" for the past 10 consecutive years.

More information is available at www.pcl.com.


**AARON WIEHE, DBIA, LEED®AP
VICE PRESIDENT AND AREA
MANAGER**

Aaron was appointed vice president and area manager of San Diego in 2015 and is responsible for PCL's buildings presence in the San Diego area. Aaron comes to San Diego after serving as vice president and district manager of Nordic PCL in Hawaii where he doubled the staff and tripled the project revenue after only three years. During his time as VP and Area Manager, Aaron has provided valuable oversight on complex projects, aggressive schedules and large staffs. He has shown a great ability to handle staff issues, and adjust when necessary to get the most out of the team. He has developed a great leadership style encouraging his team to follow and work with him. Aaron earns the respect of everyone by doing what he says he is going to do and being firm when required. Aaron possesses a valuable skill in working with and getting the best out of a variety of personalities, adapting his communication approach to keep the team on the same page and to keep the project moving in the direction needed for a successful completion. This approach has gained him recognition by his clients and colleagues as a team leader and a creative "solution provider" with a proactive attitude.

Aaron has a Bachelor of Science Degree in Construction, Engineering & Management from Purdue University.


**MICHAEL GALLEN, DBIA,
LEED®AP
SENIOR PROJECT MANAGER**

Through 22 years of experience, Michael brings a diverse range of knowledge and skills to his position as a Senior Project Manager.

He is a goal oriented, success driven Project Manager and well respected by his peers and his clients. Michael's strengths include subcontract/change order negotiation, project coordination, quality control, risk management, cost control and schedule adherence.

Michael's project experience includes: LEGOLAND California Hotel, Carlsbad, California; Universal Studios Project #535, Hollywood, CA; Mercado del Barrio Mixed Used Complex, San Diego, CA; CSU-San Marcos University Student Union, San Marcos, CA; CSU-San Marcos University Parking Structure, San Marcos, CA; and Balboa Theater Rehabilitation, San Diego, CA.

Michaels hold a Bachelor of Science in Civil Engineering from the University of Wisconsin.

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Biographies of Key Team Members



Vancouver Convention Centre West
VANCOUVER, BC



Ripley's Aquarium of Canada
TORONTO, ON



Bell Street Pier, Central Waterfront Project
SEATTLE, WA

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Biographies of Key Team Members



PROFILE

Allegis Development Services, Inc. is a premier real estate development firm specializing in the San Diego market. The company provides comprehensive development and project management services without taking an ownership stake in the projects.

Because success in real estate development can generally be credited to the effort and expertise of an able and dedicated development and construction manager, Kipland Howard, president of Allegis, personally orchestrates the details of each project in a manner that best suits the client's needs.

With over 25 years of experience, Howard is uniquely qualified to provide superior expertise and counsel in land development.

As a licensed architect with construction, finance, and management experience who maintains a well-developed network of collaborative partners and local government planning agencies, Howard is able to execute the most advantageous scenario for each project.



Gaylord Hotel and Convention Center
SAN DIEGO, CA



New Marriott Marquis Hall
SAN DIEGO, CA



Hilton Gaslamp Quarter
SAN DIEGO, CA

SELECTED RELEVANT WATERFRONT PROJECTS

- **Campbell Shipyard Redevelopment**

San Diego, CA

This major bay front redevelopment houses a four-star 1000-room hotel, with 35,000 square foot ballroom, a full-service restaurant, lobby lounge and other related amenities. Its premier waterfront site sits on approximately 12 acres of land and 13 acres of water next to the proposed San Diego Convention Center expansion. In addition, it will include a free-standing restaurant, 15,000 square feet of tourist-related retail space, and a marina.

- **Gaylord Hotel and Convention Center**

Chula Vista, CA

A new hotel and conference center consisting of 1,500-2,000 hotel rooms, 400,000 square feet of conference space, 60,000 square feet of retail and restaurant space, and other hotel and convention center amenities on approximately 35 acres.

- **Hilton San Diego Bayfront Expansion**

San Diego, CA

The San Diego Convention Center Hilton Hotel consists of a 1,200-room, 32-story, 1.65 million square foot project. Currently being planned and entitled with the expansion of the convention center, the new hotel tower will consist of 500 new guestrooms and an adjacent ballroom/meeting facility, as well as their associated support functions.

- **New Marriott Marquis Hall**

San Diego, CA

The proposed Marriott Marquis & Marina Facilities Improvement Project is located within the jurisdiction of the San Diego Unified Port District in the Marina Zone of the Centre City/Embarcadero area. Included in the improvements are construction of a new and expanded 107,000 square foot Marriott Hall with ballroom and exhibit hall space, an outdoor event area, and replacement of the public marina restroom building.

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Biographies of Key Team Members



PROFILE

Founded in 1946, CH2M, an employee owned corporation, is a global leader in full-service engineering, construction, and operations for public and private clients. They have a deep bench of resources with more than 25,000 professionals in 175 offices around the world, including five offices in the Southern California region (San Diego, Los Angeles, Long Beach, Riverside, and Santa Ana).

For more than 60 years, CH2M has been recognized as one of the most respected consultants to the ports and maritime industry. CH2M's Ports & Maritime Group is consistently ranked as one of the industry's premier service providers by Engineering News-Record. CH2M serves the industry on a global scale, with 400 specialist ports & maritime professional staff located around the world.

CH2M has served clients in Southern California for more than 30 years, providing planning, design, construction services, and environmental documentation to the POLA, the Port of Long Beach, SANDAG, the City of San Diego and many other municipal and commercial clients. The local Southern California offices will support Gafcon on this contract. Our San Diego office, with more than 70 staff, will be our primary office and will maintain responsibility for the services and execution of the proposed work.

URBAN WATERFRONT EXPERTISE

CH2M regularly applies maritime engineering expertise to the renovation and revitalization of urban waterfronts, transforming them from uninviting, underutilized industrial spaces into attractive areas for public access and recreation.

As one of the largest and most respected maritime practices in the world, they have contributed to urban waterfront regeneration as it has accelerated in recent years. Numerous municipalities, private waterfront landowners and developers have called on CH2M as they reconnect with abandoned or underutilized waterfront sites isolated by highways, railroad tracks, and industry. As part of this work, CH2M has worked on the restoration of historic waterfront sites that have been transformed into ferry terminals, parks, public spaces, marinas, and ballparks.

CH2M has successfully managed projects that are typically at the edge of waterways and overlap with adjacent developments, and have design processes that need to be applied in an integrated, practical manner. They achieved this utilizing the same values as our clients, by engaging client stakeholders and ensuring that the many factors affecting the entire vision of the waterfront would be included.

CH2M works in close collaboration with our waterfront architects, landscape architects, restoration specialists, and other design professionals and master planners to evaluate the options for waterfront redevelopment and create master plans defining the optimum scenario.

We provide all site surveys, underwater and above-water inspections, the full range of engineering services, and construction management required to bring these projects to fruition.



Jewel Cable Car Ride
SINGAPORE



Concrete Float
LOS ANGELES, CA



Colman Dock
SEATTLE, WA

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Biographies of Key Team Members



PROFILE

Community Arts Resources (CARS) is a diverse collective of creatively minded planners and producers engaged in the changing dynamics of the urban environment. Based in Los Angeles, our work is centered on urban planning, event planning and production, public engagement and marketing. We partner with neighborhoods, nonprofits, foundations, cities, cultural institutions, developers and designers to create public programs and events that highlight the unique character and untapped potential of a particular place. With more than a quarter of a century of experience in activating the urban realm, CARS creates unique experiences where arts, culture, community and civic life collide.

CARS founders Katie Bergin and Aaron Paley and their dedicated staff have created, produced and promoted some of Los Angeles' most innovative cultural programs and events in public space, including CicLAvia, Chinatown Summer Nights, the Santa Monica Festival, Pop-Up Broadway, GLOW and the Getty Museum Family Festivals. CARS has also been instrumental in planning, designing and programming some of Los Angeles' most popular cultural and community spaces, including Grand Park, California Plaza, Greystone Mansion and La Plaza de Cultura y Artes. We call upon our years of experience as event producers to develop plans that are flexible and attractive to a varied audience.



Re-Imagine Garden Grove
GARDEN GROVE, CA



Chinatown Summer Nights
LOS ANGELES, CA



CicLAvia
LOS ANGELES, CA

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Biographies of Key Team Members



PROFILE

Established in San Diego in 1986, Ninyo & Moore has grown to one of the largest firms in the western United States specializing in Materials Testing and Inspection, Geotechnical Engineering, and Environmental Engineering Services. Engineering News-Record recognized the firm as one of the Top 500 Design Firms in the United States.

Ninyo & Moore has fully equipped and certified in-house testing laboratories that offer full-service field and laboratory services for geotechnical design, and soil and materials testing projects.

Since 1986, Ninyo & Moore has provided innovative solutions to complex geotechnical and environmental challenges. Ninyo & Moore provides specialized services in the areas of geotechnical engineering, engineering geology, environmental engineering, hazardous materials, construction inspection and testing, geophysics, forensic engineering, and industrial hygiene.

Selected Relevant Waterfront Projects

- SDUPD Convair Lagoon: feasibility study for the construction of a confined disposal facility
- SDUPD Coronado Golf Course Shoreline Repair: geotechnical evaluation for the shoreline repair at a golf course
- SDUPD Shelter Island Drive and Anchorage Lane Pavement Evaluation: geotechnical testing services
- SDUPD North Embarcadero Visionary Plan, Phase 1A and 1B: Phase II ESA services for the realignment of a portion of North Harbor Drive; grading and reconstruction of a portion of West Broadway; construction of a 105-foot wide esplanade, 30-foot wide promenade, and 16,000-square foot plaza along North Harbor Drive
- SDUPD 10th Avenue Marine Terminal Proposed Light Poles: geotechnical evaluation for the planned light poles
- SDUPD 10th Avenue Marine Terminal NOAA Project: geotechnical and a fault hazard evaluation for the construction of a warehouse and office building
- SDUPD 10th Avenue Marine Terminal Transit Shed: geotechnical evaluation for transit shed no. 2
- SDUPD 10th Avenue Marine Terminal Pavement Evaluation: geotechnical evaluation for the planned new pavement
- SDUPD Former Campbell Shipyard Containment Area: geotechnical evaluation for the proposed containment area
- SDUPD North Embarcadero Master Plan: preliminary geotechnical report services
- SDUPD Navy Pier 11A: environmental investigation for pre- and post-construction eelgrass surveys
- SDUPD FY10 Pavement Maintenance Program: geotechnical observation and testing services for the QC operations
- SDUPD Harbor Drive Pavement Improvements: design and testing services relative to proposed improvements to Harbor Drive
- SDUPD SDGE Salt Water Tunnels: geotechnical and materials testing services for the SDG&E Salt Water Tunnels
- SDUPD Americas Cup Harbor: hazardous materials study for America's Cup Harbor project
- SDUPD Sewer Pump Station 34: environmental investigation and document research
- SDUPD B Street Pier: asbestos abatement management and industrial hygiene services
- SDUPD Convention Center Hotel Parking Facility: geotechnical services for the planned parking facility
- SDUPD East Parking Lot: environmental investigations including industrial hygiene support
- SDUPD South Embarcadero Central Park: geotechnical services
- SDUPD Parking Structure: geotechnical evaluation for parking structure at 8th Avenue and Harbor Drive
- SDUPD Former Campbell Shipyard Shipways and Mole Pier Investigation: subsurface investigation of the shipway and mole pier area of the former Campbell Shipyard
- SANDAG Yard Substation: geotechnical evaluation for proposed yard substation
- County of San Diego Waterfront Park: well abandonment services

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Biographies of Key Team Members



PROFILE

MIG, Inc. (MIG) is a multidisciplinary woman-owned corporation that specializes in local, regional and statewide community engagement and communications programs to support successful transportation plans, projects and programs.

