

Redacted Pages

Some portions of the attached proposal that was deemed complete remain confidential pending the completion of negotiations. The following redacted pages from the January 9, 2018 Agenda have been excluded from the attached proposal to save paper:

Protea (Attachment B): Pages 8-16, 69-71, 83

WATERFRONT RETAIL OPPORTUNITY



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*This is an interactive document!
By selecting the titles within the
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proposal!*



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Response Cover Letter



October 12, 2017

Matt Earle, Chief Procurement Officer
San Diego Unified Port District
1400 Tidelands Avenue
National City, CA 91950

RE: RFP 17-52ME Waterfront Retail Opportunity

Dear Mr. Earle:

After decades of combined experience leading the management and activation of retail projects, Protea Property Management (“PPM”) welcomes this opportunity to present our qualifications to support San Diego Unified Port District (“District”) with property management services required for Seaport Village (“Seaport”).

The term which best describes our team is CONVERGENCE: A powerful and purposeful union of forces, blending extraordinary management capabilities. The properties within our portfolio have succeeded due this convergence. Our ability to refine customized approaches and deliver successful retail experiences are **catalysts for economic revitalization and growth within the community**. This recipe for success lies in two essential ingredients: **local knowledge** and active and effective **collaboration with best-in-class experts** who bring unparalleled lessons-learned from other successful projects locally, nationally, and throughout the world. These factors enable PPM to deliver a strategic plan to refresh the Seaport experience, creating renewed vibrancy for locals and tourists alike.

The unique strengths of the proven PPM team lies in our ability to:

- Create and execute plans that define new experiential retail places
- Provide effective management practices, amplifying tenant and visitor satisfaction
- Maximize the bottom line operating income by the intentional interaction of appropriate tenants with vibrant and active public spaces

In addition, we provide a number of meaningful benefits to the District, the property and Seaport’s tenants, including:

- **Knowledge of the existing Seaport Environment:** Through our work with the existing on-site manager and tenants over the past two years, we have gained valuable insight into their needs and goals as well as the current culture and structure. This institutional knowledge will reduce friction as the management transition takes place.
- **Local Expertise and Stake:** We are a team of passionate and knowledgeable professionals who have a long-term stake in the success of this initiative. This will foster a true win-win-win attitude between PPM, the District, and Seaport tenants, benefitting all stakeholders including the community at large.

- **Integrated Interim Activation Plan:** PPM brings the opportunity to integrate into the larger Seaport San Diego interim activation plan, and thereby test and incubate tenants and activities to create excitement around the future development components, while at the same time maximizing revenue to the District.
- **Transition Continuity:** Our team will be focused on creating a seamless and viable future transition plan for the existing Seaport Village tenants who wish to stay on at the new Seaport San Diego

This is the work we do, and we do it well. The team we propose has been collaborating for years on similar projects and will assure the success of this interim management assignment. We are professionals who perform and deliver, and have proven track record in performing the tasks requested in the RFP.

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.

Very Truly Yours,



Jeffrey Essakow, President
Protea Property Management, Inc.
3262 Holiday Ct., Suite 100
La Jolla, CA 92037
Phone: 858.457.5593
Fax: 858.457.5689
jessakow@proteaproperties.com

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Lessee Questionnaire Form 317⁷



SAN DIEGO UNIFIED PORT DISTRICT

LESSEE'S AND SUBLESSEE'S QUESTIONNAIRE FOR ALL LEASES (AND SUBLEASES OF MORE THAN FIVE YEARS)

(Use UPD Form No. 320 for Subleases of Five Years or Less)

Before the San Diego Unified Port District will process requests to (Sub)Lease, all information requested in this Questionnaire must be completed by the proposed (Sub)Lessee. Even though a proposed Sublessee may complete the Questionnaire, the Questionnaire must be delivered or mailed to the District with a cover letter signed by the District's Lessee or proposed Lessee. **THE DISTRICT WILL NOT ACCEPT THE QUESTIONNAIRE, DOCUMENTS, OR OTHER INFORMATION DIRECTLY FROM A SUBLESSEE.**

All information furnished in this Questionnaire must be complete and accurate. Omissions, inaccuracies, or misstatements may cause the rejection and/or subsequent revocation of the District's Lease, consent to Sublease, or consent to Assignment of (Sub)Lease.

In submitting this Questionnaire, the proposed (Sub)Lessee completing the Questionnaire authorizes the District to make any inquiry or investigation it believes necessary to substantiate or supplement the information furnished in the Questionnaire, and authorizes others to release such information to the District.

Exact name of existing Lessee (always complete): Protea Property Management, Inc.

Exact name of proposed Lessee (complete only if applicable):

Exact name of existing Sublessee (complete only if applicable):

Exact name of proposed Sublessee (complete only if applicable):

Date this Questionnaire completed: October 10, 2017.

The information furnished in and with this Questionnaire is true, complete, and correct to the best of my knowledge.

Signature: 

Title: President, Protea Property Management, Inc.

Thank you for taking the time to complete the Questionnaire. Lessees may contact District Real Estate if they have any questions. Please return the completed Questionnaire, with any additional information or documents to:

REAL ESTATE
SAN DIEGO UNIFIED PORT DISTRICT
POST OFFICE BOX 120488
SAN DIEGO, CA 92112-0488
TEL.: (619) 686-6291 FAX: (619) 686-6297

UPD Form No. 317
8/16/01

This Questionnaire contains 15 pages.

METHOD OF OPERATION

Please describe your proposed business operation on the property to be (Sub)Leased. Discuss any optional services and uses which you propose to provide.

Please see our attached proposal.

PROPOSED METHOD OF FINANCING DEVELOPMENT OR LEASEHOLD PURCHASE

Describe the method of financing for the Leasehold purchase or any new or additional development on District tidelands in excess of \$100,000. Include a schedule of approximate dates when construction of each significant improvement is expected to be commenced and completed.

TBD

ESTIMATE OF GROSS RECEIPTS

N/A

If this Questionnaire is being completed by a prospective Lessee, please show the best estimate of the average annual gross sales for each significant use or service, and for each significant optional use or service which the Lessee and its Sublessees (if any) plan to conduct on or from the property. (If the Questionnaire is being completed by a Sublessee, only the estimate of the Sublessee's gross sales is required.) This data will be used by the District to analyze the proposed Lease or Sublease Consent application. The time periods shown should not be assumed to necessarily represent the term of a (Sub)Lease that may be granted or consented to by the District.

Average annual gross sales for each proposed significant use during each of the first five operating years:

Year of Operation	Uses (Identify Each Use)				
1	\$	\$	\$	\$	\$
2					
3					
4					
5					

This form is not applicable.

EXPERIENCE STATEMENT

Please describe in detail the duration and extent of your business experience, with special emphasis upon experience with the type of business which you propose to conduct on District property. Also state in detail the pertinent experience of the persons who will be directly involved in development and management of the business.

Please see attached proposal.

**TERMS AND CONDITIONS OF PURCHASE, SALE,
OR TRANSFER OF (SUB)LEASEHOLD INTEREST**

(NOTE: Complete this page only if the transaction involves a Lease transfer, or the transfer of a Sublease having a remaining term of more than five years.)

Please summarize the terms and conditions of the purchase, sale, or transfer of (Sub)Leasehold interest(s) which requires District consent, as specified in the Assignment-Sublease provisions of the District Lease. Please attach copies of the applicable sales agreement(s), escrow instructions, assignment agreement(s), or other documents in conjunction with the sale, purchase, or transfer of the (Sub)Leasehold interest(s).

Not applicable.

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Proposal for Waterfront Retail Opportunity



PROPOSER'S RELEVANT EXPERIENCE

Flower Hill Promenade

Del Mar, CA

a. Description of Specialty Retail Center

This exceptionally well-located property represents the jewel in the crown of the Protea portfolio. Flower Hill Promenade is a grocery-anchored specialty shopping center with over 40 tenants, located in the affluent Southern California coastal community of Del Mar, CA. When acquired in September 2002 for \$32.2 million, the 14.9-acre property, with improvements of approximately 112,000 square feet, consisted of a multi-level retail mall with a quality, high-end tenant mix. It included three freestanding restaurant buildings, a four-plex movie theater, a ground lease to Exxon Mobil, and a vacant tax parcel for further development.

Flower Hill Promenade gave Protea the opportunity to acquire 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.

In May 2011, after an eight-year entitlement process, Protea secured a coastal development permit and, at a cost of \$28 million, proceeded to develop a 67,000-square-foot retail and medical office building plus a 397-space, 4-storey 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 2013/2014, and as part of an overall enhancement project, Protea also carried out a \$5 million renovation of the existing center. In doing so, Protea capitalized on Flower Hill Promenade's potential and is confident that the growth will continue to reflect those benefits. During 2016 and 2017, Protea concentrated on enhancing the 'experiential' aspect of retail shopping that has attracted thousands of visitors who have been drawn to the center by the multitude of events being held, including the month-long inBloom extravaganza in May 2017.

b. Address, Property Size, and Leasable Square Footage

2720 Via De La Valle
Del Mar, CA 92014

14.9-acres

170,000-square-feet



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c. Tenant Directory

- Bon Jewels
- Burger Lounge
- CA
- Capsyl Salon
- Chipotle
- Circle K Exxon/Mobil
- CryoShield
- Cucina Enoteca
- Del Mar Nail Bar
- Diamond Boutique
- Fairen Del
- Flower Child
- Geppetto's Toys
- If I Was a Bird Yoga
- Katherine's Cosmetics
- Lashes to Lashes
- Liberty Tobacco
- Lone Flag
- Maggie B Boutique
- Mini Market by Van de Vort
- Mr. Fred's Waterless Car Care
- Nothing Bundt Cakes
- Oakwood Escrow
- Optical Illusion
- Opus Bank
- Other Sons Graphic Designs
- Patrick James
- Pigtails & Crewcuts
- Planet Beauty
- See's Candies
- Sharp Rees-Stealy
- Sound Cuts
- Starbucks
- Sun Diego
- Sweetpea Children's Shop
- Swell Coffee Co. and Café
- Taste of Thai
- The Wine Connection
- TRE Boutique
- Trifecta Tavern
- Van de Vort
- Van Galder Design
- Venissimo Cheese & Wine Bar
- Whole Foods Market
- Yogurtland

d. Occupancy and Vacancy Rates

96.5%



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A PROPOSER'S RELEVANT EXPERIENCE
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909 Garnet Avenue (Pangaea Outpost)

San Diego, CA (Pacific Beach)

a. Description of Specialty Retail Center

Acquired in 1998, this 43,000-square-foot building on Garnet Avenue is in the heart of Pacific Beach, San Diego. Since 2004, Pangaea Outpost, with between 65 and 70 individual retail licensees occupying spaces in the approximately 11,500-square-foot premises, has been its retail anchor tenant. Pangaea successfully showcases a variety of local merchants and artists with goods from around the world and appeals to both local shoppers and tourists. In 2002, 24 Hour Fitness USA opened its popular, 24,000-square-foot fitness center to the public. It currently has a ten-year lease with two five-year options. The remaining space is 7,000-square-foot of renovated, quality offices that are leased to various businesses. Verizon has a long-term lease over roof space for their network. A parking lot with 68 spaces on a separate parcel behind the building serves tenants and visitors to the building. A management contract with a parking company ensures a quality share in parking income each month.

