

**Presidio Trust Board of Directors Teleconference Meeting
July 25, 2018
Minutes**

Attending Board Members:

Paula Collins
Bill Grayson
John Keker
Todd Willens

Participating Staff Members:

Michael Boland
Josh Bagley
Carla Carvalho-DeGraff
Jean S. Fraser
Fran Gonek
Patrick Hannan
Nancy J. Koch
Mollie Matull

Chairperson Keker called the teleconference meeting to order at 3:00 p.m. after determining that all participants could hear one another.

Actions taken:

- Approved: Fort Scott Development Request for Proposals Framework

Discussion items:

Update on Fort Scott Request for Concept Proposal (RFCP) process

The previously noticed July 2018 public Board meeting was cancelled for lack of a quorum. Ms. Fraser presented an updated schedule for advancing the RFCP process. The amended schedule anticipates that in September 2018 the Board will select which proposals, if any, will be invited to participate in the RFP phase. In March 2019, the Board would select a final proposal.

Fort Scott Development Request for Proposals (RFP) Framework

Ms. Fraser and Mr. Bagley reviewed the proposed Fort Scott Development RFP Framework. Directors discussed the importance of understanding the proposers' financial capability, financing plan, and ability to execute the project as proposed. After discussion, and upon motion duly made and seconded, the Board unanimously approved the Fort Scott Development RFP Framework attached hereto as Exhibit A.

The meeting was adjourned by Chairperson Keker at 3:33 p.m.

Exhibit A

Fort Winfield Scott – RFP Framework

DRAFT: July 20, 2018

Outline

1. Creating a Campus for Change at Fort Winfield Scott
2. Table of Contents
3. Project Objectives
4. Elements of the Proposals
5. Submittal Requirements
 - a. Transmittal Letter *[and Deposit]*
 - b. Detailed Proposal
 - i. Team Description
 - ii. Comparison to Project Objectives
 - iii. Project Overview
 - iv. Detailed Business Terms
 - c. Attachment 1: Demonstration of Financial Capacity
 - d. Attachment 2: Litigation and Bankruptcy Information
 - e. Deadline and Delivery
6. Selection Process and Schedule

Appendix A: Use and Disclosure Information

Appendix B: Available Information

Appendix C: Site Boundaries Map

Appendix D: Utilities Boundary Map

Appendix E: New Construction Boundary Map

Appendix G: Presidio Trust Strategic Goals

CREATING A CAMPUS FOR CHANGE AT FORT WINFIELD SCOTT

Intro to be drafted

TABLE OF CONTENTS

To be completed

PROJECT OBJECTIVES

Create a Campus for Change – Develop Fort Winfield Scott as a campus for one or more mission-driven organizations focused on addressing the environmental and/or social challenges of our time.

Rehabilitate Historic Resources – The historic buildings and landscapes at Fort Winfield Scott that contribute to the National Historic Landmark District will be rehabilitated according to the Secretary of the Interior Standards for the Treatment of Historic Properties, site and design guidelines, and applicable building codes.

Be a Model of Environmental Sustainability in Design, Construction and Operation – Fort Winfield Scott will be a model of environmental sustainability in all aspects of design, construction, and operations, including transportation management and support for alternative modes of transportation.

Enhance the Public Realm – Fort Winfield Scott’s public realm will be improved to sustain and ideally enhance the biodiversity of the Presidio, and to make the Fort Scott area more accessible and inviting for visitors to the Presidio.

Enhance the Park by supporting the Presidio Trust’s Financial Sustainability – Fort Winfield Scott will contribute to the financial sustainability of the Presidio Trust.

Deliver the Improvements Expeditiously – Fort Winfield Scott will be rehabilitated expeditiously.

ELEMENTS OF THE PROPOSALS

Proposals must, at a minimum, include the Required Elements identified in the Request for Concept Proposals. The optional elements may be included at the proposer's discretion.