Founded in 1982, MIG has worked extensively with public agencies and policy makers throughout the United States to effectively communicate complex issues to key stakeholders, businesses and the public, enabling them to actively participate in policy, planning and design processes and make informed decisions. MIG's ability to develop and implement an informed and comprehensive public outreach and community information process is bolstered by superior graphic design and communications capabilities, and is overseen by staff with subject-area expertise in transportation policy and land use. MIG also has well-established relationship with Caltrans through our current and previous on-call public engagement projects (each 5 years in length) consisting of multiple task orders throughout the state.

This combination of skills and services has helped us be an extremely effective partner with a wide range of transportation agencies. MIG has proven abilities for managing complex, multi-objective projects with multi-disciplinary teams and for designing and implementing outreach strategies that reach target audiences, especially participants with little or no tradition of participating in civic processes. MIG graphic designers will bring their significant expertise to the project to produce materials that organize and present complex information so that participants can understand and provide input on important issues that impact their lives.



Downtown San Diego Mobility Plan
SAN DIEGO, CA



Envision Alachua Plum Creek
GAINESVILLE, FL



The New One Paseo
SAN DIEGO, CA

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Education Vision - Charter School

A5**Education Vision - Charter School****Establishing an Education Core in the Downtown Bayfront Redevelopment****The University of San Diego as a Founding Education Partner**

April 29, 2016

The redevelopment of San Diego's bayfront into an innovative destination that includes tourist, commercial, community, and educational experiences offers a unique opportunity to provide San Diego students, educators, community members, and visitors with lifelong learning options in the downtown area. To that end, the University of San Diego (USD) is poised to serve as a significant planning partner within the educational core of the redevelopment.

The University of San Diego is a nationally preeminent Catholic university known for educating students who are globally competent, ethical leaders committed to the common good and empowered to engage a diverse and changing world. With total undergraduate and graduate enrollments exceeding 8,000, USD is known in San Diego as an innovative, responsive, and changemaker university with nationally and internationally known faculty.

There are potentially two broad areas in which USD would serve as a significant partner in the founding of an educational core within the redevelopment. For both of these areas, USD would undergo a process to determine how well these elements fit within our university's emerging strategic plan, which looks to be completed by spring 2017.

First, with the creation of a charter school at the site, USD could explore developing a "laboratory school" partnership to benefit all education stakeholders. A lab school is a collaborative school-university model with a mission to prepare future educators, provide current educators with ongoing professional development, encourage joint school-university faculty research on learning and teaching issues, and enhance the learning of its own students. Co-located within the charter school, a learning lab space would provide a training and professional development demonstration site, a research center, as well as a working hub for faculty from the USD School of Leadership and Education Sciences (SOLES).

A second broad area in which USD could serve as a significant partner is linking a variety of academic programs to other educational experiences within the redevelopment. For example, USD SOLES houses a program in STEAM-focused education which takes STEM (Science, Technology, Engineering and Mathematics) to the next level by adding Arts (liberal, social, manual, physical and fine arts) to the framework for integrated instruction;

A5**Education Vision - Charter School**

the College of Arts and Sciences houses an Environmental Studies and a Marine Science program; the School of Business includes a Supply Chain Management program; and the School of Engineering specializes in providing real-world and service learning experiences to their program delivery. These nationally recognized programs could have much to offer to other education partners and organizations within the newly developed site.

Overall, the prospect of connecting USD with the bayfront redevelopment efforts has the potential to enhance USD's mission to advance and contribute to student and adult learning in the San Diego region. Should this project move forward, USD is prepared to initiate the series of legal, financial, and strategic discussions needed to consider the myriad issues and opportunities at hand before bringing the partnership to fruition.

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Education Vision - Charter School

A Bayside High Graduate Learner Profile

In 2025, a graduate of the Bayside High STEAM Academy enters college majoring in coastal geomorphology and oceanography...

How did this school foster the student's passion and capacity to become a marine geologist?

- Each day on the Bayside High campus the student saw the ways in which the sustainably-designed school site paid attention to and highlighted the precious resource of water. Field trips to the San Diego Bay afforded the student a personal connection to the resource and opportunities to make a difference in preserving the San Diego Bay watershed.
- Science, Technology, Engineering, Arts and Math [STEAM] was taught in the real world context. Knowledge acquisition was balanced with hands-on learning. Undergraduate school mentors from the **University of San Diego** provided project guidance and served as "next step" role models. The student's first project looked at the logistics of maritime business in the **Port of San Diego**.
- STEAM-focused learning was grounded in a foundation of the liberal arts and helped to foster the student's identity as an ethical, citizen scientist. A school partnership with the nearby **Aquarium** provided opportunities to work alongside marine scientists.
- The student had multiple opportunities to work on special projects that demonstrated the mastery of learning through the arts, music, and digital media. The school's partnership with the **San Diego Symphony** included unique access to world-class musicians through an Education Open Rehearsal program. The Symphony's outdoor location on the marina inspired the student to organize an afterschool club that explored the relationship between nature and music.
- A school partnership with the **Smithsonian Institution, Media and Business arm**, provided virtual learning opportunities for the students and fostered the student's meaningful understanding of the importance of the San Diego Bay in shaping the history of San Diego. The student collaborated on the design of an exhibit using 3-D hologram immersive technology to feature the role of the bay in the lives of Native Americans during the 16th century.
- The student saw frequent examples of adult and lifelong learning. Visitors toured the school to view the innovative learning community in action. Next generation physical spaces within the school showcased flexibility, collaboration, connectivity, and transparency in the learning to support students, teachers, parents and community.
- The student participated in a capstone team project to learn about wave energy technology around the world. The project involved a virtual and bi-cultural collaboration with students in Tasmania. A student-led exhibition of the Pelamis Wave Energy Converter project was on display at the Aquarium and open to members of the community.
- During the senior year, as part of the capstone process, the student spent one afternoon a week in an internship program with a **Marine Institute Laboratory** on the nearby water channel.
- During the college application process, the student highlighted not only her high school experience, but also the ways in which that learning pathway connected and contributed to the downtown community and the San Diego bay shoreline redevelopment. The application included a web link to the student's skillfully designed webpage chronically her journey as a citizen scientist at Learningonthebayside.com.

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Education Vision - Charter School

References for Further Information on STEM Ecosystems¹

WORKFORCE AND LABOR MARKET TRENDS

Revisiting the STEM Workforce (2014)

This report draws on the National Science Board's biennial [Science and Engineering Indicators report](#) to highlight the growing need for STEM knowledge and skills in a 21st Century economy. The report calls for building a strong, STEM-capable U.S. workforce and a shift from asking 'how many STEM workers do we need' to 'what knowledge and skills do all of our workers need to be successful now and in the future. Other NSB resources include the *2014 Science and Engineering Indicators report*, *Digest*, *state data tool*, and a STEM education [interactive online resource](#).

Real-Time Insight Into The Market For Entry-Level STEM Jobs (2014)

This report from Burning Glass Technologies found that in 2013, there were 5.7 million total postings in STEM fields. Of those, 76%, or 4.4 million, require at least a bachelor's degree, and 41%, or 2.3 million, are entry-level jobs requiring less than 2 years of experience. See <http://burning-glass.com/research/stem/> for more research on the entry-level STEM labor market.

DIVERSITY IN THE STEM LABOR FORCE

Change the Game for Girls in STEM (2016)

The 2016 report [Changing the Games for Girls in STEM](#), shows that girls of color are growing up in innovation hotbeds like Silicon Valley and Washington D.C., yet many never consider careers in science, technology, engineering or math ("STEM") due to lack of encouragement and opportunity. This white paper by STEM education leader Techbridge calls for a more sophisticated approach to solving the problem.

Women, Minorities, and Persons with Disabilities in Science and Engineering (2015)

The 2015 report [Women, Minorities, and Persons with Disabilities in Science and Engineering](#) shows that although the number of women earning degrees in engineering has increased in the past 20 years, women's participation remains well below that of men at all degree levels and in all fields of engineering. The proportion of women is lowest in engineering, computer sciences, and physics. African American and Latinos are now 29% of overall workforce, but only 10% of the engineering, 14% of the computing; and 16% of the advanced manufacturing workforce.

ECOSYSTEMS AND CROSS-SECTOR STEM LEARNING

Collective Impact and the New Generation of Cross-Sector Collaborations for Education: A Nationwide Scan (2016)

This report contains the results of a nationwide scan of collaborations in which school systems, state and local governments, businesses, community organizations and nonprofit institutions work together to improve educational outcomes for children and youth. The lens for this report is education broadly – not just STEM, however the report has many intersections and interesting perspectives with the ecosystems approach. Read the report [here](#).

Assessing the Impacts of STEM Learning Ecosystems: Logic Model Template and Recommendations for Next Steps (2015)

This paper offers evidence of the impact of cross-sector partnerships on young people, and a logic model template for communities so they may further develop the attributes, strategies, and measures of progress that enable them to advance opportunities for all young people to succeed. Further research will help us expand the promise and potential of these collaborations. Read the [full report](#) and the [executive summary](#) and download the [STEM Learning Ecosystems Logic Model](#).

Research + Practice Collaboratory: Learning Across Settings (2015)

The [Research + Practice Collaboratory](#) is a five-year project that seeks to address the long-standing gap between research and practice in STEM education by improving access to research, fostering dialogue and exchange, and prototyping new research-based initiatives to improve STEM learning. Access the

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Education Vision - Charter School

Research + Practice Collaboratory digest of research addressing for [Learning Across Settings](#).

How Cross Sector Collaborations are Advancing STEM Learning (2014)

This February 2014 working paper examine 15 leading efforts to create STEM Learning Ecosystems. STEM Learning Ecosystems harness unique contributions of educators, policymakers, families, and others in symbiosis toward a comprehensive vision of STEM learning for all children. Read the [full report](#) and the [executive summary](#).

STEM Learning is Everywhere (2014)

Proceedings of a February 2014 National Research Council convening that brought together stakeholders from the formal education system, afterschool programs, and informal STEM to discuss how to foster more seamless learning of STEM subjects for students in the elementary and middle grades. The report also discusses opportunities for STEM that may result from the new expectations of the Next Generation Science Standards and the Common Core Standards for Mathematics and Language Arts. Read the [full report](#).

STEM Integration in K-12 Education: Status, Prospects, and an Agenda for Research (2014)

STEM Integration in K-12 Education examines current efforts to connect the STEM disciplines in K-12 education, reviews the evidence for the impact of integrated approaches on various student outcomes, and proposes a set of priority research questions to advance the understanding of integrated STEM education. Read the [full report](#).

References for Further Information on Deeper Learning and Design-Based Learning Strategies

Towards a New End: New Pedagogies for Deep Learning (2013)

[Towards a New End: New Pedagogies for Deep Learning](#) highlights how deeper learning pedagogies encourage youth to develop their own visions about what it means to connect and flourish in their constantly emerging world, and equip them with the skills to pursue those visions.

Design Based Learning (DBL) to Innovate STEM Education (2015)

[Design Based Learning \(DBL\) to Innovate STEM Education](#) shows the ways in which integrating design and technology tools into science education provides students with dynamic learning opportunities to actively investigate and construct innovative design solutions.

¹ From [www.STEM](#)

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Engagement & Outreach Plan

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Engagement & Outreach Plan

Our team understands that it's not enough to put forward a team of respected, locally-invested partners; world-class design experience and acumen; and an innovative project design. For a project of this scale and significance to the waterfront and San Diego Unified Port District (District), it must be **owned and embraced by a full range of key stakeholders and community leaders, as well as the community-at-large.**

Successful project delivery requires that the District and the developer team conduct a **community-driven, authentic approach**. The initial project vision must be offered to the community as a starting point, and refined through community engagement that welcomes the range of stakeholders and interests. This participation process must respect the broader design, approvals and entitlement processes, but also ensure the public's voice is represented and reflected in practical and meaningful ways. Ultimately, the project design must **deliver community benefits that are embraced by everyone.**

This is not an easy task. There will be challenges to address through this approach, but also great opportunities that can be leveraged to deliver a world-class project that is embraced by all of San Diego.