b. Address, Property Size and Leasable Square Footage

909 Garnet Avenue, San Diego, CA 92109
43,000-square-foot

c. Tenant Directory

- Dragonfly
- Flowers Forever
- Cohabitat
- Pangaea Trading Company
- Levy Trading
- A Shade Above
- Bags by Lulu
- Thandi Music
- Ratnaraj Dhanika
- Green Rhino
- Slavia Decor
- Private Planet
- Bongo Bay
- Pangaea Books
- Blue Daisy
- Mystical Gardens
- Artonage
- Records and Stuff
- Original Metal Sign Company
- Haciendas Gifts and Furniture
- Home Grown in the City
- Tradequarry
- Little Leaf Moccasins
- Boardgames.com
- In Succulent Love
- AMV Creative Design LLC
- Bliss Crystals
- Grateful Home
- Pacific Beach Peanut Butter
- Uncle Keith's
- Cali Life Co.
- Pixel on Wood
- OliverStuff Inc
- Savidge Apparel
- Pacific Beach Fibers
- Gifts Etc
- Peppyglass
- Kadee Designs
- Ceramic Design
- Avacado Magic Lip Balm
- Outra Cultura
- Basic Layers
- Sigard Designs
- Gifts Etc
- Ocean Gifts



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- David's Roasting Company
- Remember Then Inc
- Remember Then Inc
- The Free Spirit Collection
- Ben Deluca
- Michael Benninger
- Natural Selection Bath and Body
- Satori Designs
- Julie Ann Stricklin
- Fashion Forward San Diego LLC
- Gerry Weintraub
- At the Ocean's Edge
- Bon bini
- Ivy and Ivy Sales
- Kathy Dulmage
- Highway 29
- Full Bloom Jewelry
- Yoderdo

d. Occupancy and Vacancy Rates

96%



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ADDITIONAL PROJECTS OF ASSOCIATES

Liberty Station

Moniker Group

Liberty Station, the 365-acre, historic naval-base-turned-neighborhood has over 1,500,000-square-feet of space. This distinct neighborhood in San Diego has experienced a strong resurgence over the last two years. With the introduction of a host of local hospitality powerhouse businesses, it has quickly become a top destination for San Diego locals and visitors alike. Our team has relevant experience through its partnership with the Corky McMillin Companies overseeing the leasing strategy and brokerage team, the rebranding, marketing and activation, the development of an updated Master Parking Plan, and a city approved Master Sign Plan.

Little Italy

New City America

Marco Li Mandri, President of New City America, is on the National Leadership Council of the Project for Public Spaces, which is the leading international association dedicated to public spaces and their activation. We have implemented the philosophy of turning streets (public spaces dedicated to cars), to public spaces (public spaces dedicated to people). Some examples of this are as follows:

- The Piazza Basilone is a 3,000-square-foot public space/piazza at India and Fir Street dedicated to "the boys that never came home" from WWII and the Korean war.



- The Piazza della Famiglia, will be a 10,000-square-foot town center Piazza created from the vacated street on Date Street between India and Columbia Streets. The Piazza is being funded by Developer Impact Fees and donations and will be managed and programmed by the Little Italy Association. It will open in the Fall of 2017.
- The Piazza Giannini will be a public space/piazza totaling around 800-square-feet which will be dedicated to Amadeo Giannini, the founder of the Bank of Italy and later the Bank of America. The piazza will be dedicated in the Spring of 2017 and will be located at India and Cedar Streets adjacent to the new Cedar Park restaurant.
- The Piazza Pescatore will be a tribute to the fishing families of Little Italy and will be located at the corner of Kettner and Fir. The statue of a fisherman holding his fish will sit atop a fountain that was constructed in cooperation with the developer of the full block development on that site. This is scheduled to open in the Fall of 2017.



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- The new Amici Park dog park has been constructed by the Little Italy Association with leadership from New City America. It is a fenced in 13,000-square-foot dog park placed at Amici Park and has been open since the Fall of 2015.

Transforming Detroit's Streets and Public Spaces

Project for Public Spaces (PPS)

Challenge: With city streets that were designed for a population more than two and a half times its current size, Detroit has wide swaths of underutilized pavement. That has created both a problem and opportunity: empty streets downtown contribute to the perception of vacancy and abandonment, yet also have the potential for creative repurposing. However, typical street and infrastructure redesigns are costly and take years, if not decades, to implement.

Process: Working with the Downtown Detroit Partnership and Rock Ventures/Opportunity Detroit PPS has engaged thousands of Detroiters around the creation of a "Lighter, Quicker, Cheaper" (LQC) plan for downtown's key public spaces. To plan LQC activations, PPS interviewed major stakeholders, organized public Placemaking workshops, and set up a "Placemaking Hut" in Campus Martius Park. Utilizing all the information gathered during the process, the "Opportunity Detroit" vision was created for these three major public spaces in Detroit's downtown to connect and improve access to these destinations.

Outcomes: Following the recommendations made in "Opportunity Detroit", Woodward

Avenue was closed for a weekend to stage a LQC Theater Festival to test out traffic issues and link the two parts of Grand Circus Park together. The outer lanes of Adjacent Park and Adams street were closed to encourage walking around the park. Temporary wayfinding signage was added to support the festival. Woodward avenue is fast transforming into a promenade that links destinations such as Campus Martius, Grand Circus Park, and the Riverwalk along it. In addition, it would also accommodate the transit line through it, linking it to the entire city of Detroit. The anticipated outcome is a city with streets as places that are first and foremost for people, not just cars, and are the core public space of downtown Detroit.

An Open Space for Westminster, Colorado

Project for Public Space

Challenge: In 2013, PPS began working with the City of Westminster, a suburban area between Denver and Boulder, to provide an enhanced open space plan for a 104-acre mixed-use development in the downtown area. A previous master plan existed with multiple plazas and



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linear parks, but the question still remained as to how these spaces would serve the needs of people in the immediate neighborhood and greater Westminster. PPS' task would be to identify the open space needs of local citizens and balance the distribution of uses across the new development in ways sensitive to its daily inhabitants.

Process: To start the process, PPS analyzed the results of resident interviews previously conducted by city staff that provided a wealth of information regarding public open space needs. Building off this body of work, PPS engaged Westminsterites in a series of focus groups and interviews to identify what people not just needed, but wanted to see become a part of the open space network's final plan. PPS ultimately identified an excess of active uses like sporting fields and a dearth of more casual public spaces suited for passive forms of relaxation. With the absence of the site's former use, the Westminster Mall, citizens lost a place for serendipitous encounters, bustling retail, and watching the world go by. Regaining the functionality of this major destination would underscore much of the plan's final design decisions.

Outcomes: PPS recommended a holistic planning approach to the development's public spaces that included programming and concept plans as well as recommendations for adjacent ground floor uses. Each space addressed some of the themes uncovered in the interviews and focus groups, such as fitness, healthy food, public art, tech-focused activities, and an appreciation of flexible places with spontaneous gatherings. This resulted in the design of eight diverse parks and plazas with distinctive atmospheres tying in adjacent building uses as well as elements of the greater Westminster community's desires.



Creating Public Spaces at Pearl Brewery in San Antonio, Texas

Project for Public Space

Challenge: The historic Pearl Brewery, located along the San Antonio River, stood empty for several years after closing in 2001. Silver Ventures, a local developer, purchased the site in 2002 and developed an ambitious vision. The vision was intended to completely transform the Pearl Brewery site and the surrounding neighborhood into a mixed-use development combining education and learning with other uses including residential, dining, culture, arts, shopping, and recreation.

Process: Silver Ventures hired PPS to lead a study investigating the economic viability of creating dynamic, civic oriented public spaces within a successful private development. PPS participated in a two-day design charrette with the development team to generate ideas for proposed uses and activities, as well as for the character of the public spaces in the new mixed-use development. The main ideas that resulted from this exercise focused on creating a village atmosphere with a human scale, preserving historic structures, and

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creating a place that fosters arts, multi-cultural experiences, and learning. PPS used the results of the charette to create a program of activities, suggest amenities, and organize a vision for eight specific sites within the development.

Outcomes: Along with MJM Management Group, PPS developed a management program for Pearl Brewery that included recommendations for maintenance, security, hospitality, programming, marketing and promotion, commercial tenant management, and parking. Based on an extensive analysis and detailed case studies, PPS and MJM determined that the most appropriate management entity is a nonprofit organization, allowing for more flexibility and access to larger variety of funding sources.

Eastern Market in Detroit, Michigan

Project for Public Space

Challenges: The historic Eastern Market, a sprawling market district of open air sheds and adjacent food retail and wholesale businesses, is one of the largest public markets in the country. The City of Detroit contracted with PPS to develop an action plan for the revitalization of this historic civic institution.

Process: PPS developed a detailed operations analysis and conducted surveys and focus groups of shoppers, non-shoppers, and market businesses. Based on this assessment, we recommended a new non-profit organizational structure and a capital improvement plan for the market district to sustain the market's energy into the 21st Century. PPS also helped

to oversee a design master plan, calling for broadening Eastern Market as a place for local farm products and the construction of an educational center and a new shed to create a concentrated flower center. In 2007, PPS developed a comprehensive outreach program to foster closer links between the newly established nonprofit Eastern Market Corporation and the Detroit community. The focus included:

- Increasing and diversifying the retail customer base
- More effectively serving low-income populations
- Retaining and attracting farmers; promoting awareness of locally grown food and healthy lifestyles
- Creating a gathering place
- Strengthening links with wholesalers and buyers

In 2012, PPS began a new project of cooperation with Eastern Market Corporation to support the development of a neighborhood market network in Detroit, funded by the W.K. Kellogg Foundation.

Outcomes: Since the Eastern Market Corporation has taken managerial control of the market district, three historic market sheds have been renovated. The retail market is now open on Saturdays, Sundays, and Tuesdays. All of the markets have attracted new businesses as well as more shoppers. Overall sales are up, and investments and improvements are ongoing in the surrounding district.



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Proposer's Team

For this proposal PPM has formed a team of seasoned collaborators who each bring specific synergistic expertise and skill sets to successfully manage and activate the Port's 14-acre site. Our combined team will bring best practices in property management, marketing, and activation to our waterfront.

On an international level, Fred Kent and his team from PPS will bring activation best practices from more than 3,000 communities in 43 countries and 50 U.S. states to Seaport. Marco LiMandri of New City America and Nate Cadieux of Moniker will bring their lessons learned from the success and vitality of Little Italy and Liberty Station to make Seaport uniquely San Diego.