(Insert table and graphics from RFCP)

SUBMITTAL REQUIREMENTS

Respondents are encouraged to be thorough in their responses and demonstrate how their proposal will address the Presidio Trust's project objectives and respond to the items identified below. Proposals may not exceed 40 pages, excluding any attachments. Proposals that do not comply with all of the submittal requirements may be disqualified or viewed less favorably. Please follow the outline below:

A. Transmittal Letter

1. Legal name of submitting organization(s) (and any parent(s) or affiliate(s))
2. A \$100,000 refundable earnest money deposit made payable to the Presidio Trust, refundable to those that are not selected for exclusive negotiations
3. Entity description of submitting organization (and any parent(s)) (e.g., 501(c)(3), corporation, joint venture, limited partnership), and date established
4. Describe the core activities and organizational mission of the submitting organization(s); plainly state the significant social or environmental challenges to be addressed at the campus
5. Identify the principals of the proposing organization(s) including names, addresses, phone numbers, email addresses, and titles or positions
6. Name, signature, title, address, telephone number, and email address of the person(s) authorized to negotiate on behalf of the submitting organization(s)
7. Response to Appendix A Use and Disclosure Information
8. Affirmation that all communications regarding your proposal will be directed only to Josh Bagley of the Presidio Trust

B. Detailed Proposal

1. Team Description:
 - a. Provide the name, role and, relationship of all team members (i.e., architects, engineers, consultants, contractors, capital partners) and organizations included in the proposal
 - b. Identify any team members not detailed in your concept proposal and describe their roles and qualifications
 - c. Provide contact information for at least three references that could provide information on your experience and capability to complete the proposed project
2. Comparison to Project Objectives: Proposers can confirm the response provided in their concept proposal or provide a supplement describing how their proposal has evolved since the concept proposal.
3. Project Overview: The Presidio Trust is committed to creating a campus of one or more mission-driven organizations focused on addressing the significant environmental

and/or social challenges of our time. Describe in narrative form and with concept plans/drawings the following:

a. Your Program:

- i. Your proposal for Fort Winfield Scott, including the environmental and/or social issues that your program will address and a detailed description of how the campus will address those issues
- ii. The experience the submitting organization has in this sector
- iii. What impact will your program have on those issues, including the metrics you would use to define success in year five, year ten, and year twenty-five (following initial occupancy). Include an articulation of how locating at Fort Winfield Scott will help achieve the intended impact.
- iv. The types of uses, activities, and programs to take place at the campus, including any known program partners
- v. The type and square footage of all proposed uses, including any known subtenants and ancillary uses
- vi. How restaurant/food services, retail, and lodging uses will support the mission-driven campus and complement similar uses elsewhere in the Presidio (if these elements are part of your proposal)
- vii. Any proposals for public programming
- viii. Address the restoration and public access to the murals in Building 1216, along with interpretation of the historic and cultural resources of Fort Scott. Include days and hours of access and/or programs for public viewing and interpretation. Include details on the restoration approach and experts who will lead this work
- ix. Consistent with the Site and Design Guidelines detailed in Appendix A of the RFCP, your conceptual site development plans, scaled at 1 inch = 100 feet, illustrating the site contained within the development area described in Appendix C including:
 1. All required buildings, including the new transit center
 2. Any optional buildings, and/or the new construction site, if applicable
 3. Treatment of the parade ground and any strategies you propose for enhancing its biodiversity
 4. Lighting improvements
 5. Network improvements for both pedestrian and bicycle circulation
 6. Improved safe access from Lincoln Boulevard to the campus, including improvements for people walking, biking, or taking transit
 7. Vehicular circulation and parking
 8. Landscaped areas and open space, including any campus wide site amenities
 9. Ballfields, if applicable
 10. Multi-use trail along the northern edge, if applicable