Challenges

Countering public perceptions of the Port and the developer's prioritizing financial returns. Largely, the community already perceives the project intent as to "fill the coffers" of the Port and the development team, even among many of those who support the project. All moves and decisions for the project will be through this lens, which limits the understanding and appreciation of community benefits.

Conducting a public discussion focused on a limited number of vocal stakeholders and issues. There are stakeholders contributing to the perception of financial returns over public benefit. A few, narrowly-focused stakeholders who claim to represent the broader community will greatly limit public discussion of project's broader benefits.

Managing a range of expectations and desires for the project. The project cannot be all things to all people at the same time. Stakeholders and the community cannot contribute a range of ideas without understanding if or how they will be reflected and balanced in the project.

Opportunities

Conducting a transparent, iterative process that welcomes community engagement. Instead of taking a traditional "design and defend" approach to the proposed project, the Port and the developer can "educate and engage." The participatory process should focus on defining the project opportunities and challenges, and how public input can make a difference in the final project. Be upfront and consistent throughout the process, and focus on community benefits.

A6

Engagement & Outreach Plan

Building a supporter base of credible stakeholders.

While all community members will be welcomed into the process, the District and the developer must also focus attention on building a diverse supporter base of key community leaders. This contingent will be important to extending the project's reach to the community, and showcasing confidence in the design and approval process.

Providing public participation opportunities for all stakeholders and community members.

Not everyone will want to participate at the same level or frequency. The project team must provide participation opportunities that are varied and targeted to specific groups and interests. Participation should include a mix of in-person activities (e.g., workshops) and remote involvement (e.g., web-based).

Ensuring public participation is meaningful and authentic. The participation activities should be real, and not just to "check the box." Participants should provide input that is relevant to the state of the project design, and also understand how and when public input will be reconciled and addressed in the process.

APPROACH

The challenges and opportunities described above can be addressed through a multi-pronged participatory process. Critical to shaping the participatory process will be integrating it seamlessly with the design, approval and entitlement processes. Our team will utilize a range of proven and innovative methods that engage all stakeholders through targeted efforts, and involve them in the process in creative and meaningful ways.

Community Engagement Strategy

Importantly, after the District selects the our team for negotiation, we will develop and conduct a community engagement strategy that promotes thorough and efficient participation and project approval. Fundamental to our approach will be to integrate participatory processes with technical processes in a structure that facilitates broad, meaningful, well-documented participation, and that provides productive information and shapes the design outcomes. The strategy will outline clear deadlines, roles and responsibilities for our team and the District (if desired) implementing the strategy. We will review progress to date with the District and revise the strategy with updated activities, deadlines, roles and responsibilities on a quarterly basis, or as needed.

Branding and Key Messages

The key to the success of a community engagement strategy is a sustained presence with persistent and deliberate messages directed at core audiences. Maintaining a consistent message with the wide range of stakeholders and the community at large can be a difficult task. Open channels of communication, clearly communicated goals and objectives, and easily available reference tools will be essential elements in achieving a coordinated, comprehensive

and effective campaign to build a support for the project.

Collateral Development

Our in-house creative staff understands the dynamics of communication, motivation and human behavior. Our team's experience in developing collateral materials, signage, videos, computer simulations and the full range of marketing and communications products is grounded in our extensive project experience working with public agencies and private interests. We will create products that meet objectives, leverage existing resources, utilize current outreach channels, and focus on our core audiences. We will engage stakeholders with materials that are tailored, creative, new and compelling.

Activities

Stakeholder Interviews and Group Interviews

Specific stakeholder groups will have a high level of interest in the project and may require multiple opportunities to provide input. Stakeholder interviews and focus groups provide an opportunity for key stakeholders to discuss the project and their concerns early in the process while providing a way of systematically "mapping" the political landscape that underlies project opportunities and constraints. The individual and group interviews allow people to speak more candidly about their goals and concerns—helping the project team to identify project issues and opportunities, as well as potential areas of agreement and disagreement regarding the project.

A6

Engagement & Outreach Plan

Individual and group interviews will be conducted with key opinion leaders, interest groups and organizations. Target groups could include:

- Downtown neighborhood associations and groups;
- Business owners and organizations;
- Maritime industry;
- Tourism and convention stakeholders;
- Media outlets;
- Community-based organizations;
- Elected officials;
- City of San Diego agencies;
- Transportation interests;
- Historic preservation groups; and
- Other interest groups (taxpayers' associations, real estate groups, issue advocacy groups, etc.)

Individual and group interviewees may be asked to identify other stakeholders or special interest groups who should be involved in the process. Information from the interviews will provide important guidance in developing the project.

Web Technologies

Our web designers and software engineers build web technologies and tools to promote programs and projects for participatory processes. Social media strategies, online advertising, program websites are an integral part of our communications and marketing strategy and planning. We will work with the District to develop and implement cutting-edge technologies that expand the use of the web as an interactive and dynamic medium. MIG has created a content management system, TownsquareTM, specifically to engage stakeholders in projects that affect their quality of life. This invaluable tool has standard features and can also integrate new features and outside vendors' content and interactive tools

to produce a cohesive design and seamless user experience. Our web tools are easy to use and will be tailored to the project's needs and the Port's preferences, using any combination of Our Team staff, Port District staff, and other project team members.

Public Meetings

Public Meeting Format. Our team will design, plan and facilitate public meetings to gather broad input on the project design and issues. The public meetings provide the setting for both sharing and collecting information: the project team can present the community with project progress and status while soliciting feedback and input. Public meetings will be scheduled at locations that provide the best access to community members. Events can be planned to allow participants to "drop in" for a short or extended period of time.

The public meetings will be structured to ensure clear understanding of the issues and opportunities associated with the project, the options available and their impacts, and preferred options. Public meeting formats will be fixed or flexible, as appropriate, and could be designed to accommodate multiple languages. Public meetings can range from small focus groups and charrettes to town-hall meetings and public forums. Each public meeting will be designed to meet identified goals, with activities including, but not limited to:

- Presentations or progress reports;
- Large or small group discussions;
- Group brainstorming;
- Individual or group feedback exercises; and
- Prioritization or ranking of community preferences.

Facilitation and Graphic Recording. Our team offers a deep bench of professionals and diverse experience in providing facilitation services for planning and design projects. We will apply our internationally-recognized facilitation expertise in developing and using innovative techniques to create an open atmosphere in which different viewpoints can be heard, acknowledged, addressed, and reconciled. Furthermore, our team offers certified translators/interpreters to support development of facilitation materials and to provide real-time/simultaneous translation during meetings. Ultimately, the objectives and desired outcomes for each engagement, as well as the needs and characteristics of participants, will drive the facilitation approach.

In all of our facilitation engagements, MIG combines listening skills, strategy and graphic recording techniques to help the group stay focused, engaged and moving forward- significantly reducing the problems common to groups that do not have facilitation, such as dominance of personalities, "backtracking" and unresolved conflicts. To record outcomes and as an aid to facilitation, MIG uses a technique called "facilitation graphics" that combines leadership skills with graphic note-taking. Particularly effective in group settings, this technique encourages free thinking and the rapid generation of ideas.

Participant comments and questions are recorded in text and illustrations on large wall-sized paper (wallgraphics) that help to establish the group's memory of both the flow and the content of discussions. In our experience, this method of meeting facilitation encourages interaction and cooperative participation, and leads to group consensus because the participants are able to visualize their ideas and build upon each other's

A6

Engagement & Outreach Plan

comments. The wallgraphics are used to aid decision-making during meetings, and produce written reports of group discussions.

Interactive Visualization Tools. MIG utilizes interactive visualization tools in many public involvement processes. Our team has the technical capability to employ several modeling software programs. Each tool has benefits and should be chosen based on the need for interactivity, among others. These tools provide for interactive analysis and 3-D visualization that is very effective for analyzing project designs and engaging the public in the decision-making process.

Depending on the tool, we can integrate the words, numbers, maps and images that planners and designers traditionally use for planning and designing purposes into one real-time, multi-dimensional environment. Additionally, we can provide a web-enabled modeling tool that can be made available to the wider public. In developing this option, it will be important to understand the objectives and the kind of information that would be most relevant and important to both the community and District to make the best use of this exercise.

Interactive Polling and Electronic Voting. Our team can facilitate meetings using Audience Response Systems. This technique is especially effective in large groups where preferences and priorities are being invited. Polling also helps ensure that everyone is an active participant. It's a technique that can be applied to help people stay engaged in discussions, or to help a group discuss trade-offs and select alternatives. Each participant will be provided with a keypad that includes "yes" and "no" buttons and buttons numbered 1 through 9. Participants will use the keypads to indicate their preferences and

priorities. Keypad responses will be routed through a central box that is connected to a computer and video projector that tabulates and projects the responses instantaneously. Results will be projected onto a screen or printed for immediate distribution.

Documentation. Public meetings and facilitation will be married to a process documentation approach that takes careful record of concerns and issues. Our team will work with the District to employ a documentation approach and structure and meets the needs of the design process and ongoing efforts to convey outreach findings to stakeholders, the community, and decision-makers. Critical to the approach will be to provide visible proof that opinions were heard and considered, yet in a concise and accessible format.

Community Presentations

Our outreach team will deploy to organizations with a vested interest in the project to conduct informational presentations. The presentations will focus on the purpose and value of the project; the design status; areas for continued discussion and design development; and how to stay engaged.

Media Relations

Our team's experience working in the local media landscape and relationships with key outlets will bring added value to media relations for the project. Our approach to media relations will be to work closely with the District staff to understand how our team can complement and strengthen the Port's media outreach to the benefit of engaging a broad set of stakeholders and the public at large. It is critical that the Port and our staff have clear protocols about engaging the media in all interactions.