Protea plans to retain the current on-site Seaport Village Property Manager, as well as some or all of the existing team. They will, in turn, receive ongoing support from Rose Jabin, the Flower Hill Promenade Property Manager, as well as Moniker, New City America, ABBA Project Management, and the entire Protea team - all of whose profiles are described in this proposal. Our expertise offers a number of meaningful benefits to the District, the property, and Seaport's tenants, some of which include:



Local Expertise

A local team of energetic and knowledgeable professionals will support and partner with the District and a single point of contact will be assigned to Seaport, providing clear communication between the District and PPM.



Dedicated Professionals

The resumes of the PPPM team establish that we have the resources, experience, and economies of scale to efficiently manage Seaport.



Transition Continuity

PPM's transition team will focus on the details, perceived strengths and weaknesses at Seaport and allowing the property management team to concentrate on daily operations and tenant service.



Construction Management and Tenant Improvement Services

PPM's integrated platform includes dedicated construction management, plus its relationship with Gafcon, Inc., San Diego's prominent construction management company, and sustainability teams with a track record of success will provide services on complex tenant improvement and other construction projects.

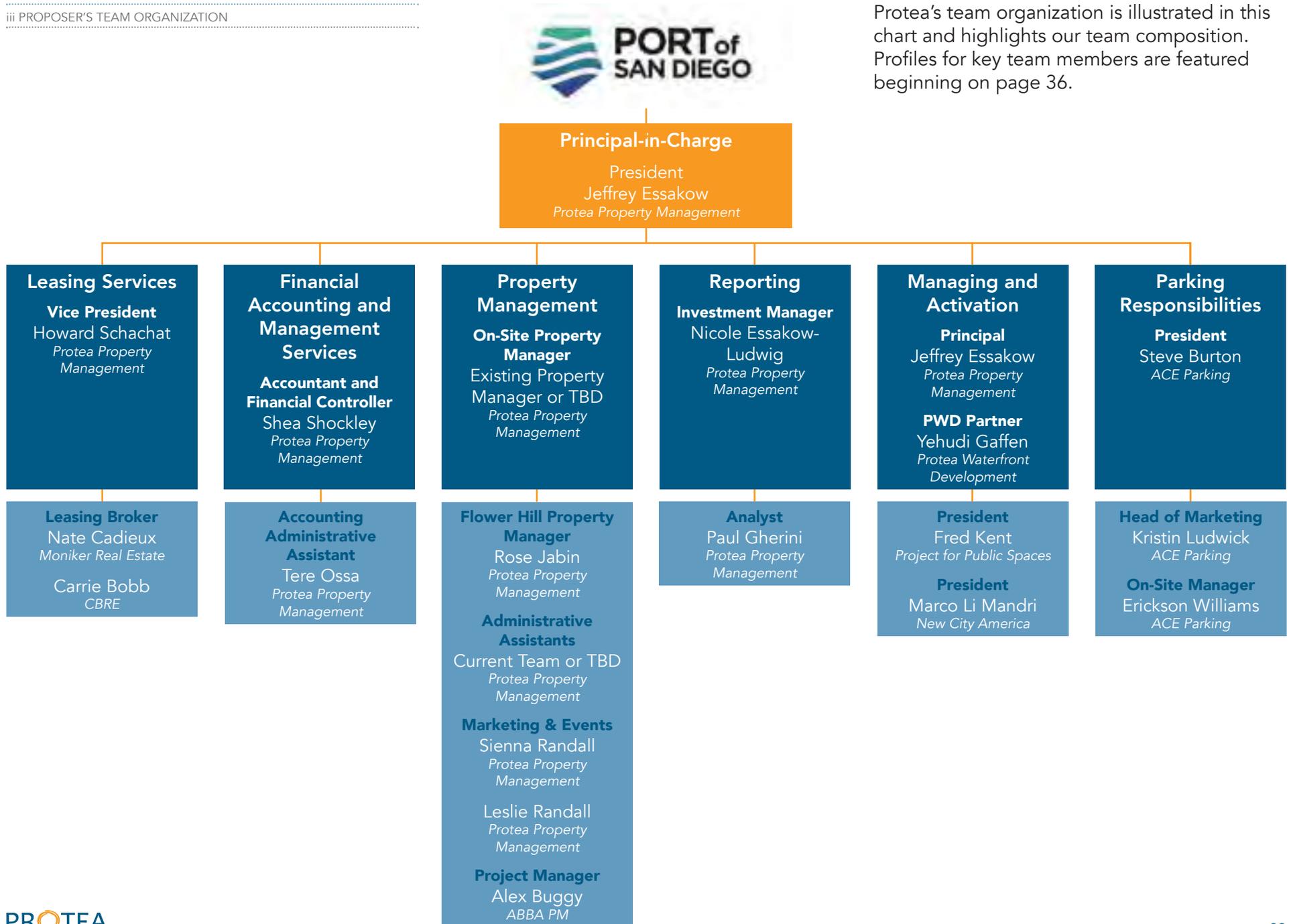
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Proposer's Team Organization

Protea's team organization is illustrated in this chart and highlights our team composition. Profiles for key team members are featured beginning on page 36.



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PROPOSED MANAGEMENT TEAM'S RELEVANT EXPERIENCE

Team's Background

Protea Property Management

Protea Property Management (PPM) will provide the leadership and core services for this initiative as part of the Protea Properties group of companies. Headquartered in La Jolla, CA, PPM is a real estate developer specializing in the acquisition, syndication, asset/property management, planning and financing of unique, opportunistic real estate projects in high profile locations, creating significant value for tenants and investors. Its mission is to transform the way people work, shop, and live.

PPM has the resources, experience, and economies of scale to efficiently manage Seaport Village. We tailor the management for each property based to the specific goals and priorities of their owner. With these objectives in mind, our property managers are driven to meet the unique needs of each owner and provide optimal results. Focused on driving value in each project, our property and account managers work to create unique and memorable experiences, minimize operating costs, maximize efficiency and tenant services, and protect the value of each asset. Our specialists are fully dedicated to providing premium services to satisfy customers tenants and owners.

The PPM team currently manages retail, office, and residential property in the San Diego marketplace, including **Flower Hill Promenade** in Del Mar (one of the best-in-class shopping center in San Diego) and **Pangaea Outpost** in Pacific Beach with its eclectic 65 stores appealing to locals and tourists similar to the appeal in Seaport Village. This background will provide the ideal experience for the effective management of Seaport Village. Whether it is predictive and preventative maintenance, purchasing materials and services, or operating expense controls, our approach to providing quality service at the best pricing is comprehensive and strategic.

The primary players on the PPM team for Seaport Village include the existing Seaport property management team, as well as Jeffrey Essakow, Howard Schachat, Rose Jabin, Siena Randall, Leslie Randall, Paul Gherini, Shea Shockley, Nicole Essakow Ludwig and Tere Ossa. Their years of combined experience in asset management, development, finance, legal, property and construction management make this a committed and passionate group ready to enhance and add value to the Seaport Village team.

Protea will be supported by the following companies who each bring unique skill sets and expertise needed to elevate and enhance the customer experience at Seaport and thereby maximize value for all stakeholders.

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New City America

New City America will assist the team in creating a new district for San Diego. Our vision is that Seaport Village is a subset of a bigger 70-acre district that is known as Seaport San Diego. In order to optimize the visitor experience, this vision needs to be holistic and integrated with the larger vision. Since 1995, New City America has been instrumental in the successful district management and branding in Los Angeles, San Diego, and the Bay Area. New City America has managed the **Little Italy** district for the past 18 years, winning the following awards and acknowledgments:

- Best examples of neighborhood revitalization in the US today (CNN Money Magazine)
- "Smart Growth Community of the Decade" by the Urban Land Institute San Diego/ Tijuana Chapter in April 2010
- 10th most popular neighborhood for Millennials in the US today (Forbes Magazine, April 2014)
- "Smart Community" in National Geographic's International Television series on World Smart Cities
- Most kid friendly neighborhood in Downtown San Diego by Red Tricycle Magazine in May 2015
- Best managed urban forestry district by SD Business Journal in 2016



Project for Public Spaces

Project for Public Spaces (PPS) is a world renowned Placemaking specialist. They will bring with them best practices from more than 3,000 communities in 43 countries and 50 U.S. states to Seaport. PPS is a nonprofit planning, design, and educational organization dedicated to helping teams create and sustain public spaces that build stronger communities. Their pioneering Placemaking approach helps transform public spaces into vital places that highlight local assets, spur rejuvenation and serve common needs. They have recently facilitated a two-day workshop in San Diego which focused on the existing Seaport Village site.

Moniker Group

Moniker Group is a collective of companies founded by a group of San Diego millennials that bring a unique San Diego mindset to every one of their projects. Their mission is to to put focus on what matters and to create great human experiences that are rooted in common dreams with a focus on exploring the spaces in between ideation and completion. They are driven by creativity and community. Their various businesses like Moniker Design, Moniker General, Moniker Commons, and Moniker Events all share the Moniker name and exist to invite people into shared spaces that inspire creativity and a sense of belonging. They were involved in the design and concept for the **Liberty Station Public Market**.

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i TEAM'S BACKGROUND

ABBA Project Management

ABBA Project Management (ABBA PM) was founded by Alex Buggy, a former Navy SEAL with eight years of military service. His experience included managing, directing, and leading a diverse group of special force operators in Iraq and other Middle East locations. He directed and participated in building more than five military bases around the globe with challenging logistical constraints. Following his last deployment, Alex joined the Seaport San Diego team. ABBA PM, a **Disabled Veteran Business Enterprise (DVBE)** and certified **Service-Disabled Veteran-Owned Small Business (SDVOSB)** will provide project management services for this project.

Ace Parking

Headquartered in downtown San Diego with hundreds of operations throughout San Diego County, Ace Parking (Ace) has more resources locally than any other parking company. At any time, they can bring together their recruiting, training, auditing, marketing and executive team for additional support. They understand the market and parking industry in San Diego better than any other parking provider. For over 65 years, Ace has been solving parking challenges across our city. As Managing Partner of Ace, Keith Jones also spends his time getting involved with numerous local organizations, allowing Ace to be in tune to the trends and needs of our community. As your partner, you will have Ace's entire executive team and spectrum of resources at your disposal every step of the way to ensure best practices.

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PEOPLE



Jeffrey Essakow

Partner in Charge
PPM

Jeffrey is Chief Executive Officer of Protea, one of San Diego's most forward-thinking, up-and-coming development companies. Jeffrey has a passion for taking on projects that have the potential to revitalize communities through sensitive development and operation. He has been involved in the design, development, and management of more than \$500 million of real estate projects in San Diego. Protea celebrated its 20th year in business in 2016.

Jeffrey founded Protea with Yehudi Gaffen in 1996 when the two South African natives realized the synergies of their combined skill-sets could be brought together to develop projects that could also build community. Fifteen years ago Protea acquired Flower Hill Promenade and proceeded to work with the community and tenants to revitalize this beloved but tired neighborhood center. Today the center stands as a testament and model for successful repositioning of a retail project in the face of a changing retail market.

Prior to his involvement with Protea, 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. This provides Jeffrey with a unique understanding of retail from multiple viewpoints.