- x. Consistent with the Site and Design Guidelines detailed in Appendix A of the RFCP, conceptual building designs in an 11-inch by 17-inch format, at a minimum scale of 1 inch = 32 feet. Provide conceptual floor plans for the rehabilitated historic structures. For all proposed new construction, provide conceptual floor plans, sections, and elevations to convey the massing, scale, and architectural quality.
 - xi. Your approach to evaluating and identifying the necessary utility infrastructure improvements and schedule to implement those improvements. Please refer to Appendix D for graphic illustrations of the geographic limits of work for each utility service. Proposers must consult with Pacific Gas & Electric for all gas service requirements.
 - xii. How the proposed building and site design is consistent with the Planning and Design Guidelines published in Appendix A of the Request for Concept Proposals.
 - xiii. The green design, construction, and long-term operational strategies that will be employed by your project. Identify how you will achieve the minimum LEED (Leadership in Energy and Environmental Design) ratings (Silver for historic rehabilitation and Gold for new construction). Describe any proposed strategies to achieve Neighborhood Development LEED certification and the Presidio Trust's strategic goals of zero waste, zero net carbon emitter, and zero use of potable water for irrigation (See Appendix G).
- b. U.S. Park Police: describe your proposal for retaining the U.S. Park Police facilities on site or relocating them to another location within the Presidio. The Presidio Trust has targeted approximately 40,000 gross square feet for U.S. Park Police occupancy with adjacent dedicated exterior space for parking 40 government vehicles. The Presidio Trust has identified potential locations for the US Park Police outside of Fort Scott, and is willing to consider relocating their facilities with all costs to be paid by the selected team. The Presidio Trust will determine the specific program requirements at a later date in consultation with U.S. Park Police and the final proposer.
- c. Transportation: Describe proposed uses and associated projected transportation demand, including:
- i. Number of anticipated daily employees, residents, guests, and visitors.
 - ii. Projected number of daily trips (vehicle, TNC, bikes, scooter, shuttles, etc.) and transit demand (peak and off peak hours). Include supporting data to validate the analysis and estimates
 - iii. Estimated parking demand (peak and off peak) and estimated revenues to the Trust from paid parking at stabilization.

- iv. Vehicle and/or passenger loading requirements including type, location, and timing
- d. Transportation Demand Management (TDM) Plan: Provide a Transportation Demand Management Plan that that minimizes personal vehicle use and is consistent with the Presidio Trust's sustainable transportation practices and the Planning and Design Guidelines. Mandatory elements of the TDM plan are identified in Appendix F and are consistent with the Presidio Trust Management Plan. Include measures, programs and amenities (e.g., Commuter benefits, bike share stations, support uses) that promote and incentivize transit use, walking and cycling, and discourage single occupant vehicle use.
- e. Project Schedule: Provide a detailed project schedule by month beginning with the execution of the lease/development agreement and ending with stabilized occupancy. Include schedules for design, financing, permitting, NHPA/NEPA compliance, construction (utilities, site, buildings), and lease up. Describe any proposed phasing with all assumptions clearly stated. The Presidio Trust prefers proposals that complete the utility and site wide improvements first in single phases of the project. Please provide in MS Project format.
- f. Pro Forma: Provide a comprehensive development and business/operating plan (all development capital, start-up capital, revenue, maintenance, expenses, and debt service if applicable) for all uses for the first twenty years of your proposed project. Detail all of the anticipated expenses and sources of funding/additional capital/revenue that will sustain the program and operations for the duration of the lease. Detailed programmatic expenses must be clearly identified. All assumptions and variables should be clearly stated. Please provide in MS Excel format.
- g. Financing Plan:
 - i. Provide a cost estimate for each of the required elements and any optional elements, if applicable.
 - ii. Describe your plan for funding the capital costs of the project (pre-development, development, start-up, long-term operations), including amount, schedule, and source(s) of all capital (equity, debt, historic tax credits, other) and guaranties of any nature. Include fundraising plan if philanthropy is expected to fund some or all of the capital costs.
 - iii. Include any financial commitments secured to date for this project, for example:
 - 1. Provide letters of interest from lenders indicating that they are considering financing the proposed project. These letters should include:
 - a. financing parameters including collateral pledged
 - b. the amount or the percent of cost that the lender is willing to finance