A7

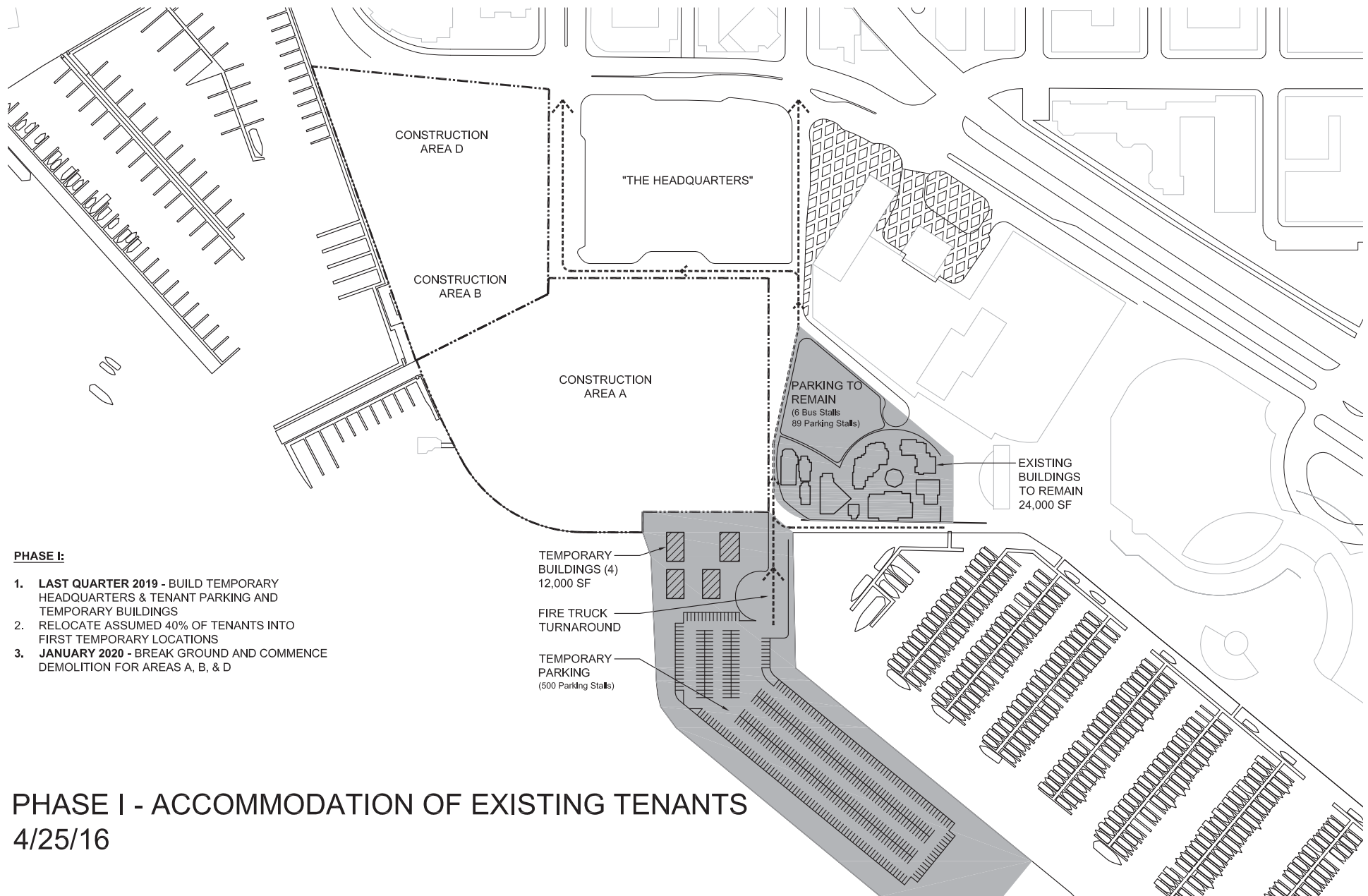
Existing Seaport Village Tenant
Relocation Plan and
Headquarters Parking

A7**Existing Seaport Village Tenant Relocation Plan
and Headquarters Parking**

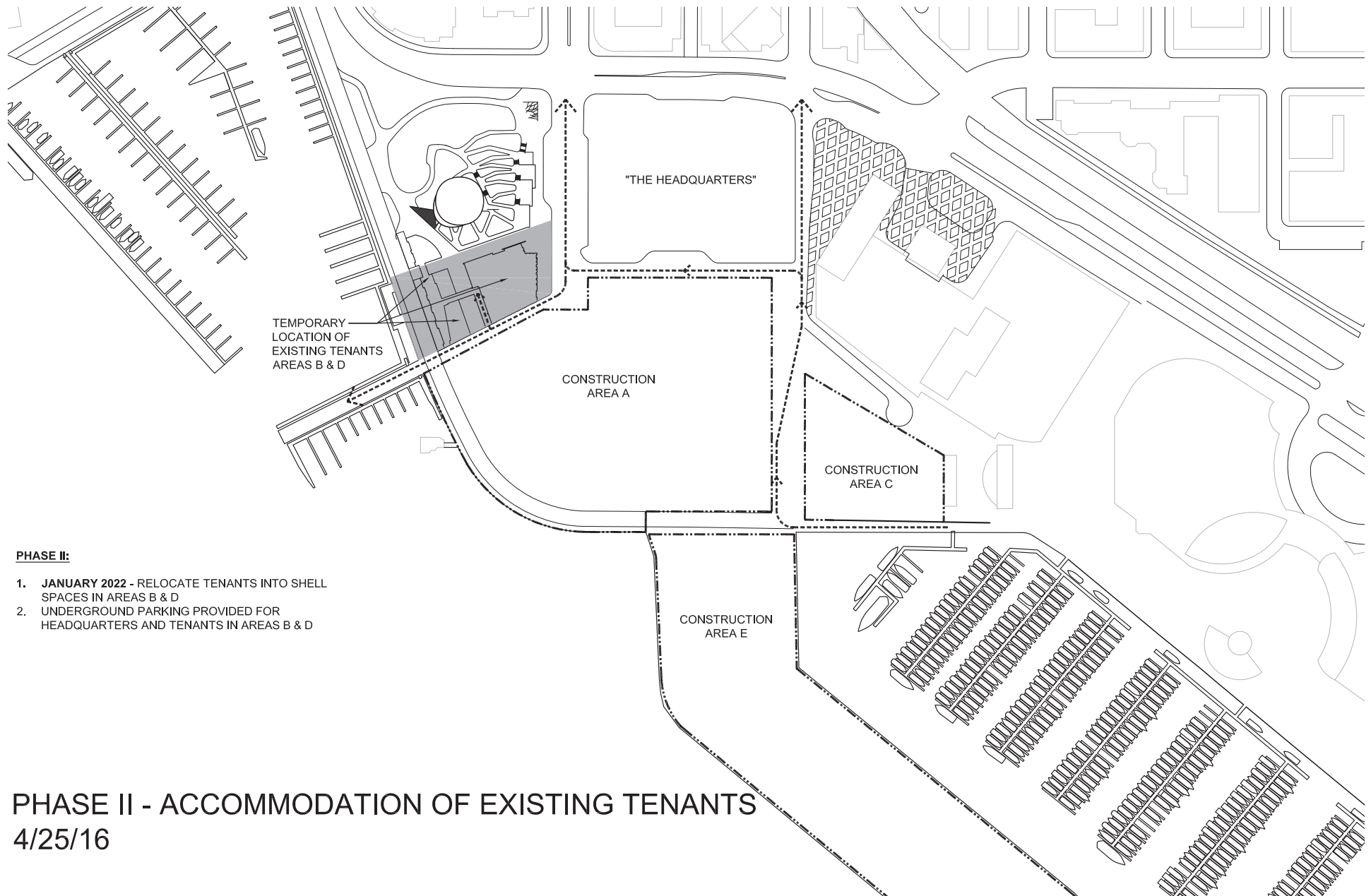
As mentioned in our cover letter, from the start we have interacted with local stakeholders including the Save Seaport Village Group. We are sensitive to the livelihood of the current ownership and employees of your tenants. For this reason we have prepared a plan that will allow existing tenants to remain on site as well as provide adequate parking for the tenants, the Headquarters, and visitors.

The following pages highlight our proposed solution that will allow our development team to accommodate 40% of your existing tenants and provide 589 parking stalls for use by your existing tenants as well as employees and visitors of the Terramar owned Headquarters project. Our solution is based on three phases: Phase I (2019) includes utilizing existing buildings, providing temporary buildings and building the aforementioned parking; followed by Phase II (2022) with the transfer of tenants into new shell spaces; and finally moving the tenants into their selected space in Phase III (2025).

Accommodation of Existing Tenants Temporary Parking Calculation	
Temporary Parking Stalls - Required	
Square footage of existing Seaport Village tenants	90,000
40% of existing tenants to remain	0.40
Square footage of existing tenants to remain	36,000
(factored)	36
Parking stalls provided per 1000 square feet	4
Parking stalls provided for existing tenants	144
Plus parking stalls provided for The Headquarters	360
Plus parking stalls replace public park parking	82
Temporary Parking Stalls Required	586
Temporary Parking Stalls - Provided	
Existing parking stalls to remain	89
New temporary parking at public park	500
Temporary Parking Stalls - Provided	589

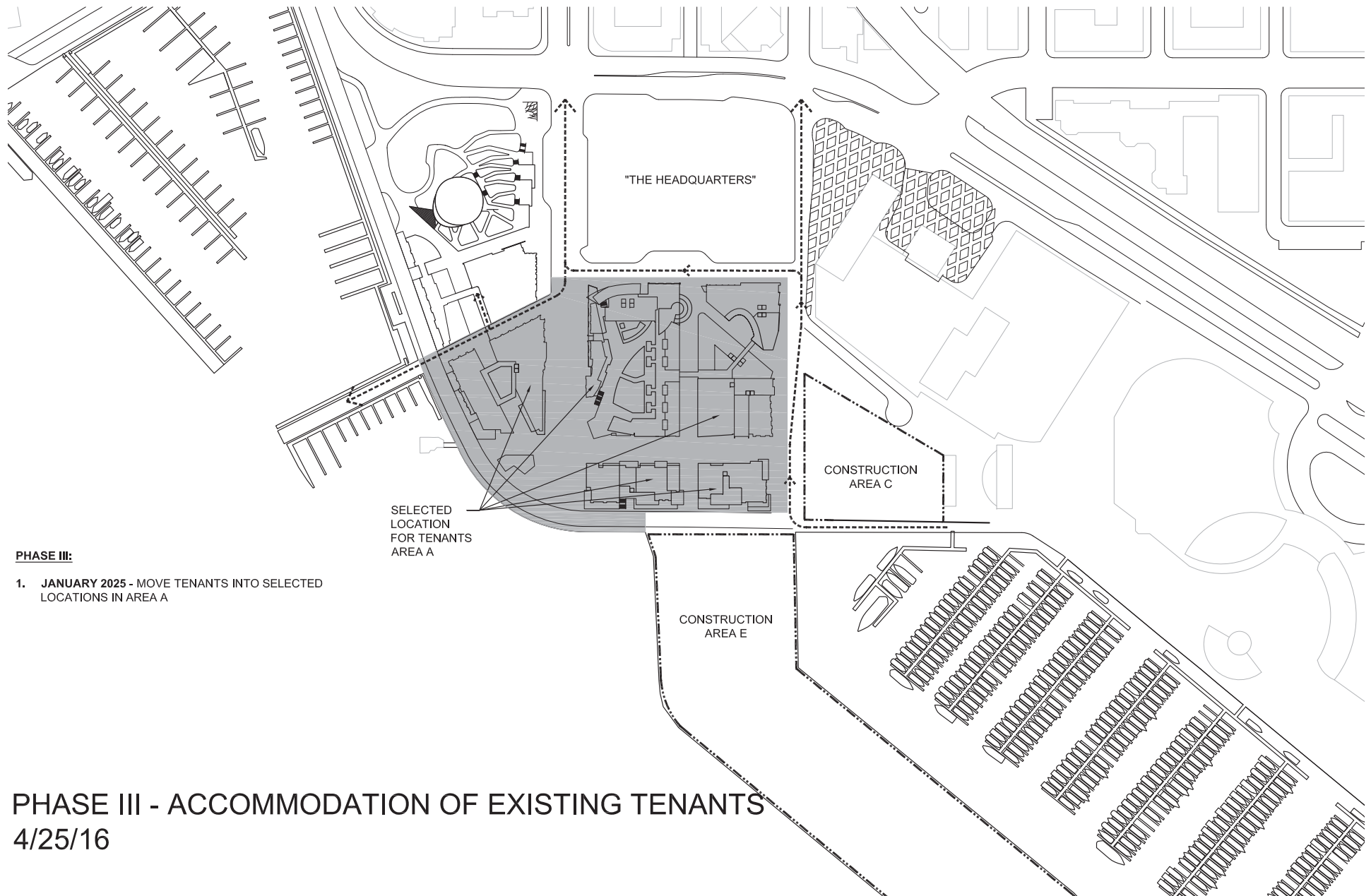
A7**Existing Seaport Village Tenant Relocation Plan
and Headquarters Parking**

PHASE I - ACCOMMODATION OF EXISTING TENANTS
4/25/16

A7**Existing Seaport Village Tenant Relocation Plan
and Headquarters Parking****PHASE II:**

1. **JANUARY 2022** - RELOCATE TENANTS INTO SHELL SPACES IN AREAS B & D
2. UNDERGROUND PARKING PROVIDED FOR HEADQUARTERS AND TENANTS IN AREAS B & D

PHASE II - ACCOMMODATION OF EXISTING TENANTS
4/25/16

A7**Existing Seaport Village Tenant Relocation Plan
and Headquarters Parking****PHASE III:**

1. JANUARY 2025 - MOVE TENANTS INTO SELECTED LOCATIONS IN AREA A

PHASE III - ACCOMMODATION OF EXISTING TENANTS
4/25/16

A8

Hotel Letters of Interest

A8**Hotel Letters of Interest**

VIRGIN HOTELS NORTH AMERICA, LLC
65 Bleecker Street, 6th Floor
New York, NY 10012

April 22, 2016

VIA EMAIL

Attn: Yehudi “Gaf” Gaffen
 Chief Executive Office
 Protea Waterfront Development
 5960 Cornerstone Court West, Suite 100
 San Diego, CA 92121

Re: Protea Waterfront Development

Dear Gaf:

Virgin Hotels is pleased to express our interest in a partnership with Protea in the development of a lifestyle hotel as part of the Port of San Diego’s Waterfront Project.