Jeffrey has a degree in Accountancy from the University of the Natal and is active in both professional and community organizations. A passionate endurance athlete, Jeffrey is the co-founder and board chairman of the Challenged Athletes Foundation, a non-profit headquartered in San Diego that provides grants to athletes with physical disabilities so they may lead active lifestyles. Since its inception in 1997, the foundation has raised more than \$100 million and issued more than 13,500 grants worldwide.



Yehudi "Gaf" Gaffen

Chief Executive Officer
Protea Waterfront
Development

As one of three principals of Protea Waterfront Development, Gaf provides the leadership and direction for strategy and execution of the Seaport San Diego Project and will be responsible for coordination of the integration of the 14-acre Seaport Village into the larger plan

He holds a Bachelor of Science Degree in Construction Management from the University of Cape Town, South Africa. Gaf immigrated to San Diego in 1979, where he worked in the construction and real estate development fields. In 1987, he 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

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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 (\$9.6 billion), County of San Diego Hall of Justice, Del Mar Fairgrounds, and the China Basin Landing Waterfront project in San Francisco.

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



Howard Schachat

Vice President
PPM

Howard, with over 35 years of experience in real estate design, development, investment, law and property management, joined Protea 18 years ago, and currently serves as Protea’s Vice President and in-house counsel.

Howard is originally from South Africa and earned his commerce degree from Natal University, Durban and a law degree from the University of Witwatersrand, Johannesburg. He

is an attorney admitted to the Supreme Court in Cape Town, South Africa. Before emigrating to the United States in 1997, Howard had held the positions of Real Estate Senior Vice President of Lifegro Insurance Group for ten years, with the responsibility for acquisitions, development, and portfolio management of 85 properties (including numerous medium and large retail centers, office, and R&D parks - some in excess of 400,000-square-feet). He was also the Managing Director, Retprop Investments Limited, a property company listed on the Johannesburg Stock Exchange with a retail and office portfolio including a mixed office/retail property of 700,000-square-feet, while concurrently holding the position of President of the Association of Property Loan Stock Companies (REITS) on the Stock Exchange. Howard also spent time practicing law in South Africa.

Howard oversees PPM’s operational functions, including property management, lease negotiations, refinancing, legal, and certain construction and design matters. Howard’s legal acumen, keen eye for detail and organizational skills, plus decades of experience in real estate investment and management, complements Jeffrey Essakow’s passion and real estate acquisition skills.

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Rose Jabin

Flower Hill Promenade
Property Manager
PPM

Rose has been the property manager of Flower Hill Promenade for approximately 15 years. Rose started at Protea with a background in marketing administration after working for International Business Machines (IBM) and as a certified paralegal running her own paralegal business, and private family property administration. Her role has included shopping center management and development, including leasing and specialty leasing, lease negotiation and administration, development, budgeting, operations management, tenant improvements, marketing and events planning, and implementation and landscaping enhancements. Rose was also actively involved and played a pivotal role in many aspects of the expansion and renovation of the center during 2011 through early 2014.

Rose's proven understanding of small local business needs and her ability to manage and nurture the local, independent business owners who comprise many of the tenant mix in the center are integral to the success of the center. The longevity of tenants leasing at the center with **over 98% renewal rate** since redevelopment correlate with proven management strategies. Her ability to anticipate trends and manage the tenant mix has kept Flower Hill Promenade competitive in the marketplace.



Maria Teresa "Tere" Ossa

Property Administrator
PPM

Tere has over 25 years of experience in real estate, financial, alternative energy, healthcare, semiconductor, telecommunications, and education sectors. She attended UC Davis and has a Fashion Merchandising degree from Solano Community College.

Tere has been the Property and Office Administrator at PPM since 2015. She started at PPM with a background in business administration after working for Tenet Healthcare, Bank of America, Qualcomm, and a private family property management and administration.

Tere oversees day-to-day administrative operations at a number of PPM properties. She develops and maintains excellent relationships with tenants, vendors, and contractors and delivers quality customer service to ownership. Tere is involved in all aspects of management, including lease and contract administration. She oversees service contracts and providers, reviews and approves accounts payables, supports tenant and capital improvement projects and budgets, and resolves tenant questions and maintenance/service requests. She also evaluates property needs and recommends improvements. Tere participates in annual operating and capital budget preparation, tracking variances, the completion of CAM reconciliations, and ensures a smooth recovery process. Her ability to multi-task has been key to maintaining the PPM properties.

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Nicole Essakow-Ludwig

Investment Manager
PPM

Nicole is responsible for Investor Relations and Asset Management for PPM and has been a valued member of the team for the last two years. Prior to joining PPM, she worked at Kimco Realty, Shopping Center REIT for seven years. Nicole was responsible for asset strategies across numerous properties in a 200-building, west coast portfolio. She worked with the leasing department to evaluate the long-term growth potential for each asset and prepared and implemented specific execution strategies which included entitling new pad opportunities and redevelopment of existing buildings. Nicole also initiated a new program called KEYS that worked with first time business owners to assist them in opening their first retail business, through various rent credits and incentives. Other specific projects included executing the conversion of three retail sites to self-storage units as well as analyzing, evaluating, and forecasting assets within the portfolio being considered for disposition or buy-out from the Joint Venture partners.

Prior to Kimco Realty, Nicole spent two years at Grosvenor as an Asset Manager and was responsible for the management and financial performance of residential and commercial properties across the Bay Area.

Nicole earned her Bachelor of Science degree in Business Administration at the Walter A. HAAS School of Business at the University of California, Berkeley in 2004 and her Masters

in Real Estate at New York University at the Schack Institute of Real Estate in 2009. She served as Chair for ICSC Next Generation in San Diego from 2010-2014. She is an active fundraiser and participant for the Challenged Athletes Foundation.



Shea Shockley

Accountant and Financial
Controller
PPM

Shea has over 14 years of experience in the accounting industry and is responsible for all accounting functions of the PPM portfolio and its 16+ business and property entities as the Financial Controller.

Shea performs all corporate and property management day-to-day accounting operations, such as accounts payable and accounts receivable, payroll and benefits administration, monthly and quarterly financial reports, annual budgeting, and CAM reconciliations.

Prior to joining PPM six years ago, Shea previously held managerial accounting and business operation positions in the construction, engineering, manufacturing, landscaping design and construction, stock investment, biopharmaceutical, and coal mining industries.

Shea earned her degree from The University of Texas at Austin. She is also currently serving as the Treasurer of an educational non-profit and is an active member of the Daughters of the American Revolution.

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Paul Gherini

Analyst
PPM

Paul assists PPM with acquisitions, financial analysis, and development. As the financial analyst, he was an integral part of the proposal to The Port for the Seaport San Diego redevelopment project. Paul's previous experience includes innovative adaptive reuse projects for Cruzan (a San Diego based office developer and investor), internships for developers in the multi-family and hospitality industries, assisting in the UCSD Real Estate Department, and an internship for Yardi Systems. He has been a National Association of Industrial and Office Parks member for eight years, and now serves on the University Challenge and Developing Leader Steering Committees. Paul graduated from UCSD in Business and Urban Studies and Planning. He will support the team with project management, financial analysis, lease renewals, and coordination with the 1HWY1 team.



Siena Randall

Activation & Marketing
Protea

Siena is passionate about transforming physical environments and creating unique experiences that engage their surrounding communities. Her recent focus has been reigniting retail shopping centers by integrating creative landscape design with post-worthy place, making and unique activity-based experiences

that are backed by an organic, well thought out marketing plan.

The most recent and noteworthy project is the Flower Hill Promenade where a complete transformation of the environment, combined with a comprehensive plan for a full year of seasonal programming, has sparked new interest from shoppers, tenants, and prospective-tenants alike.

Siena currently is an elected Trustee for the Cardiff School Board where she sits on the steering committee for the redevelopment of the Cardiff Elementary School campus. The project is a result of Measure GG, a \$22 million general obligation bond.

Her passion for helping retail businesses thrive became evident in her work as the Director of Business Development & Marketing for the founding member of Proven Winners, the nation's largest plant brand. She led the efforts in developing seasonal merchandising and marketing programs to enhance the brand experience in retail stores. Some of the major retail businesses that gained market share as a result of these programs included The Home Depot, Summer Winds, and Lowe's. In addition, she was an integral part of implementing a "Signature Garden" program for destination shopping centers and hotels. The Hotel Del Coronado and Forum shopping center both participated in the program locally. These examples of highly impactful programs are what allowed Siena to be nationally recognized as one of the **40-under-40** by GPN Magazine in 2014.

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Leslie Randall

Activation & Marketing
Protea

Leslie brings over 20 years of marketing, business, and event based program development experience

focused on creating unique experiences that engage surrounding communities.

She was previously the Director of Business Development with Revlon Professional, responsible for a multi-million-dollar budget. This included development and execution of the transition program implemented across numerous departments during Revlon's acquisition of multiple professional beauty brands.

Leslie then transitioned into an Executive Vice President role with Lurie Holdings Incorporated's professional beauty division. As a founding member, Leslie oversaw all aspects of the development and launch. During her tenure she oversaw the operations, marketing, education, tradeshow, and customer care divisions. She also worked directly with government agencies, both domestic and abroad, to ensure the product line adhered to the Cosmetic Products Regulation as worldwide requirements transitioned from the former Cosmetics Directive.

Over the past several years, Leslie has worked closely with PPM, helping to transform Flower Hill Promenade into a living work of art, gaining nation-wide notoriety and local celebrity. The initial focus was the complete reinvention of the Promenade's landscape into a garden-like atmosphere, winning the top

honor, **Judge's Award for best commercial landscape from the California Landscape Contractors Association.**

The next phase was the addition of compelling custom art installations and inviting seating areas to activate underutilized areas of the Promenade and encourage patrons to spend hours to explore and enjoy. To complete the experience and engage increased foot traffic, specialty events are specifically developed to appeal to the fastest growing demographic and further expose them to the Promenade's boutique tenant offerings and services.

Currently, the team is implementing the new seasonal based marketing campaign. Fall is staged and well under way and the team's efforts are focused on the upcoming winter/holiday transformation which promises to immerse guests in a winter scene and continue to create the relationships and positive emotional associations with Flower Hill Promenade that are needed to survive and thrive in today's changing retail environment.



Fred Kent

President
Project for Public Spaces

Fred is a leading authority on revitalizing city spaces and one of the foremost thinkers in livability, smart growth, and the future of the city. As founder and president of PPS, he is known throughout the world as a dynamic speaker and prolific ideas-man. Traveling over 150,000-miles each year, Fred offers technical assistance to communities and gives major talks across

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North America and internationally. He and the PPS staff give presentations or train more than 10,000 people in Placemaking techniques every year. Since 1975, Fred has worked on hundreds of projects, including **Bryant Park**, **Rockefeller Center**, and **Times Square** in New York City; **Discovery Green** in Houston, TX; **Campus Martius** in Detroit, MI; **Main Street** in Littleton, NH; **Granville Island** in Vancouver, BC, Canada; and a **City-Wide Placemaking Campaign** in Chicago, IL.