- c. willingness to structure the financing to ensure the mission-driven focus of the campus through the duration of the lease team
 2. Provide a letter from any equity sources outlining their commitment(s).
 3. Provide a letter from any philanthropic sources outlining their commitment(s).
4. Detailed Business Terms: The Presidio Trust is prepared to enter into a development agreement and long-term ground lease for Fort Winfield Scott. The proposal should, at a minimum, include your proposal for the following business terms:
 - a. Buildings
 - b. Uses – indicate all proposed uses and approximate square footage for each use.
 - c. Proposed Term –proposed ground lease term with any proposed extension options.
 - d. Proposed Rent – indicate rent commencement date. Include amount of rent to the Presidio Trust on a per gross square foot basis, including calculation for rent increases and timing, and, if applicable, formulas for participation rent.
 - e. Development Capital – indicate your commitment to fund all capital costs
 - f. Subordination – the Presidio Trust’s fee ownership cannot be transferred or subordinated. Please state your acceptance of this business term.
 - g. Maintenance and Operating Expenses – indicate your commitment to fund all internal and external maintenance, repairs, and operating expenses (excluding the parade ground, ballfields, and multi-use trail) for the duration of the lease term
 - h. Service District Charge – indicate your commitment to pay Service District Charge for the duration of the lease term
 - i. Assignment –The Presidio Trust will have the right, in its sole discretion, to approve or reject any assignment of the lease. Please state your acceptance of this business term.
 - j. Performance Benchmarks – proposed financing, development, and operational time and performance benchmarks and termination provisions for non-performance.
 - k. Security – describe provisions for guaranty, performance bonds, or other remedies to assure completion of the project and to satisfy the lease obligations during the term.
 - l. Insurance – Commercial General Liability, Business Automotive Liability, Worker’s Compensation, and Professional Liability Insurance will be required
 - m. Controls – describe the long-term strategy and commitments, lease controls, or any other mechanisms that you will provide to ensure the mission-driven focus of the campus through the duration of the lease team.

C. Attachment 1: Demonstration of Financial Capability

Please provide the following and any other relevant information to demonstrate your financial capability to complete the proposed project. If you are unable to provide any part of the information requested, please indicate why the information is not available. See Appendix A for information about the use and disclosure of submittal contents. Please provide the following:

1. Certificate of Active Status from the governing Secretary of State or other government agency for the submitting organization, if applicable
2. Audited financial statements (including the Balance sheet, Statement of Net Income, Cash Flow Statement, Notes to the Financial Statements, and the Audit Opinion Letter) for previous three fiscal years for the submitting organization and its parent(s); additional financial information may be requested by the Presidio Trust as part of its on-going review.
3. Most recent annual report for the submitting organization and/or its parent(s), if applicable
4. Bank and other financial references, including contact information for at least two references who have provided the proposer with financing of a magnitude required for the proposed project
5. List of any current non-performing loans, loan defaults, and/or bankruptcies for the submitting entity, its parent(s), and all affiliates in the past ten years

D. Attachment 2: Litigation and Bankruptcy Information

Identify every pending legal proceeding in which the submitting organization, parent organization(s), principal(s) or team member is a named party. In addition, identify all legal proceedings resolved within the last five years in which the submitting organization, parent organization, principal or team member is a named party and in which there was an award or settlement in excess of \$500,000. Identify if the submitting organization, parent organization(s), principal(s) or team member has declared bankruptcy within the last ten years.

E. Deadline and Delivery

Proposals must be received no later than 5 pm Pacific Daylight Time (PDT) on TBD. Proposals that are not received before the deadline will not be accepted. All proposals become the property of the Presidio Trust. Proposers must submit:

- One complete submittal in PDF format on a thumb drive along with ten originals (one unbound and four bound copies).
- One redacted or “public copy” in PDF format on a thumb drive along with one unbound original that complies with the requirements of the Freedom of Information Act (see

Appendix A, Use and Disclosure of Information). The public copy will be posted on the Presidio Trust website.