The Virgin brand brings 70 million global customers and will give the Virgin Hotel San Diego an identity recognized globally. Virgin’s established and successful sales and distribution power provide an incredible consumer base for a hotel in the San Diego market. Virgin’s loyal fans and brand ambassadors will be pre-disposed to trial, and our vast social media network will help spread the word and create demand before the doors are even open.

The first Virgin Hotel in San Diego will be a “Shot Heard Around the World”. The media coverage will be tremendous, as the press will see an immediate and natural fit between the Virgin brand and the energy of the San Diego market. Sir Richard’s involvement will further fuel the excitement around this announcement and will guarantee that this is a front page story, in business and consumer press. Even in the planning and design phases, this buzz will help attract top-notch food and beverage partners, designers and other innovators looking to make a splash and get aboard early with a growing global lodging platform. Virgin Hotel San Diego will be a magnet for the best talent in the market, and, if history is any guide, these parties will be willing to work on favorable terms for the chance to be involved in the newest game-changing Virgin venture.

A8**Hotel Letters of Interest**

We come to the market as part of one of the world's most valuable, recognized and respected brands. From our perspective, it is not enough that the Virgin brand is recognized. What matters most is that in the minds of our consumers around the world, we are known for delivering heartfelt service, providing a delightful surprise, being red hot and having an insatiable curiosity. The Virgin brand's positioning is an antidote to what is lacking in so many lifestyle hotels that deliver style but stumble in service, that are "cool" but at the expense of being functional, and are "exclusive" but leave customers feeling alienated.

This Letter is solely an indication of the interest of the parties hereto and is not binding on either party, except for the provisions set forth in the preceding paragraph, which shall be binding upon the parties. Neither party shall be bound to undertake any transaction unless and until the parties negotiate, execute and deliver definitive agreements with respect to the management of the Hotel, in each case in form and substance that are acceptable to each of the parties.

We are excited about the potential transaction described herein, and we sincerely hope that we can open the Virgin Hotel San Diego with you in near future.

Very truly yours,

Allie Hope
Head of Development & Acquisitions
Virgin Hotels North America, LLC

A8**Hotel Letters of Interest**

Yehudi “Gaf” Gaffen
 Chief Executive Officer
 Protea Waterfront Development
 5960 Cornerstone Court West, Suite 100
 San Diego, CA 92121



April 22, 2016

Via Email

Gaf,

Thank you for providing us with the opportunity to participate in Protea’s response to The Port of San Diego’s Waterfront RFP. YOTEL is eager to move rapidly on this opportunity and is prepared to dedicate internal resources to providing support as necessary to aide Protea in the proposal process over the coming months.

YOTEL is interested in securing a Management Agreement to operate a 300-350 Cabin hotel as part of the proposed mixed-use development. We are confident that our affordable luxury lifestyle concept will be optimally positioned between the discussed higher-end 4-star lifestyle and lower-end hostel products, creating a dynamic ‘hospitality hub’ in the heart of Seaport Village.

We are fascinated by the opportunity to become a part of the waterfront revitalization and are no strangers to anchoring up-and-coming neighborhoods of established cities. We are currently developing a 326-Cabin YOTEL project on a prime parcel in Boston’s Seaport Square master planned development, a similar vision to what has been explained for this project. In Downtown Miami, we are underway with a 260-Cabin mixed-use project nearby the cornerstone World Center project. In San Francisco, we are in the midst of a 203-Cabin adaptive reuse project in the fast-changing Mid-Market area. And last, but not least, our operating 713-cabin hotel in New York City is minutes away from the new Hudson Yards development which is aimed to transform the West Side of New York City over the next few years. These are only a few of our active signed pipeline projects with additional locations confirmed for London, Paris, Geneva, Singapore, and Dubai, with several more on the way.

A8**Hotel Letters of Interest**

YOTEL has proven its ability to add value to projects through its design, distinctive positioning, branding, and operational and space planning efficiency. We plan on drawing from YOTEL's forward-thinking concept and unique development capabilities to execute on successful projects throughout the world – with the goal of 50 hotels signed, under development, and/or operating by 2020.

We look forward to collaborating with your team to create an incredible project that will contribute to the creating engagement and value for visitors and locals alike at San Diego's new Seaport Village.

Yours Sincerely,

Jason Brown
Chief Development Officer
[REDACTED]

Rohan Thakkar
Senior Development & Strategy Manager
[REDACTED]

A8

Hotel Letters of Interest

Yehudi "Gaf" Gaffen
 Chief Executive Officer
 Protea Waterfront Development
 5960 Cornerstone Court West, Suite 100
 San Diego, CA 92121

SYDELL GROUP LTD.



April 26, 2016

Gaf,

Thank you for giving us the opportunity to contribute to Protea's response to the Port of San Diego's Waterfront RFP. We are very interested in branding and managing a 200-250 room Freehand hostel as part of the mixed-use redevelopment of Seaport Village. As the leading hostel brand in the United States, Freehand will be a unique and attractive addition to the vibrant, multi-layered destination that Protea has envisioned.

Created for a new generation of urban travelers, Freehand properties aim to combine the communal culture associated with hostels with innovative and handcrafted design and a high quality food and beverage experience typically found in lifestyle hotels – all delivered at an affordable price point.

- Communal: Freehand properties endeavor to create a communal atmosphere through unique social programming for guests, including activities organized through an extensive network of influential locals, and through destination food and beverage outlets. An emphasis on communal gathering, shared stories and memorable experiences are the cornerstone of the Freehand brand.
- Creative: Each Freehand property features handcrafted and inspired design elements tailored to its specific locale and concept. The design-driven aesthetic and overall experience offered by each Freehand property surpasses the expectations of any traveler.
- Culinary: Locally tailored food and beverage concepts are developed for each Freehand property and cater to the budget-minded guest while providing high quality product and a dynamic culinary experience. The food and beverage outlets are the focal point of the communal atmosphere at each property, where both out-of-town guests and locals come together to dine and mingle.

A8**Hotel Letters of Interest**

A San Diego location will be an exciting addition to Frechand's growing platform, which includes existing properties in Miami and Chicago, a property currently under development in downtown Los Angeles (opening Winter 2016/2017), as well as other projects in the pipeline.

We look forward to working with Protea to bring a highly appealing, yet affordable lodging concept to San Diego at this world-class waterfront destination.

Sincerely,



Matthew Livian
Senior Vice President & Chief Investment Officer

S/C

A9

Mobility & Parking Strategy

A9

Mobility & Parking Strategy

PARKING AND MOBILITY IMPROVEMENTS

We have analyzed the standard parking requirements of our project based on individual uses and the standard parking requirements associated. This shows a shortfall however the redevelopment of the Central Embarcadero, presents the opportunity to revisit the parking and mobility solutions in the area to support a variety of visitor-serving uses. As stated in the RFQ, due to the site's proximity to a variety of multi-modal transportation options, the opportunity exists for incorporating a variety of parking management strategies, including the use of emerging technologies and linkages to existing local and regional transportation systems, mobility hubs, and water transportation systems.

Our parking and mobility solutions focus on the integration of the following transportation modes:

- Encourage non-SOV access by maximizing available transit, easy access to skyway, bicycle and walking opportunities and creating a continuous, connective pedestrian network surrounding the development area.
- Plan from the pedestrian's perspective, creating an environment pleasant and safe for walking or biking. This entails siting a mix of uses and locating parking either on the street or in our proposed below grade parking structure.
- Maximize pedestrian safety, accessibility and comfort and the availability and clarity of passenger information.
- Provide comprehensive, frequent and direct supportive transit service, with stops located

closely and conveniently to Seaport, and transit service scheduled to enable easy passenger connections to arriving and departing ferries, as well as skyway schedule and arrival times.

- Minimize scheduling and physical conflicts between modes, allowing seamless and convenient transfer between ferries, transit, and rails.
- Manage parking demand strategically, such as with time-limiting and/or requiring payment for street parking to reduce parking demand. When parking is deemed essential, provide parking in nearby park and ride lots or remote parking garage complex with connections to transit service, or in lots or garages within easy walking distance to the terminal, or direct connection to proposed skyway system with convenient access to parking garages.

The following section outlines the benefits of developing parking and mobility improvements with multi-modal transportation that are highlighted as part of our proposed solution. Mobility improvements can support a multitude of transportation options including ridesharing, carsharing, bikesharing, bike parking, shuttle service, passenger only ferry/water taxi and emerging urban transport solutions, such as the urban aerial ropeway/skyway. These mobility improvements offer an opportunity to link back to existing local and regional transportation systems, such as the Seaport Village Trolley Station (Trolley), the Santa Fe Depot Station (Coaster, Amtrak, and Trolley), and existing bus routes. In addition to adding additional shared parking spaces at the Waterfront for visitor and employee parking, the opportunity exists for incorporating a variety of new and existing transit options into the area.

A9

Mobility & Parking Strategy

Passenger Only Ferry/Water Taxi

There are two existing passenger only ferry routes currently in operation from Broadway Pier to the Coronado Ferry Landing, and from the Convention Center (5th Avenue Pier) to the Coronado Ferry Landing. A new third route will be implemented and integrated into the Project from the Seaport location to the Coronado Ferry Landing. A water taxi with off-site landing docks could also be considered as a water transportation system, operating at higher speeds, providing connectivity around the Bay.

A preliminary concept layout of the Seaport Ferry Route and water taxi locations is shown in the following Exhibit. We estimate the Seaport route would carry up to 300,000 passengers per year and complement the existing 280,000 passengers that travel between the Convention Center and Coronado and 400,000 passengers that travel between Broadway Pier and Coronado per year via the Flagship Ferry. The water taxi could transport people between the Business District at B Street, the Convention Center, Seaport, Chula Vista Bayfront (future) and then complete the loop in Downtown. There are also plans in process to add new water taxis that will have the ability to accommodate up to 40 people.

Urban Aerial Ropeway/Skyway

Urban aerial ropeways are an innovative application of existing technology to meet the ever changing demands of public transportation agencies. Once considered the domain of ski resorts, the application of aerial ropeways to the urban environment is enabling transportation planners to offer unique solutions for cities where there are geographic or topographic constraints. Urban aerial ropeways provide more than a transportation solution – they

enable the public to experience a City from a different perspective that leaves a lasting impression on both residents and tourists.

Downtown San Diego Skyway Loop

The San Diego Skyway alignment from Balboa Park, via 6th Avenue, to the Gaslamp Quarter provides an opportunity for early implementation of an initial leg to a larger Skyway system in downtown San Diego. An opportunity exists to connect the initial 6th Avenue leg to this development project, and to create a downtown loop, which would provide an additional mobility solution in downtown San Diego, directly serving the waterfront development with this innovative transportation solution. The waterfront could be experienced from a new vantage point, and provide a unique transportation mode to access the waterfront development. An iconic station at the heart of the development could serve as a transportation node, surrounded by mobility hubs solutions.