Most recently, Fred has lead some of the largest projects at PPS including **Cape Town Waterfront**, **Crystal City** in Alexandria, VA., **Museumplein** in Amsterdam, Downtown Detroit, **Harvard University's main plaza**, and **Harvard Square** for Cambridge and Harvard.



Nate Cadieux

President
 Moniker Real Estate

As President of Moniker Real Estate, Nate merges a creative vision and a passion for building neighborhoods.

From 2010-2016 in his role as Vice President at The Corky McMillin Companies, he led the resurgence and rebranding of **Liberty Station**, San Diego's 365-acre historic naval-base-turned-neighborhood. Nate and his team began laying the groundwork for Liberty Station's transformation, honoring its decorated military past while cultivating a selection of local hospitality powerhouses to create a destination for locals and visitors alike. Today, Liberty Station is a thriving neighborhood including the Liberty Public Market, Stone Brewing World Bistro and

Gardens, and multiple successful local restaurant and retail operators. Through his experience as a board member of the Liberty Station Community Association Nate has developed a strong understanding of how a neighborhood needs both a master developer perspective and also a community association that can carry its vision forward, well beyond the completion of development.

In an effort to continue his passion for hospitality and service, Nate partnered with Moniker Group in 2015 to open two businesses. Moniker General is a California lifestyle retail store with a coffee and cocktail bar integrated into one space. Moniker Commons is a co-working space focused on serving its members and building community. Both are located within Liberty Station's historic Arts District. Currently, Nate is working with the Moniker team to expand the group's growing community in San Diego.

Nate lives in South Park and enjoys traveling with his wife, all things outdoors and seeking out unique new restaurant experiences in Southern California and Baja California.



Marco Li Mandri

President
 New City America

Marco has been involved in business district revitalization efforts since 1988. As former President of a Business

Improvement District (BID), Marco entered the BID arena as a stakeholder first, and later as a professional consultant. In 1995, Marco formed New City America, a company dedicated to the formation and administration of Business

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Improvements Districts and Community Benefit Districts in California. Since that time, New City America has spun off a new corporation named New City Public Spaces which advise on the creation of smaller public spaces, management of public spaces, and all things related to district placemaking.

In the last 15 years, New City America has established itself as the premier company dedicated to business district and mixed use revitalization throughout the country.

New City America has established 78 BIDs, Community Benefit Districts, and Tourism Improvement Districts. New City America is currently under contract, or has recently been under contract to manage or form ten new districts in the cities of San Francisco, Oakland, San Diego, New Bedford MA, Somerville MA, New York City and multiple contracts pending on the east coast. Marco and his wife Laura live in San Diego.



Alex Buggy
Project Manager
ABBA Project Management

Following eight years of military service, Alex joined his former teammate, Brandon Andrews, to found ABBA PM. Alex is currently supporting the Protea Waterfront Development team for the \$1.2 billion redevelopment of Seaport San Diego. Through ABBA PM, Alex has coached multi-billion-dollar companies about how to develop innovative solutions and work as a team. He has also acted as the client representative on various real estate projects, including commercial and mixed-use development and sensitive government projects.

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C APPROACH TO PLAN

A PROPERTY MANAGEMENT RESPONSIBILITIES

APPROACH TO PLAN

A. Property Management Responsibilities

1. Understanding of the Essential Services and Responsibilities

a. District Maintenance and Management Standards

Protea understands the value that detailed maintenance and management standards provide to ensure consistency and accountability for diverse properties. We know that that memorable, pleasant experiences are what bring people back to properties and without this return visitorship, sustainable economic viability will be illusive. We believe that from the moment a person steps onto the site, their experience, memory, and impression are determined by, amongst other factors, the cleanliness, maintenance, and attitude of staff. We are aware that the current District leases are lacking in the specifics to provide guidance on the expectations and that there are differences between the standards employed on different leaseholds. PPM has a set of internal standards which we use to make sure our projects continue to provide the best-in-class experience to our visitors and tenants.

PPM's experience, gained from the transformation of Flower Hill Promenade, gives it the special ability to examine, assess, and implement recommended changes at Seaport (with the approval of the District). These would include, but not be limited to, landscaping upgrades, lighting, color palettes, special events and activities, energy management, and ongoing enhancement of tenant relations and support. PPM would review every vendor and ongoing service contract and, if appropriate, seek alternative proposals from the market to ensure the highest level of service at competitive prices.

The following are list of items that need to be addressed in the Management/ Maintenance Plan:

1. Responsibility of Property Manager
2. Staffing positions and responsibilities
3. Tenant Selection and Eligibility Procedures
4. Leasing and Occupancy Policies
5. Tenant Management Relations
6. Enforcement of Leases
7. Accounting and Record keeping
8. Reporting Requirements
9. Social Service Requirements (Homeless)
10. Maintenance Policies and Procedures
11. Vacancy and Occupancy Procedures
12. Accessibility for disabled/handicap
13. Management of Common Area
14. On-Site Office Hours



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“You can trust [Protea]: that they will work with you, that they’ll be your best ally and asset. Trust that that they’re going to be loyal to you as a company.”

Annie Glenn
Seaport Village Tenant

b. On-Site Management Representation

Tenant Relations

Our team is dedicated to going beyond the basics to establish efficiencies. Our management priority will be to ensure tenants feel significant and valued. PPM exercises a hands-on approach to management by performing routine visual inspections and frequent contact with tenants and executive decision makers. At the tenant level, a web-based work order system, regular communication, and tenant/manager interaction facilitate trust and mutual respect needed for a successful relationship.

We fully understand that tenant satisfaction is directly related to tenant retention. In fact, surveys have shown that Tenant’s value a “nice landlord” above everything else in their tenancy. Therefore, all aspects of the property and its operations, including staff and building appearance, communication with tenants, satisfaction with building amenities, maintenance and response times, are the property management team’s top priority.

Operations

PPM understands that effective issue response results in positive visitor and tenant perception. Accordingly, we want to assure the District that an immediate response to every situation will be our highest priority. Whether it is safety, cleanliness, landscaping, electrical, plumbing, or heating and air conditioning issue, our approach is always to respond with urgency, both during and after business hours. We work with some of the best service partners in the industry and have built strong relationships with vendors throughout San Diego who offer great service and competitive pricing. Our depth in the market also allows for aggregate and preferred pricing that directly benefits both owners and tenants.

Additionally, we arrange for the bidding of all service contracts to ensure competitive pricing and high-quality services are maintained for the property. We also track all vendor and tenant certificates of insurance, provide comprehensive property inspections, and assess current operating expenses to ensure the buildings are operating at optimum levels of efficiency.

c. Annual Building Inspections

Annual building inspections are performed to assess and mitigate potential hazards. The type of inspection performed is related to several issues. It is important to have a thorough understanding of codes, standards, and ordinances in the jurisdiction as well as how they may affect the inspection. Different types of occupancies may have different requirements (retail, restaurant, other). If the building is special-use, there are additional code requirements. By proactively seeking opportunities to improve operations and reduce costs through annual building inspections, we ensure our tenants enjoy safe

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and productive physical environments. Similar to our approach in e. Utilities Management below, our comprehensive approach to annual building inspections has the ability to reduce operating costs, extend building systems, enhance facility reliability, and reduce risk.

d. Emergency Response Requirements

A written plan is a necessary element of effective Emergency Response Administration. The most important aspect of properly responding to life/property threatening events is continual formal and informal communication as well as on-site training by law enforcement, fire-rescue, and emergency operations agencies/departments. The “9/11 Commission Report” (Final Report of the National Commission on Terrorist Attacks Upon the United States) issued in 2004, recommended the following for local emergency management and non-governmental (private) preparedness:

- Adoption and regular use of the Incident Command System
- Inter-agency radio spectrum for public safety purposes

In the case of Seaport, we will work closely with the tenants to ensure a cohesive emergency plan is in place at all times and eliminate any potential communication issues. We will utilize a Site Security Coordinator who will manage the Emergency Management Plan and coordinate all changes/updates with Protea’s property manager. Our designated property manager will keep the District and tenants informed of changes/updates to this plan. Changes and/or edits to this plan will be vetted through the District and PPM’s General Counsel for possible lease implications prior to enacting changes.

e. Utilities Management

PPM works to provide a consistent engineering and operations approach with the goal of creating a memorable experience. The management of common area utilities are a primary factor in this effort. Lighting is a key aspect of mitigating risk and maximizing comfort and security. By proactively seeking opportunities to improve operations and reduce costs through state of the art energy management and fixture selection, we ensure our clients and tenants enjoy safe, comfortable, and productive physical environments.

Our comprehensive approach to building operations and maintenance includes reducing operating costs, improving responsiveness, extending building system life, enhancing facility reliability, reducing risk, and enabling faster response and restoration following emergencies. We will help you implement realistic solutions aimed at reducing overall energy consumption.



PWD Interim Activation

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f. Security

PPM engaged security consultant Mark Strickland, a recognized national expert the field. His depth of knowledge in security for major gathering locations will be an invaluable asset to Seaport Village. Physical security of our visitors and tenants is of primary focus and concern. Besides standard security issues like vandalism, burglary, and aggressive “panhandling”, we also focus and plan for more serious issues being experienced in other high-traffic locations. Examples of our security program include plans and procedures to deal with potential scenarios like:

Bomb Threat

- **Phone Call:** Using the bomb threat information sheet that will be located near all office phones, the call recipient will document information about the caller.
- **Social Media and Other Contact:** The person who receives the bomb threat will immediately notify the on-site security manager and/or property manager. If the person who receives the bomb threat is unable to immediately locate the security manager and/or the property manager (two to three minutes), the person who discovered the threat shall immediately call 911 and report the threat.

Vehicle Borne Attack

The site security manager, property manager, or facility staff will call 911 to report a vehicle attack. The person who notifies 911 will follow and comply with all directions and instructions given by the 911 emergency operator. The property staff, tenants and facility visitors will follow instructions of responding tactical units. Instructions will be given to facility tenants and visitors via the public-address system. Facility security staff will render first-aid to injured persons until Emergency Medical Services arrive then aid in the evacuation of all uninjured persons. Property management staff will assist with the evacuation of all uninjured persons.

g. Tenant Conflict Resolution

PPM has decades of experience resolving with tenant issues. Whether between landlord and tenant, tenant and tenant, or tenant and vendor, we strive to handle the matter in a swift, fair, and expedient manner. At Flower Hill Promenade, there have been inevitable merchandising conflicts not expressly covered in leases. PPM’s team promptly meets with each conflicting tenant to resolve or temper the dispute. In an issue with the landlord, PPM will meet, discuss, and attempt to resolve the matter. In extreme cases, we will submit the challenge to mediation or litigation.



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“[Protea] has done their best to make all the tenants feel comfortable and give them some assurance that they will be able to keep their businesses open during the construction period and there will be a future for them once the site is built out.”