Enclose all copies of the proposal in a sealed box or envelope. The title of the submittal, and the name and address of the submitting organization(s) must be clearly marked on the package exterior.

Proposals must be received at the following address:

Presidio Trust
Attn: Josh Bagley
103 Montgomery Street
San Francisco, CA 94129
fortscott@presidiotrust.gov

SELECTION PROCESS AND SCHEDULE

The Presidio Trust will conduct the selection process in a manner and pursuant to timing determined by the Trust. The Presidio Trust is the sole and final decision-maker regarding this Request for Proposals and reserves the right to reject any or all proposals or to alter, suspend, or terminate the process or negotiations at any time for any reason.

Proposals that are timely received will be evaluated by the Presidio Trust with an emphasis on the completeness of the proposal, the proposal's ability to achieve the Presidio Trust's objectives, and the financial, managerial, and operational capacity of the submitting organization, as well as other factors the Presidio Trust may determine to be in the best interests of the Presidio.

Site Tours

The Presidio Trust will host site tours beginning in September 2018. The site tours will only be available to proposers invited to participate in the RFP and their respective teams. The purpose of these site tours is to provide those proposers an opportunity to perform additional due diligence on the site and buildings. If you wish to schedule a site tour, you are required to send your request to fortscott@presidotrust.gov.

Questions

Questions about this RFP can be submitted to the Presidio Trust by email to fortscott@presidotrust.gov.

RFP Conference Call

The Presidio Trust will host a mandatory RFP conference call to answer questions specific to this Request for Proposals on TBD at 10 am PDT. Please RSVP to fortscott@presidotrust.gov. The Presidio Trust will respond to questions orally during the RFP conference call and then, as needed, via Addenda to this Request for Proposals posted on the Presidio Trust website no later than TBD.

Process Once the Proposals Have Been Submitted

All proposals submitted will be posted on the Presidio Trust website for public review and comment. Additional information or clarifications may be requested of any or all proposers. Interviews with proposers may be conducted. Proposers will be required to participate in the TBD Presidio Trust public board meeting. Proposers will also be required to make one or more additional public presentations. Presidio Trust staff will make a recommendation to the Presidio Trust Board of Directors for which proposers should be selected for negotiations leading to a non-binding Letter of Intent or Exclusive Negotiations Agreement. At the conclusion of the staff

and board review of proposals, none, one or a maximum of two proposers will be selected by the Presidio Trust Board of Directors.

Letter of Intent

The selected proposer(s) will then enter into discussions with Presidio Trust staff regarding a Letter of Intent. The emphasis during these discussions will be on refining the specific business terms, general design considerations, performance schedule, and other aspects of the proposal. A non-binding Letter of Intent will delineate the business terms and outline the steps and schedule to reach agreement on the terms of the lease and development agreement.

Exclusive Negotiations Agreement, Development Agreement, and Lease Negotiations

Upon approval of the Presidio Trust Board of Directors, the Letter of Intent and Exclusive Negotiations Agreement will be executed. The Exclusive Negotiations Agreement will provide a limited period for the negotiation of a development agreement and lease. Upon execution of the Letter of Intent, the selected proposer's initial deposit will become non-refundable, and the selected proposer will make an additional non-refundable deposit of \$100,000.

Environmental Review and Historic Compliance

The Presidio Trust will determine the scope of and implement required National Environmental Policy Act and National Historic Preservation Act review for selected proposals. Compliance activities must be successfully completed before a lease or development agreement can be signed.

Selection Schedule

Appendix A: Use and Disclosure Information
Appendix B: Available Information
Appendix C: Site Boundaries Map
Appendix D: Utilities Boundary Map
Appendix E: New Construction Boundaries Map
Appendix F: Mandatory Elements of the Transportation Demand Plan
Appendix G: Presidio Trust Strategic Goals