Included in our budgets for Seaport is the cost to complete a feasibility study for this extension to the 6th Street Skyway leg.

There are also opportunities with the Skyway to integrate this system with the other public transportation systems, using connectivity measures such as phone applications and smart cards for ticketing integration, and combining the ride price with ticket entry for site attractions.

A monocable gondola consists of cabins that are supported and propelled by a single cable. The use of a single cable results in smaller cabins, decreased tower spacing, and a low tolerance to winds. However, the footprint of each tower is also smaller. Key features of monocable gondolas include:

- Cabin capacities of 4 to 15 persons
- Maximum system capacity of 3,600 passengers per hour per direction
- Tower spacing of 300 to 600 ft
- Tower footprint of 2 to 5 ft in diameter

Example applications of the aerial skyway/gondola are shown below, both at a ski resort (Exhibit 1 – Whistler Village Gondola), and in a waterfront setting (Exhibit 2 – Singapore – Jewel Cable Car Ride):

Exhibit 1 – Whistler Village Gondola



A9

Mobility & Parking Strategy

Exhibit 2 – Singapore – Jewel Cable Car Ride



A preliminary concept layout of a downtown San Diego Skyway is shown in Exhibit 3, and would provide an opportunity to carry up to 3600 passengers per hour per direction in a downtown loop. The skyway would have key stops in Balboa Park, in the Business District at B Street, at the Convention Center, at the proposed Waterfront project with an iconic station, travel along the Embarcadero, and then complete the loop in Downtown along the Cedar Street view corridor.

Exhibit 3 – Possible Downtown San Diego Skyway Loop



Ridesharing

Rideshare companies are helping to provide group transportation services in areas that are not covered by public transportation systems. Rideshare companies use memberships and online network profiles to match drivers and riders and to process payments to drivers. The majority of the rideshare programs require an online profile and a credit card to participate, as rides are paid by online transactions. Companies that offer ridesharing include Uber, Lyft, and Sidecar.

Shared rides provides a community benefit by reducing the number of individual vehicle trips, reducing the annual number of vehicle miles traveled, which reduces fossil fuel consumption. Reducing the amount of vehicles on the road decreases the

amount of traffic and congestion. Less vehicles on the road benefits the local environment by reducing greenhouse gas emissions and improving air quality. Parking improvements could include designated drop-off and pick-up points with curb cutouts and signage near commercial properties or venues for ease of use.

Shuttle Services & Park and Ride

A shuttle is a bus or van which travels regularly between two or more stops. Shuttle services are operated by private or public operators and are designed to quickly transport people between designated locations.

An example of a shuttle service

is a van that takes multiple passengers from an origin location such as an off-site parking lot, with routes to various desired locations along the San Diego Waterfront. The Port, in partnership with Ace Management, operates the Big Bay Shuttle service for 14 weeks each summer, and the Seaport Village stop could be integrated into the waterfront development project.

Bikesharing

Bikesharing members are able to utilize bicycles located at designated bicycle stations for a specified period of time. Bicycles may be returned at any other designated bicycle station. Some programs provide discounts for students, seniors, and military personnel. In addition, some programs have established employer programs

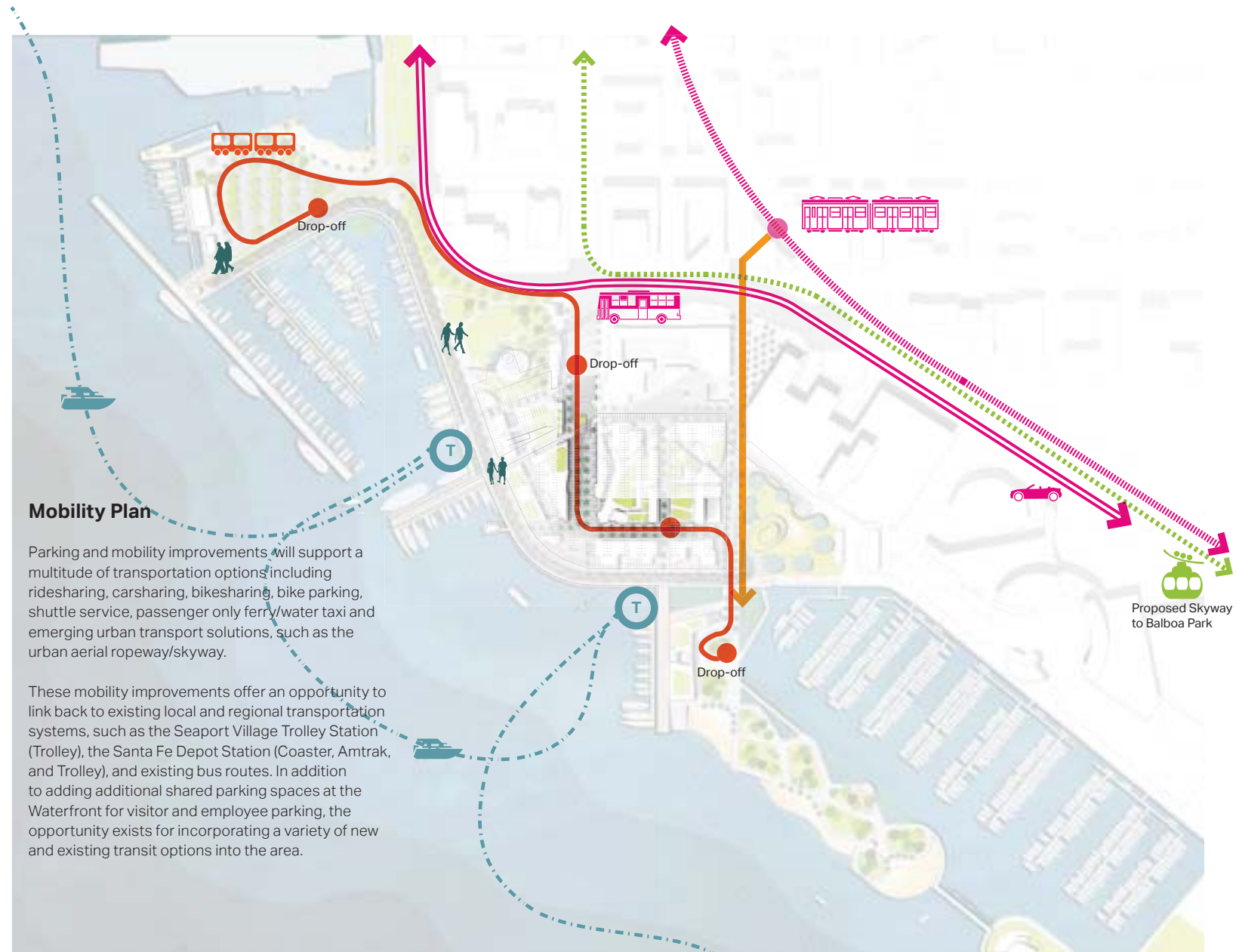
A9**Mobility & Parking Strategy**

that provide employees with annual memberships at a discounted price. Several programs have discounted memberships for low-income populations. Bikesharing, already in implementation in San Diego, through Decobike San Diego, with 1800 bikes available through multiple stations, with stations located in the vicinity of the proposed project. The integration of the stations into the development at a mobility hub will provide visitors with a scenic non-vehicular means to travel short distances between the various amenities and services in the area.

Bicycle Parking

Public bike parking is a critical, but often overlooked component of a robust urban cycling network. Furthermore, high-quality public off-street bike parking and facilities for showering and changing have improved the viability of bike commuting in places like Long Beach, Chicago, and Washington, D.C. Bike shops provide the critical service of bicycle retail and repair to support both commuting and local cycling activities. They also serve as an information center, where cyclists and potential cyclists can seek advice about maintenance, commuting, routes, and other services. A bike parking facility could serve the commuter biking community in Downtown San Diego as well as for visitor and tourist cyclists.

A9 Mobility & Parking Strategy



A11

Sustainability / Resilience Plan

A11

Sustainability / Resilience Plan

SUSTAINABILITY / RESILIENCE PLAN

Team 1HWY1 recognizes the importance of a holistic design approach that embraces the long term sustainability and resilience of the community as a core design goal. In order to achieve this, our consultant team is leveraging proven sustainable design methodologies to understand:

- Where we are?
- Where we want to go?
- Where are the opportunities?
- And How do we get there?

Through this first principles approach, our team is able to maximize the synergies between strategies, ensuring that optimal sustainable and resilient design strategies are incorporated in a cost effective manner.



• Creating a healthy community

In addition to the more traditional aspects of sustainability that are captured through energy / water efficient design and the other aspects of the CalGreen code, we recognize that a truly sustainable community is also one that actively enhances the health of the patrons. Our team will incorporate a variety of strategies that will enhance the wellness of the community including maximizing the walkability of the development and the use of the sea breeze to enhance air quality and reduce the ambient temperature, making the idea of walking to your destination as pleasant and appealing as possible. Our team's sustainability team are recognized globally in this approach to sustainable planning, with recent deployments including Marina Bay in Singapore and the development of the Samsung Smart City platform.

• A sustainable community partner

- o *Green Port Initiative:* Our team is excited to see the proactive approach that the Port is taking to drive sustainability within the Tideland, and is committed to maximizing the opportunities provided by the Green Business Network to ensure that the development can be leveraged as an example to other tideland tenants.
- o *Supporting San Diego's Net Zero Goal:* We are committed to supporting the City of San Diego's Net Zero goal and will endeavor to achieve Net Zero capable wherever economically viable.

A11 Sustainability / Resilience Plan

CLIMATE CHANGE

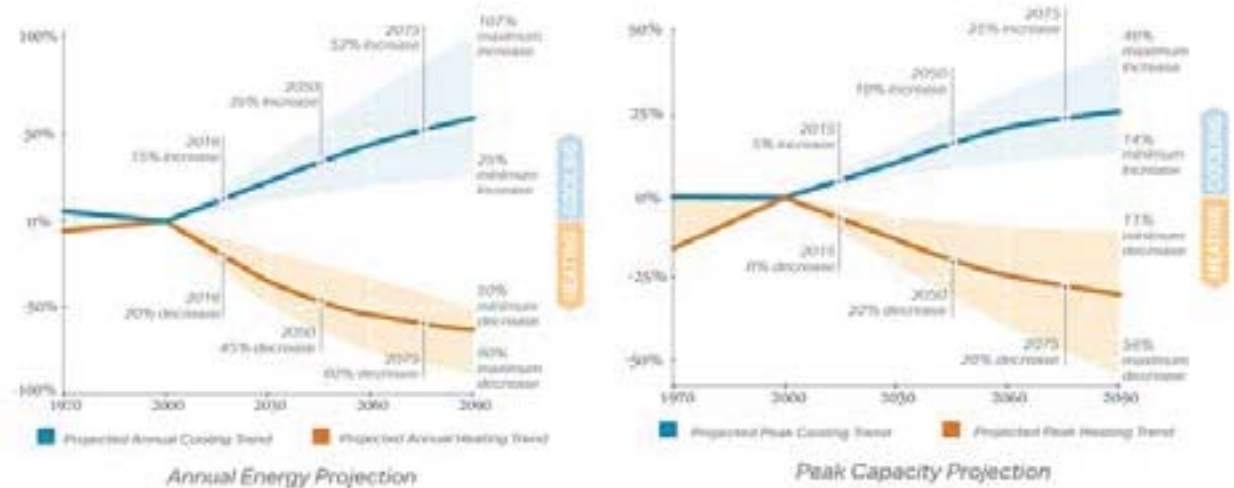
One of the fundamental first steps in developing a resilient community design is to understand the local environment and how it is likely to change over the coming year. Through this process, we are able to ascertain whether proven strategies of today will be more or less effective in the future and whether new opportunities will become viable.