Chris Glenn
Seaport Village Tenant

h. Transition Planning and Implementation with Current Operator and Future Operator

We see this aspect having three phases:

Phase 1

From approximately January through September 2018, the District’s selected team will assess the current situation, develop a plan in collaboration with the District for transition from the existing Lessee, and execute the agreed Plan. This will support seamless transition to the new tenant leases and operations in October 2018 which are anticipated to run through construction of the new Seaport San Diego project. Upon being awarded the property management contract by the District, PPM will immediately commence its analysis and examination of all leasing, maintenance, and other due diligence materials provided by the District. From this, we will prepare recommended changes and improvements. These will include:

- Assessment of specific tenancies and methods to improve or replace them
- Enhancing common areas in the most cost-efficient manner
- Widening the scope of events and activities to attract more customers to Seaport’s iconic location
- More efficient parking ingress, egress and management
- Enhanced activation and marketing plans
- Evaluate potential software integration
- Banking accounts and finance
- Lease abstract and negotiation for lease extension of existing tenants
- CAM and 1099 reconciliation
- General ledger setup
- Preparation of October rent statements for distribution
- Part-year accounting reconciliation with Terramar books

Once approved, we will begin implementation to ensure a successful transition to the new team in October 2018.

Phase 2

This phase, of three to five years, occurs from approximately October 2018 through the commencement of construction of the new Seaport San Diego project. Protea will implement the District-approved Management and Maintenance Plan.

Phase 3

This phase begins approximately one year before the start of construction for the new Seaport San Diego project. The 1HWY1 team has made a commitment to existing Seaport Village tenants who wish to remain that it will develop and implement a plan to accommodate this transition while keeping these tenants in operation. In order to do this,

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it will be necessary to pursue this plan in concert with the Seaport San Diego Phasing Plan.

i. **Daily Tenant Management and Tenant Relation Services**

See b. On-Site Management Representation above.

j. **Coordinate Tenant Move-In and Move-Out**

PPM’s decades of experience in securing tenants, negotiating leases, coordinating space planning, and overseeing and managing tenant improvements (both as landlord and property manager) gives PPM a special perspective to assist the District at Seaport. We ensure that the premises are as per plan and the tenant’s desires and needs are met. Tenant improvement costs are carefully monitored and any tenant-requested change orders, upgrades, or overages are dealt with in a professional, efficient, and respectful manner.

Between four- to six-months prior to the expiration of a tenant’s lease term, that tenant is contacted with regard to their future tenancy. In the event that either the tenant or landlord does not wish to extend the term, the process of an efficient departure takes place. The premises are inspected before and after for wear and tear beyond ordinary damage, identification of fixtures required to remain on the premises (depending on lease terms), and a discussion of holding over terms (if no new tenant is readily secured).

2. Proposed Approach to Property Management Responsibilities

PPM’s plan is to retain the existing Property Manager at the Seaport Village to lead the property management team. They will be supported by full-time PPM personnel who will provide administrative and marketing roles. In addition, part-time, as-needed, specialized support in areas of legal, financial, activation, marketing, and construction and maintenance management will be provided by the rest of the PPM team identified in this response.

- a. **Staffing for Each:** Property Manager TBD, supported by on-site assistants and the full PPM team described in this RFP
- b. **Org Structure:** See organization chart on page 32
- c. **Oversight:** Jeffrey Essakow and Howard Schachat will have an ongoing involvement with all major management decisions
- d. **Offices:** On-site Seaport offices and the La Jolla head office
- e. **Hours:** Generally, 8:00am to 5:00pm with 24/7 contact details given to all tenants



PWD Interim Activation

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B LEASING SERVICES

“We have nine retail locations with nine different property managers. Protea has proven to be, by far, the best when it comes to recognizing tenant needs and responding to the paradigm shift in retail.”

Brian Miller
Gepetto's

Performance Management

To effectively measure the performance of our management staff and understand tenants' level of satisfaction, PPM will conduct tenant surveys from time-to-time. These surveys will measure our management strategy and effectiveness, analyze where necessary adjustments must be made, and correct course where necessary. Individual tenants may be contacted after the survey to discuss their comments and ensure they are receiving the highest level of customer service. Our goal is for every tenant and visitor to feel special, valued, respected, and heard.

B. Leasing Services

1. Understanding of the Essential Services and Responsibilities

No matter how good the management team is, it is truly the tenants who are the front line for creating a guest experience. The way staff greets guests, the quality of products offered, and cleanliness of the space build up to the quality of the guest experience. This is a critical component to successfully delivering essential leasing services to identify and attract the types of tenants who are passionate about hospitality and service. This will have a substantial impact on the long term success of the individual tenants and the district as a whole.

2. Proposed Approach to Leasing Services

Our leasing strategy starts with the most important goal in mind: serve the guest by creating a vibrant, engaging, and rewarding guest experience. In order to accomplish this, attracting and retaining the best operators is of paramount importance.

We will be able to accomplish this through a collaboration with our broker representative CBRE and Nate Cadieux as the lead owner representative. We will have an owner representative in each tenant negotiation to start sowing the seeds of a landlord / tenant relationship that is seen as a partnership, where each party is invested in the others' success. Having a personal relationship with each tenant helps maintain the best communication and success with each operator well beyond the completion of the lease negotiation. Our strategy for the management term will be, first and foremost, to deeply assess the performance and condition of each existing tenant at Seaport Village. Understanding each tenant's strengths and weaknesses will give us a better perspective of how we can support the continued success of the existing tenants, while also building a program plan for new tenants in the district.

In order to achieve this goal, a strong level of communication and trust must be developed between the Management team and The Port's main point of contact for Seaport Village. Specific resources that will be needed for the implementation of the leasing strategy will include an approved business plan outlining the approved, market rate terms for all suites at the project which should include at a minimum, rental rates, free rent, tenant improvement allowances, and

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other standard concessions for retail and restaurant leases in San Diego and on-site offices for hosting tenant meetings. All other required resources will be provided through the management fee.

There is significant integrated value in having PPM, with the support of Protea Waterfront Development, lead the Port through the creation and execution of the overall leasing strategy during this three-year term and subsequent potential renewal terms. The ability to develop trusted relationships with the tenants of Seaport will allow all parties involved to be more successful in the creation and execution of the long term development plan for the district.

C. Financial Accounting and Management Services

1. Understanding of the Essential Services and Responsibilities

Accounting Processes

Protea utilizes a collaborative approach between property managers and property accountants in order to deliver financial reports that enable clients to make sound business decisions. These include:

- **Aged Receivable Collections:** Property managers spearhead efforts to ensure all rental amounts due are collected on time and review receivables on the 5th and 10th of each month in order to closely track activity. Late fees are assessed per the leases and collections are completed via phone call, e-mail, and written letters, as needed.
- **Budgets:** During the annual budget process, the property management and accounting team will provide an analysis of all proposed revenue and operating costs, including capital improvement projects. This will include cost, scheduling, purpose, and a cost/benefit analysis. All major repairs and capital improvement projects are presented during the annual budget planning session.
- **Expense Reconciliations:** The property management team begins CAM Reconciliation calculations at the end of January of each year to ensure timely review which is completed with the client accounting team for an in-depth evaluation. Tenant accounts are billed or credited by the end of April each year.
- **Financial Reporting:** Monthly financial reports are submitted in accordance with client guidelines.

Client/Owner Accounting

From processing basic day-to-day transactions to complex accounting and reporting needs, PPM strives to deliver the highest level of security, accuracy, expertise, and flexibility within the industry to benefit our property owners.



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Our standard operating approach includes strict security over financial and accounting records maintained through the appropriate placement of safeguards. Our model ensures responsibilities are segregated to maintain a secure accounting system. Each process is carefully reviewed, while direct deposits and electronic fund transfers provide an additional measure of security.

2. Proposed Approach to Financial Accounting and Management Services

Specific to Seaport, the financial accounting responsibilities will be led by Shea Shockley who has over 14 years of experience in the accounting industry. She is responsible for all accounting functions of the PPM portfolio as the Financial Controller. She has been with PPM since 2011.

Shea and her team will perform all corporate and property management, day-to-day accounting operations such as accounts payable and accounts receivable, payroll and benefits administration, monthly and quarterly financial reports, annual budgeting, and CAM reconciliations. Shea's role at Seaport will include the following tasks:

Client/Owner Accounting Services

- Collect all income derived from properties, including rent
- Bill all charges or income due
- Provide notice of past due rents
- Provide accounting of all payables for building services, work, and supplies in connection with operations and maintenance of assets
- Pay bills for all building services, work and supplies, as well as for utilities, rent assessments and real estate taxes
- Prepare consolidated financial reports and 1099s on a monthly, quarterly, and annual basis, as required
- Work with legal staff and property manager on default proceedings
- Annual budget and CAM Reconciliation review

D. Reporting Responsibilities

1. Understanding of the Essential Services and Responsibilities

Our team will utilize a property management system to track critical dates, pending lease workflow actions and work order summaries utilizing role-based dashboards and real-time analysis. Our proposed system is comparable to the system current used by Terramar, (MRI).



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2. Proposed Approach to Reporting Responsibilities

We will utilize Yardi to create instant comparisons and analytics and compile monthly, quarterly and yearly financial report packages in real time. All leases are abstracted in-depth and key information, including term, dates, lease options and rights, and rental increases, will be uploaded into Yardi Voyager. Key dates and lease changes, such as a rent increases, are automatically applied through Yardi's software program. The Commercial Café package of Yardi includes direct access to tenant requests, building systems preventive and recurring maintenance, rental payments, and insurance certificates auditing.

E. Parking Responsibilities

1. Understanding of the Essential Services and Responsibilities

As "the city of villages," San Diego is very dependent on automobiles as the primary mode of transportation. This fact alone makes the essential service of parking responsibilities critical to the overall success of the District. We have engaged the leading parking team, Ace Parking (Ace), to help us deliver the best service to our guests of Seaport Village and to The Port. Our experience and understanding of how to integrate parking into a project and create a seamless transition between the vehicular experience into the pedestrian experience will be critical in the successful management of parking at Seaport Village.

We have reviewed the Reciprocal License and Use Agreement dated effective January 11, 2012 ("Parking Agreement") that affects two leaseholds in the Port District, currently held by Seaport Village Operating Co., LLC ("SVOC"). The two leaseholds are referred to as the "Seaport Property" and the "OPH Property".

This Parking Agreement creates long-term burdens on both properties (potentially to 2078), so long as just one of the existing leases remains in effect (either directly or with a mortgage holder). While there is some ability to relocate the designated easement areas and to make alterations to the improvements, the standards set forth in the Parking Agreement are vague and could give leverage to a leaseholder of the OPH Property against 1HWY1's Seaport San Diego project. We understand that any relocation or alteration of the easements requires approval of the District.

To address this situation, we would work directly with the District to get pre-approval for the proposed alteration or relocation of the Parking Agreement easements, including agreement by the current tenant or transferees of the OPH Property to 1HWY1's potential relocation/alteration plans. Key terms are summarized below.

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Easements

SVOC created several easements affecting one or both leaseholds, giving each lease holder common driveway easements benefiting each property:

- Giving OPH a parking easement on the Seaport Property for not less than 360 stalls
- Giving Seaport a parking easement on the OPH property for not less than 100 stalls

The location of the parking easements is specifically set out in exhibits to the Parking Agreement.

Term

The duration of these easements is not clear. The document says the easements are “irrevocable” except upon termination of the Parking Agreement. The Parking Agreement provides that it (and the easements) stay in effect so long as at least one of the two leaseholds are in existence (or during the term of any new lease given to a mortgage holder per the terms of any “lender protection”) provisions in the existing leases. Notwithstanding the foregoing, the easements terminate 66 years after the effective date of the Parking Agreement, that is, in 2078. Thus, even if one of the two existing leases expires or terminates, the easements continue in effect and will constitute a continuing burden on the expired leasehold property until the second lease terminates (assuming no new lease is established by a mortgage holder).

Modification/Relocation

There is limited ability to relocate an easement area. A party may relocate the parking easement area to another portion of its leased property, provided that the District consents and the benefited party “continues to have access and benefits substantially the same in convenience, quality and cost to maintain” as those available prior to relocation. In addition, a party may relocate the parking area off its leased property so long as the new area is within 300-feet of the original parcel. A party can make alterations on its property, but it must restore the parking area at the end of the restoration (and provide temporary parking during alterations). The “substantially the same” benefits is a fairly loose standard that could cause problems down the road, both with the holder of the OPH Property and with a potential lender to the Seaport project (who, traditionally, are very conservative and risk averse).

2. Proposed Approach to Parking Responsibilities

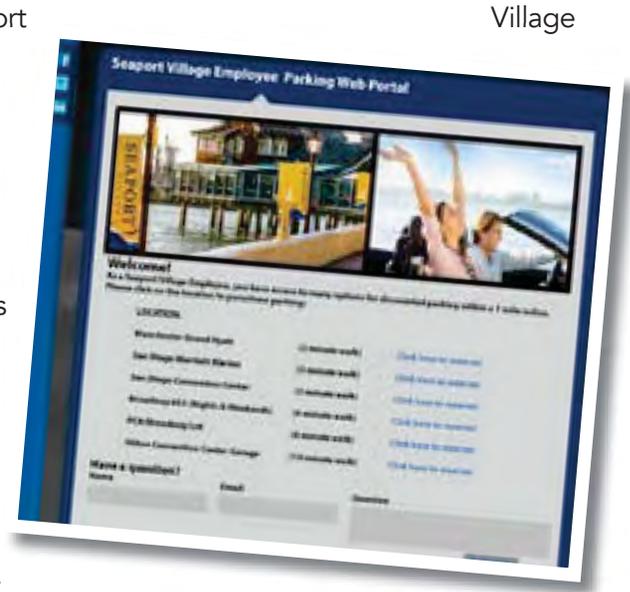
Seaport Village will benefit from a single parking operator for the majority of the Embarcadero area. Ace currently manages 90% of this area, allowing Seaport Village greater opportunity to participate in coordinating large events, share resources, coordinate area traffic management, and communicate with a greater efficiency on overflow parking demands. Highlights of the Ace team include:



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- Over 300 valets within a few blocks of Seaport and over 1,000 additional valets throughout downtown San Diego who can easily supplement demand at a moment's notice.
- Critical off-site parking options are for the short and long-term success of Seaport Village. Ace manages and oversees a parking space inventory of over 2,700 parking spaces that provide multiple options for off-site parking to meet Seaport Village's varying needs, especially during the peak summer season. Ace has thousands of stalls within walking distance that can be utilized to satisfy monthly, employee, overflow valet, and self-parking needs. Ace has the flexibility to make these spaces available when the District needs them and as project demands develop over the short and long term.



Village

Hotel Overflow Revenue

Ace has identified a potential outside revenue source for Seaport Village from the overflow and/or valet cars from neighboring hotels that Ace currently manages. When Seaport's demand is low (during off season periods) Ace can utilize Seaport's location for off-site parking for these hotels (for a fee), creating additional revenue for the District. Ace will coordinate with area hotels to drive their overflow to your vacant stalls.

With the addition of many new shops and restaurants, we know that Seaport Village employees need convenient options for parking. Ace has designed and will develop an interactive **Seaport Village Employee Parking Web Portal** to make employee parking options easier and more convenient. Because of our large inventory in and around Seaport Village, we have identified numerous locations with affordable, discounted parking that we can put on the website. This dedicated website can be used to let your tenants and their employees know where they can park on any particular day. We also have the ability to allow them to purchase their parking online by the month or day.

Ace also utilizes an automated valet parking program to allow guests to use their mobile devices to retrieve their vehicles and experience higher levels of customer service. Guests of Seaport Village can text the valet stand ahead of time to have their car retrieved and waiting for them after a meal or shopping.

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Ace's corporate offices, executives, and extensive management team are located only minutes from Seaport Village in downtown San Diego. They often utilize the community benefits of Seaport Village and are committed to ensuring parking operations are first-class.

Parking Lot Operations: Non Stacked

Seaport Village is a grand-scale parking operation and we propose a Full-Time Manager and Full-Time Assistant Manager. For peak times, including Fridays through Sundays, both would be on-site. Additionally, we propose to include Lead Valet Attendants from 11am until midnight on busy days who are also available to assist in the supervision of the self-park operation. As part of their duties, the managers will empty the pay stations on a daily basis and make sure the revenue control equipment is fully stocked.

All entrance and exit lanes and pay stations will be equipped with intercoms. These intercoms will go directly to our Parking Ambassador. During the times that our Parking Ambassador is not on-site, the intercom will reach our staff at the Hilton San Diego Bayfront, which is in close proximity to Seaport Village. Here, we have a cashier to assist 24/7 who can cover any needs that arise after-hours. Ace is in a unique position in that they have employees to assist your customers during these periods of the day who are far closer to your location than Ace's competitors. Additionally, we recommend the following staffing:

- **Off Season:** During the months of October through February, we would employ one weekday Ambassador, as well as two weekend Ambassadors. It will be necessary on the weekends to utilize one Parking Ambassador at the East portion of the Main Lot and the entire East Lot and one Ambassador for the majority of the Main Lot.
- **Shoulder Season:** Staffing would increase during the "shoulder season", which includes the months of March through May and September. The weekday schedule would continue to utilize solely one Parking Ambassador. However, we would stack the Main Lot during the weekends during these months, in order to maximize the amount of vehicles that can park at Seaport Village on those days. With the amount of vehicles that we will be able to stack in the Main Lot, we will stagger one Lead Stack Attendant, along with four additional Stack Attendants on Saturdays and Sundays. We will continue to utilize two Parking Ambassadors on the weekends, as well.
- **Peak Season:** In the peak season of June through August, we would increase the levels of our staffing recommendation for the shoulder season. Two Parking Ambassadors would be on the schedule every day of the week. In addition to one Parking Ambassador, one Lead Stack Attendant, and four additional Main Lot Stack Attendants, we would also utilize one Stack Attendant at the East Lot. Additionally during the peak season, we would add Friday to the days that we stack at Seaport Village.

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Parking Lot Operations – Stack Parking

Ace recently observed varying staffing levels for the stack parking operation at the Main and East Lots. At times it appeared the operation was greatly overstaffed. We believe that our proposed staffing levels for the stacking operation will allow us to eliminate two- to three-stack attendants. This will lead to \$270 in labor savings per day.

Ace’s recommendation for staffing levels in the Main and East Lots are below:

- Main Lot: Five-Stack Attendants (including one lead)
- East Lot: Two-Stack Attendants

Our proposed staffing is based on our observations and vast experience of other high-volume valet stacking locations. Flexibility is the key to long-term success.

An Operations Plan for Increasing Customer Parking Capacity

By utilizing the wide drive aisles, we provide a unique plan to maximize the amount of vehicles that can be parked at both the Main and East lots. When combining the two locations, **we will increase the amount of vehicles that we are able to park at Seaport Village by 100 cars.**

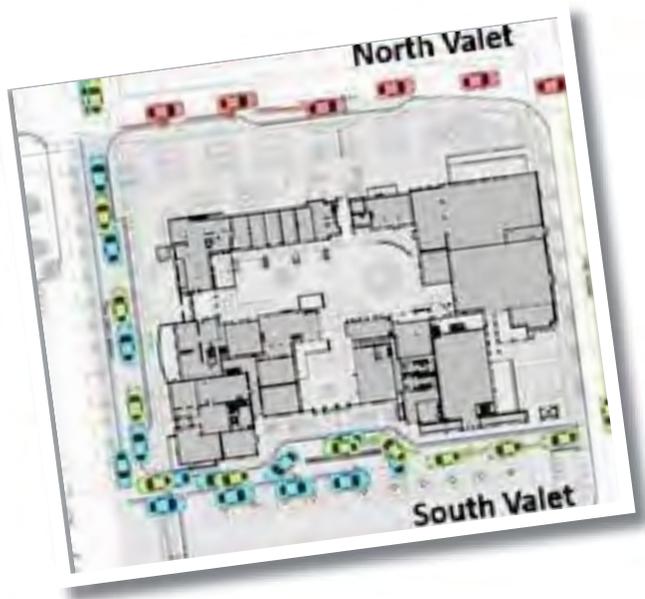
Days and Hours of Anticipated Operation

As mentioned previously, stacked parking is a must for Seaport Village on Fridays, Saturdays, and Sundays at the Main and East lots during the peak season. Ace Parking also recommends a stack parking operation during the shoulder season on Saturdays and Sundays at the Main Lot only. We would stagger the stack parking attendants, beginning the operation at 11:00AM, with the stack parking staff finishing at 6:00PM. For further staffing details for our stack parking operation, please see the revenue and expense projections for the stacking plan at the end of this section.

Any keys that are still in possession by 6:00PM would be given to the Headquarters Lot valets. The customers of the stack operation would then go to the Headquarters Lot valet staff to have their vehicle retrieved for them, which would be communicated to your visitors upon their arrival.

Estimates of Total Increased Vehicle Capacity

Ace will be able to increase the amount of vehicles that are able to park at the location by 100-stalls. Currently, there are too many customers that are turned away from the Seaport Village parking lots. We believe that 50 more vehicles will be stacked at any given time, than by the current operator, before they turn away vehicles by closing the lots. When you factor in turnover of three times per the stacking timeframe each day, we will increase the total vehicle counts by 150 from the current stacking operation.



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Overflow Options

Off-Site Parking Plan: When the valet operation demands additional parking capacity, Ace can offer off-site parking at our other managed locations that are close in proximity to Seaport. As the largest downtown parking operator, Ace has the ability to coordinate and negotiate affordable off-site parking options. We have identified the following locations for possible off-site valet options that will offer minimal wait times for guests.

- **Manchester Grand Hyatt - FIRST PRIORITY**

Up to 400 Stalls

\$5/car

Ace keeps track of car counts to determine the availability at the Manchester Grand Hyatt during Seaport Village's peak times. The survey showed that during Seaport Village's peak times, the Hyatt had anywhere from 200-400 open stalls (even during Comic Con). Ace recommends using Hyatt as our first priority to off-site valet cars and can do so at a discounted rate. With 200-400 stalls to utilize during Seaport's peak times, this location is our first choice and will be used before any other off-site location. By utilizing the Hyatt, we can keep the labor costs down due to the proximity of the garage and Headquarters' valet stands. If for some reason the Hyatt is not available, we have identified another location to off-site the valet cars.