Leveraging our past experience in the analysis of climate change and adaptation in the local San Diego area, our team has begun this process of identifying opportunities and potential design considerations that are associated with the increase in average temperature, including the potential use of the tidal Bay water as a source of cooling for the development.



Sea Level Rise

Similarly, we are leveraging our recent work on climate adaption within San Diego, along with the lessons learned from similar efforts in both



San Diego is likely to see a 10% increase in cooling over the next 10 years

Long Beach and San Francisco, to understand the potential impact that our evolving climate may have on the local coastline and sea level, which will allow us to subsequently design both the development infrastructure and individual buildings to minimize the impact of this climate risk.

Recent studies suggest that the Southern California coastline, including San Diego, is likely to be significantly impacted by climate adaptation and sea level rise over the next century. Specifically to San Diego, it is expected that over the next few decades the greatest cause for concern will be an increase in the kind of flooding that the region already experiences due to waves, storm surge, El Nino events, and very high tides. Starting around mid-century, the Bay may become more vulnerable to regularly occurring inundation of certain locations and assets, some of which are being planned and built

today. Concurrent to this increase with this increase in extreme events it is also anticipated that the Southern California coastline, including San Diego, is likely to experience a 2-3ft increase in peak sea level by the end of the century.

The most vulnerable sectors in the San Diego Seaport community include stormwater management, wastewater collection, shoreline parks and public access, transportation facilities, commercial buildings, ecosystems and electrical infrastructure. In recognition of these increasing flooding risks, our team will continue to develop our design with an emphasis placed on preparing for more common and more severe extreme events. Strategies that are being considered by the team at the San Diego Seaport include:

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Sustainability / Resilience Plan

- Reconfiguring the ground plane to make the flood path in an extreme event more predictable and reduce potential damage. This will likely include the incorporation of floodable zones into the development, which will be facilitated by both vegetative open space and the provision of parking podiums that can be sacrificed if necessary with minimum long term impact.
- Locating primary facilities outside of the zone that would be impacted by the potential 3ft sea level rise.
- Upgrade of grade level electrical infrastructure, including transformers, to allow for temporary flooding by salt water.
- Elevate primary building HVAC, electrical and IT equipment to upper floors to minimize impact of flooding events. This will include the location of central cooling equipment, electrical switchgear, generators and IT data facilities. Additionally, we are looking at alternative strategies for the provision and distribution of energy within the Seaport development.
- Design of stormwater and sewer systems to minimize the risk of the systems backing up and the release of contamination either within the development or to the ocean. To achieve this, the systems will be developed with sufficient attenuation capacity to accommodate any surges resulting from extreme events.

UNDERSTANDING THE POTENTIAL

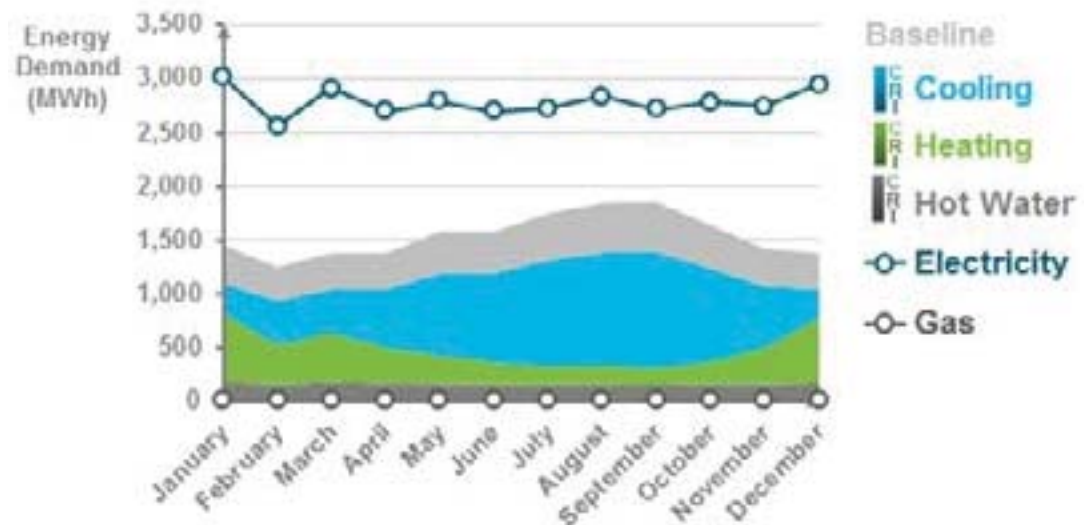
In addition to understanding the inevitable influence that the local environment will have on the long term success of our development, our team believes that in order to maximize the sustainable potential within the development we need to take a holistic look at the water and energy needs of the facility.

Our Team is leveraging AECOM's SSIM tool kit to begin this process, allowing us to evaluate the overall development energy and water footprint and test a number of scenarios during the early planning phases that will set us up for success at both the individual parcel and overall development level.

Energy

In line with San Diego's Net Zero Energy goals, it is essential that the Shoreline development is built on a solid foundation for energy efficiency and that in turn, opportunities are identified to look at a development level to further reduce the impact of the community on the local energy infrastructure.

Through our commitment to passive design strategies that take advantage of the local San Diego climate, combined with the use of high efficiency lighting and HVAC strategies, it is anticipated that the peak electrical demand of the community can be reduced significantly. As shown in the above provide our initial analysis suggests that through our integrated approach we can reduce the peak electrical demand associated with the development by approximately 2 MW.



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Sustainability / Resilience Plan

Similarly, the energy efficient design strategies will reduce the annual energy consumption associated with the development.

Our team is committed to the development of energy efficient buildings, and will strive to achieve Net Zero Capable solutions where economically viable. While these parcel level strategies will inevitably benefit the overall environmental footprint of the development, we believe that it is when we look at the development as a whole that the opportunities to maximize the sustainable potential of the development.

Our team has identified a number of potential strategies that we will continue to explore that we believe could enhance the community not only environmentally but by reducing its reliance on the local utility infrastructure and as such enhancing the resilience of the community.

- **Microgrid**

- o *Thermal MicroGrid:* through s recent analysis of sea water solutions in both California and Guam, our team will investigate the viability of leveraging the proximity to the Bay and the access to the tidal water flow to implement a thermal micro-grid, through which the seawater is used as the primary source of heating and cooling for the community. Not only does this have a significant benefit to the overall energy consumption associated with HVAC, which based upon the climate change analysis noted above is likely to increase significantly over the life of the buildings, but it also reduces what is likely to be the largest single water consumer within the development – cooling towers. In addition

to leveraging the Bay, we would also look to maximize the thermal symbiotic relationship that can be achieved between the non-coincidental thermal energy needs of the various building uses – hotels needs hot water when the adjacent commercial buildings are pre-cooling in advance of the working day and as a result are looking to reject heat.

- o *Electrical MicroGrid:* similar to the thermal microgrid, our team recognizes that advancements in onsite energy generation technology, coupled with potential changes in California legislation regarding microgrids, provide a unique opportunity to enhance the resiliency of the development, and its tenants. Our team's energy and sustainability specialists have recently embarked on one of the California Energy Commission's microgrid pilot projects for Berkeley, and will leverage the insight gained through that process in their evaluation of micro-grid opportunities within the development.

In both the cases of thermal and electrical microgrid, our team will endeavor to ensure that whenever economically viable, steps are taken to facilitate the future flexibility and ability to embrace micro-grid strategies in the future.

- **Water Conscious Community Design**

- o *Balancing water needs and sources:* In recognition of California's growing drought issues and water conservation requirements, our team will leverage SSIMw Water Balance model fully understand the water needs within the community and the ability to cascade water to match the potable needs with new

water and re-use water onsite. Our team has successfully used this methodology with a number of major private developers in Southern California to inform strategies from the use of water efficient fixtures to the collection and reuse of black and grey water on site, and will leverage this knowledge to inform our analysis of the opportunities that the large amount of potential grey water generation from the hotel and residential components of this development present. Through this process, we anticipate achieving at least a 30 percent reduction in potable water use within buildings and at least a 50 percent reduction in irrigation water consumption.

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Security Plan

A12 Security Plan

The development of Seaport will bring millions of visitors each year to the area from conventioners to family outings. The security of these visitors and the mitigation of risks of harm is of paramount concern to the 1HWY1 team. At the same time, security measures must be blended into the environment so that the area remains relaxed and inviting.

The new Seaport is bringing new and highly visible iconic uses to the site including a 500ft observation spire, aquarium and education district, high profile attractions that may become attractive targets for the various threat that need to be considered.

The Threats

There are a number of threats to be considered. The close proximity of the large U.S. Navy base is both a deterrent and a target for large scale acts of terrorism. However, the terrorist threat profile in the world has evolved over the last five years and rather than massive 9/11 style attacks, terrorists are favoring suicide attacks such as the recent attacks in Belgium and Paris. While these kinds of attacks are devastating, the likelihood that such an attack will occur on the San Diego waterfront is relatively low. Of greater concern and probability are common crimes such as robbery, assault, vandalism, and drug use. These risks are usually mitigated by the visible presence of police patrols and security personnel.

Approach for Mitigation

Our approach to security will focus on two enhancements that address both the terrorist threat and the more likely criminal threat and include the use of technology as a force multiplier through Crime Prevention Environmental Design (**CPTED**). These enhancements assure that security is "designed in" to assist law enforcement which in the best case

will prevent crime and the worst at least reduce its impact.

Technology: Today cameras are everywhere. What is important is how and when the information contained in video is used to enhance public safety and security. Most video technology today is used after an event to identify a perpetrator and bring that person to justice. Our approach will be to include and specify technology that helps security personnel and law enforcement be preemptive. The state of the art security video that we will deploy will use software to analyze real time movements in all public spaces to identify unusual or threatening situations and give security personnel early warning of unusual activities on the site.

CPTED – Crime prevention through environmental design uses both natural features and intentional physical design elements to enhance security. This technique preserves sightlines to give law enforcement a better ability to monitor public areas.

ConOps – Situational awareness and a standard operating procedures are tools that help security and law enforcement respond to incidents. This requires a formal concept of operations to guide staff in the performance of their duties. Our on site team will include security professionals that will be the link to local first responders whether police, fire, military or security.

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Smithsonian Media

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Smithsonian Enterprises

From: Mark Bauman
SVP Smithsonian Enterprises
baumanm@sl.edu

Attn: Yehudi "Gaf" Gaffen
Chief Executive Office
Protea Waterfront Development
5960 Cornerstone Court West, Suite 100
San Diego, CA 92121

April 4th, 2016

Smithsonian Enterprises, the Media and Business arm of the Smithsonian Institution, is creating a strategic alliance with the 1HWY1 Seaport Development Team to create immersive Augmented and Virtual Reality experiences for the San Diego waterfront, which will entertain, educate, drive tourism, and connect people in powerful ways to their environment, culture and history.

In service of our mission to increase and diffuse knowledge, we would bring the deep ocean's most magical creatures to life in public spaces along the San Diego waterfront.

Giant Squid, Blue Whales and Great White Sharks could swim along building facades, leap out of sidewalks, and school just above the heads of visiting families, each experience accompanied by the opportunity to learn more on our mobile devices about these aquatic neighbors, and their relationship with Southern California. Inside the waterfront's iconic tower, visitors could move virtually through the water column just offshore, climbing the stairs from the deep ocean all the way to the surface where they would pop out onto an observation deck offering an unprecedented 360 degree view of the city, port, and waterfront.

Similarly, we could create immersive experiences that would act as a sort of time machine, allowing visitors to move through every part of Southern California's rich cultural and historical landscape.

San Diego has more Indian Reservations than *any other county in the United States*; a rich, Hispanic history; centuries of Asian trade; cowboys and cattle ranches; and one of the most important naval bases in the world, steeped in military history and tradition.

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Smithsonian Media

Using headsets, tablets or mobile phones, visitors could see the modern shoreline as it was when the La Jollan people first came to the region almost eight thousands years ago. They could pay a virtual visit to the earliest Spanish missions and settlements; explore Spanish and Chinese shipwrecks; stroll through the middle of a virtual cattle drive; or follow a real tour of the USS Midway by walking the virtual deck of some of the greatest battleships the world has ever known.

We could create many of these immersive experiences in an onsite imaging lab, that would offer visitors a fascinating behind the scenes experience, that would provide local students with invaluable hands on opportunities to work with the cutting-edge technologies of tomorrow.

We would also be interested in exploring:

the use of live cams in the aquarium for Smithsonian Earth, the Smithsonian's 4K OTT channel, featuring the wildlife of the world.

citizen science projects with local Universities and Charter schools.

music and live event programming, including festivals built around Smithsonian Magazine's *Future is Here Festival* and the *Smithsonian American Ingenuity Awards*.

Sincerely yours,

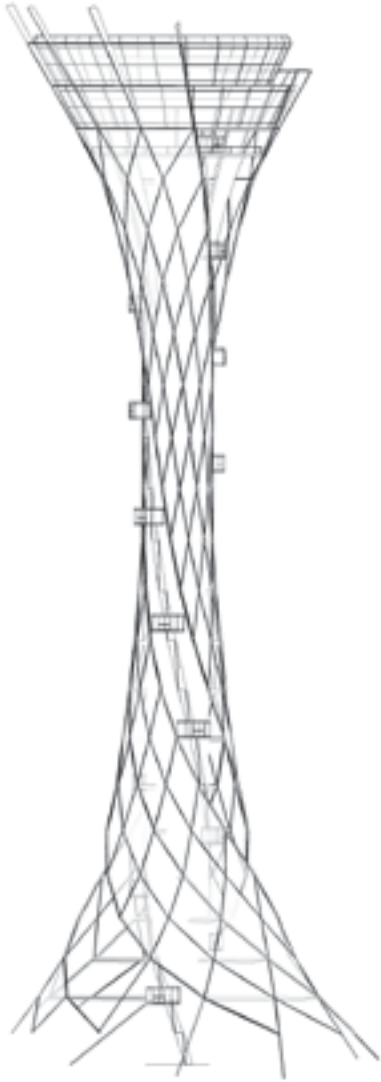


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A15

The Spire - US ThrillCorp

A15**The Spire - US ThrillCorp****SAN DIEGO SPIRE – STUNNING, BEAUTIFUL AND UNIQUE****The Vision**

San Diego, unarguably, is one of the most beautiful cities in the world. Tens of millions of San Diegans, California residents, domestic and international tourists, conventioners and military servicemen and women (and their supporting families) visit the city each and every year. Drawn by its idyllic climate, pristine beaches, unique bayside location, plentiful outdoor activities, rich history, bustling downtown, and economic prosperity. Yet one noticeable opportunity still exists: creating an architecturally striking and beautiful iconic structure that serves as a one-of-a-kind visual identifier for the downtown waterfront skyline and allows people to experience San Diego in an entirely new way.

Our vision has been to create a stunningly beautiful observation tower that produces San Diego's "icon" on the waterfront, by designing a defining structure that provides the community with an entirely unique and experiential landmark to call its own. Designed specifically for San Diego with the support of a San Diego-based and locally owned architecture firm, the San Diego Spire was conceived to serve as a distinct and breathtaking anchor for our proposed outdoor entertainment, dining and recreation center – becoming the focal point for surrounding restaurants, retail stores, parks and open space, and a new aquarium. The Spire will offer San Diego the opportunity to reflect and amplify its unique style, while providing a new perspective on the city that can be enjoyed by residents and visitors alike.

The Design

The San Diego Spire is more than just a simple observation tower; it is a multi-patented design that includes three unique destinations in one beautiful and iconic structure that only our team can deliver. ThrillCorp's and its design team has considerable experience in creating unique and profitable attractions, and the group includes some of the most experienced tall tower builders in the world.

The Gondola Experience

The San Diego Spire is a highly innovative vertical observation experience that will give visiting patrons a 360-degree view of San Diego, as they are quietly and smoothly propelled upwards in spacious, climate-controlled glass viewing gondolas spiraling up the structure. These gondolas are similar to an outdoor mounted glass elevator, but with one additional and great advantage: they offer a 360-degree panoramic route up, as the gondolas ascend and spiral around the tower to the observation level. The trip entails one complete revolution up and down the core of the structure, affording all possible views of the city and surrounding sites. Upon arriving inside the observation level, visitors will disembark within the tower's observation loading/unloading areas.

Observation and Virtual Reality Experience Level

After arriving at the observation level, visitors will have the opportunity to take in the views. The tower's observation platform allows for an unobstructed 360-degree walk around at the patron's leisure, allowing them to take in all the incredible views that San Diego has to offer. Further, patrons are invited to participate in an additional activity on top of the Spire, a truly immersive and interactive augmented reality experience. Using licensed content from the Smithsonian and locally created sources, the Spire

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The Spire - US ThrillCorp

will educate patrons through an augmented virtual reality interactive tour of the city, from its original founding to the present, highlighting key landmarks and historical facts, the city's past and current military footprint, and paying special homage to the tuna fishing industry that served as a one of foundations for the city's development. Not only will visitors enjoy the unmatched views of the observation level, by leveraging this cutting-edge technology, patrons will be entertained, inspired and engaged in San Diego's rich culture and historical importance - not merely presenting facts, but providing a VR immersive opportunity to stimulate visitors and engage them proactively. These technologies and content will be quickly updatable, allowing for a unique and fresh visitor experience every few years.

Patrons can then enjoy the same 360-degree gondola experience to exit the observation level and head back down to exit street level. The entire journey takes approximately 10 minutes each way. This gives ample time to experience, learn and photograph the city with friends and family. Alternatively, patrons can bypass the gondola ride up or down by taking one of the three elevators provided in the tower's core.

Pricing and Accessibility

Pricing of the observation experience will be affordable for a broad audience, allowing everyday San Diegans, visitors and military families alike to experience a sweeping, all encompassing, and true 360-degree view of San Diego. From Downtown, to San Diego Bay, Coronado Bridge and island, the beaches, Point Loma, to the Pacific Ocean and beyond, these views are currently only afforded to those who can pay premium prices visiting or overnighting in water view hotels or prohibitively expensive observation level bars that may not be

family or stroller friendly.

Top Floor - Event Space Level

The San Diego Spire will offer the apex of special event space on its highest level. With 360-degree views of the city and its surroundings, this flexible space, serviced by three elevators up the tower core, will cater to conventioners, galas, wedding ceremonies and receptions, and other special events. Catering will be provided by one or more of San Diego's unique restaurants and service is supported by an independent service elevator and entrance. It is hard to imagine a more stunning and impressive location for San Diego-based special occasions.

Patrons to the event space may also choose to take the gondola up, or bypass the gondola experience and taking the elevators directly to the top floor. This allows visitors to the event space to be separated from visitors to the observation level, with each group having its own separate facility entrances and supporting vertical transportation.

The Economics

The San Diego Spire will drive considerable economic value for the city by creating a new observation experience that currently does not exist for the vast majority of its residents and visitors. Currently, there is no affordable way for visitors to enjoy a panoramic view of the city, and thus, the Port misses an opportunity to serve the public, as well as generate additional revenues. The San Diego Spire addresses these issues by creating an accessible way for the typical person (not just the well heeled) to experience San Diego like never before.

Beyond its visual and experiential appeal, SkySpire will serve as a significant, consistent and long-term

revenue source. Its combination of accessibility, affordability, iconic uniqueness, immersive virtual reality technology and versatility provides incentive for visitors to experience the Spire firsthand. It should quickly become a must-do experience for leisure and business travelers to San Diego.

Observation experiences across the U.S., such as Seattle's Space Needle, the St. Louis Gateway Arch, New York's Top of the Rock, etc., consistently draw millions of visitors year after year. Historically, unique observation experiences provide stabilized revenue for decades, and in some cases, over a century (such as the Eiffel Tower). The Spire creates a rare opportunity for San Diego to build its own uniquely stunning icon to anchor the bay front.

In Summary

The San Diego Spire will create a new category of experience within the city, offering a wide range of patrons the opportunity to enjoy San Diego from a vantage point previously achievable for only a small fraction of residents and visitors. Its vertical design and multi-use versatility combine to create an attraction that stands to generate consistent and sustained revenue to the Port Authority for years to come. The Spire is an iconic, towering landmark that will serve as the visual focal point of the waterfront. It's city-specific design and interactive elements will solidify the Spire as a "must do" part of the quintessential San Diego experience.

A15**The Spire - US ThrillCorp**

April 5th, 2016

San Diego Unified Port District
1400 Tidelands Ave
National City, CA 91950

Re: Request for Qualifications - San Diego Waterfront Opportunity

To Port Commissioners and Staff:

In a city blessed with beauty, history and economic diversity, the San Diego waterfront development project presents a once in a lifetime opportunity to showcase the city's coastal views while providing visitors and community members many diverse recreational and entertainment opportunities. As such, ThrillCorp is honored and excited to participate in the proposal to serve as a partner in the world-class waterfront development opportunity.

In collaboration with our development partners, and leveraging ThrillCorp's twenty-five years experience in the industry creating highly profitable attractions, one of our roles in the development will be the creation and management of a beautiful and iconic observation experience featuring a visually stunning, architecturally unique tower feature.

Our three principals bring more than 75 years of attractions-specific knowledge and success. The team is led by ThrillCorp's Chairman, Bill Kitchen - a renowned inventor and creator of highly successful attractions that have generated more than \$2 billion in past revenue. He is joined by Chief Executive Officer, David Gust, who brings a broad background of knowledge and experience from The Walt Disney Company, Hard Rock Cafe International and Hilton Worldwide. Michael Kitchen, ThrillCorp's Chief Development Officer has extensive experience and a track record of entrepreneurship and market development in the defense and entertainment industries.

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ThrillCorp's expertise and qualifications can be summarized as follows:

1. Chairman and founder, Bill Kitchen, is a serial inventor with many patents to his name. He has created attractions that have gone on to become new categories of entertainment. Most notable of these are the Skycoaster and iFLY (now open in Mission Valley), which have cumulatively hosted tens of millions of riders and generated more than \$2+ billion in revenue.
2. Other attractions include the Unicoaster, which is currently thrilling riders as one of the top rated rides in the Nickelodeon park at the Mall of America, and the Octotron in San Diego's Belmont Park, as well as other pending locations.
3. Our tower designs allow developers and communities to insert a uniquely gratifying and highly iconic attraction in a location where consumers already congregate. The versatility of our products allows for pairing with multi-use centers, creating a holistic attraction that increases foot traffic and encourages repeat business for both locals as well as visiting tourists.
4. The ThrillCorp team has operated and provided attractions to some of the most prominent theme parks, mixed retail and entertainment venues, tourism destination venues, family entertainment centers, and other entertainment facilities in the United States and around the globe. Our team members have been responsible for feasibility studies, economic impact studies, site evaluation, concept development, development and construction planning, construction management and oversight, training and pre-opening services, and long term operations.

The San Diego waterfront development opportunity presents a rare and important chance to develop an economically impactful and community-improving site. We are excited to participate in a project that is sure to enhance and enrich an already vibrant community.

Thank you for your consideration.

Michael Kitchen
Chief Development Officer
ThrillCorp

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