- **San Diego Convention Center**

Up to 900 stalls

\$5/car

Revenue Control

Ace is using the Flash Valet System to assist with everything from Transactions, Key Tracking to Revenue Control. Specifics of the program include:

- **Flash Valet:** Guests can utilize this system to text ahead of time to retrieve their car, pay with their credit card and receive updates on the status of the vehicle. For the Valet's, Flash Valet offers:
 - **Vehicle Tracking:** Tracks make, model, valet parker, arrival time, amount, method of payment, and departure time
 - **Revenue Control:** Allows management to track a restaurant's parking activities in real time from any web browser. Allows for instant reporting including vehicle tracking, payments, and customer satisfaction
 - **Vehicle Pictures:** Because the program is hosted on an iPhone, the application allows for photos to be taken at the time that a car is entered into the system, which can prevent unnecessary claims upon car return



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- **Key Tracking:** Alerts management when keys are not checked in within the appropriate amount of time

Employee Parking

The first goal for satisfying the employee demand will be to continue to offer the \$5.00 per day employee rate at Seaport Village. This will be made available during the slower periods when parking demand may be less than the capacity of the lots. We will incorporate the availability of these stalls on our proposed employee parking webpage.

As the largest parking operator and provider in the downtown market, Ace has over 80 downtown locations including a mix of commercial buildings, surface lots, hotels and mixed use. In the immediate area surrounding Seaport Village, we have ten locations totaling over 5,500 stalls. No other parking operator can offer this.

Employee Off-Site Parking Plan

Ace does not recommend utilizing Port Lot A for Employee Permit Parking as this lot would be better suited for Valet Off-Site Parking. If demand drops, we can always use this but Ace recommends a more consistent approach at one location that is available at all times. We have also included multiple locations that other employees and non-permitted employees can utilize for parking on a daily basis or at a discounted monthly rate.

Waterfront Shuttle Service

We would like to coordinate a discounted rate (or even a free fare program) for your employees to take the Waterfront Shuttle from the Hilton garage to Seaport Village. As Ace is the operator of the Waterfront Shuttle, we feel this would be a great partnership we could extend to the District.

Ace's Recommended Off-Site Permitted Seaport Village Employee Location

San Diego Convention Center: Just a quick, five-minute walk. Ace recommends all permitted employees park at the Convention Center. Through our partnership with the SDCC, we have secured 150-stalls to be available at all times, guaranteed, for your employees at a discounted rate of \$110/month. **That is \$10 less than what they are currently paying.**



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Ace’s Recommended Off-Site Non-Permitted Seaport Village Employee Locations

We understand that some of your tenants employees do not work full time and would need flexible options throughout the year for parking.

Location Name	# of Stalls Sunday -Thursday	# of Stalls Friday & Saturday	Daily Rate	Monthly Rate	Distance from Seaport	Any Shuttle Transportation Requirements?
Manchester Grand Hyatt	50	50	\$8	\$150	0.1 miles 2 min. walk	No
San Diego Marriott Marquis and Marina	75	30	\$8	\$150	0.3 miles 5 min. walk	No
San Diego Convention Center	900	900	\$5	\$110	0.5 miles 5 min. walk	No
Hilton San Diego Bayfront Garage	1,100	1,100	\$4	\$120	0.8 miles 10 min. walk	No
TOTAL	2,125	2,080	-	-	-	-

F. Marketing and Activation Responsibilities

1. Understanding of the Essential Services and Responsibilities

With our goal of creating a new district for San Diego, this essential service is the most important of all the essential services if we want to lay the foundation for the new “Place” It is also one that could lead to the biggest positive short-term impact for Seaport Village lifestyle retail centers need just that: life. The unique location, layout, and architectural mix at Seaport Village should be leveraged to tell a unique story. Through our team’s relevant experience we have the connections and know how to orchestrate such a plan that will be engaging and exciting for both locals and visitors alike.

2. Project Approach to Marketing and Activation Responsibilities

The opportunity to give Seaport Village a shot of energy and freshness, working to pivot the perspective of local San Diego residents, should not be overlooked or undervalued. We believe the next three years will greatly impact the long term success of the larger Seaport San Diego project. Being remarkable, or even relevant, doesn’t start with new shiny buildings: it starts with an experience or a feeling.

Seaport isn’t for locals only, it is not just for tourists either, it is for all of us to celebrate the waterfront and the common thread of humanity that stitches us all together. We need gathering places more than anything else. Districts like Seaport have a tremendous



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Curating the Seaport story and experience is what PPM is committed to. More than any other group, PPM is invested in the long-term success of the marketing and activation of Seaport to making the next three years garner the most value to the guests and the Port.

responsibility to their communities to be the place where people gather and connect. In a world divided and disconnected, districts like seaport have become the primary place where the community can come together to deeply connect with each other over a meal, a conversation with an artisan, or even meeting a new friend through an impromptu conversation with a stranger. Designing enhancements that encourage and promote these human connections is a key element of nurturing Seaport Village towards the full potential it has as one of the nation's most unique waterfront destinations.

Districts as unique as Seaport Village need to be given new life often and with intent. Through our team's experience, we feel that Seaport needs to evolve over time. This interim stage provides the opportunity to test new activation activities to determine what works best. Seaport is not currently a district that local San Diego residents visit on a regular basis. Its location and history give it the ability to become a destination that regularly attracts San Diego residents from 30-miles away. There are deep, rooted memories for many locals at Seaport from their childhood or special occasions, but the lack of evolution and enhancement at the site has caused the district to become stale and irrelevant to the current resident. While Seaport has the innate ability to draw tourists to the site, we feel there is a substantial missed opportunity to engage local residents, which will produce an even stronger pull for visitors to visit Seaport and spend their time in the district.

This is proven all over the country through the trend where tourists follow the locals in search of location-specific artisans who are passionate about their craft. With technology like Tripadvisor and Yelp growing in popularity, travelers are gaining access to this "insider information" as they look for authentic experiences in the city they are visiting instead of a cookie-cutter, fabricated experience built on products and services that only seek to build a transactional relationship with the guest instead of a hospitality and artisan passion.

Seaport's brand needs to be developed to communicate the stories of the people that sacrificed to make San Diego what it is today. This historical significance offers the project authenticity. Today, the stories have evolved, but retain the power and importance of the past. It is about sharing the stories of the individual vendors who are passionate about the businesses they operate and offer themselves to each of us by bringing their trades to us daily. Finally the brand can communicate its priorities so that the future, long term development can build on these pillars instead of building a new story after construction is completed.

Normal is boring and good is no longer good enough. Across the nation, traditional retail centers are dying. With the rise of ecommerce, retail is being forced to focus on what it is best at: and that is human interaction. Experiential retail is not traditional, which is why Seaport needs to focus and build on the inherent strengths of its unique layout. Celebrating its quarks and its differences instead of trying to fit into some "box" of normal retail. This is what the current consumers want: unique experiences that engage the senses and connect us with each other.

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During the term, PPM will work collaboratively with the Port of San Diego to implement Tactical Urbanism strategies to further activate and develop the brand of Seaport Village:

- a. Create brand experience in the build environment that encourage guests to explore and discover every area within Seaport Village
- b. Art installations – parting with local artists, PWD will implement an art program that celebrates the project’s rich history and its current stature as a vibrant waterfront destination. These art pieces will deliver the guest more “shareable” moments and will become breadcrumbs that create a sense of excitement and whimsy.
- c. Live Music – small, intimate performances will bring new life to the unique nooks and crannies within the site. This will encourage guests to stay longer and enhance their experience.
- d. Enhancements of existing plazas and seating to create a better feeling of connectedness through the village itself. Through lighting, landscaping and wayfinding improvements we will enhance the guest safety and experience.



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PROPOSED EXPENSES AND FEE SCHEDULE

Protea Fees	January - September 2018	October-December 2018	2019	2020	2021	2022
Transition Fee	\$150k	-	-	-	-	-
Prop Management Fee (PMF) (of Gross Revenue)	-	3.5%	3.5%	3.5%	3.5%	3.5%
Full time on site Salaries	-	In CAM	In CAM	In CAM	In CAM	In CAM
Leasing Services (of Rental Revenue)	5% New 3% Renew	5% New 3% Renew	5% New 3% Renew	5% New 3% Renew	5% New 3% Renew	5% New 3% Renew
Financial Accounting	-	Included in PMF	Included in PMF	Included in PMF	Included in PMF	Included in PMF
Reporting Responsibilities	-	Included in PMF	Included in PMF	Included in PMF	Included in PMF	Included in PMF
Parking Responsibilities (of Parking Revenue) * Note 1	-	2.00%	2.00%	2.00%	2.00%	2.00%
Marketing & Activation	-	Included in PMF	Included in PMF	Included in PMF	Included in PMF	Included in PMF

* Note 1: 2% of gross parking revenue paid directly to Ace

Budget Projections

As an affiliate of 1HWY1 (the team selected for the Central Embarcadero AKA Seaport San Diego), who are also a bidder on the sale of the Old Police Headquarters (OPH) and the remaining term of the existing SPV lease, PPM has had access to select confidential information regarding SPV operations, including but not limited to, rent rolls and expense budgets. **Exhibit A**, located in the Appendix, is a **roll-up proforma budget** for Seaport Village (SPV) for each of the next five years based on historical budgets provided by TRC as part of the OPH due diligence information. This Exhibit is an attempt to forecast bottom-line Net Income to the District based upon historical operations and involvement of PPM commencing in January 2018 with a transition to PPM as Property Manager in October 2018.

It should be noted that we are relying on past performance and projected inflation of revenue and expenses. Relying upon the historical budgets, comparative properties, and 20 years of experience, PPM believes there are multiple areas to increase efficiency and net revenue through select changes on both the operating expenses and income opportunities. As a reference point, the CAM reimbursements for SPV are approximately \$34 per square foot, per year, as compared to approximately \$14 per square foot, per year at Flower Hill. We look forward to working with the District to analyze the costs with the goal of reducing them where appropriate.

Discussion of Select Areas of Service

Management Fee

Market property management fees range from 3.00% to 5.00%, depending on the total package and scope of management services. PPM believes that a property management fee of 3.5% of gross revenue is appropriate for SPV. The 3.5% fee is intended to cover all off-site management and oversight property management services.

PPM also proposes a one-time Transition Fee of \$150,000 for the period between the date of award until the end of the Terramar leasehold. This fee is designed to compensate PPM for the transition phase.

Tenant Improvements

In Exhibit A, Pro forma, located in the Appendix, we have included \$5 per square foot as a TI improvement budget for all new leases. This includes construction management utilizing the team at Gafcon, Inc., as well as ABBA PM, a certified DVBE and SBE, to provide as-needed construction management services in support of tenant improvement and other construction projects that may occur during the term of our contract.

ADA Scope Enhancement

We understand that the Port is interested in ADA scope enhancements above the minimum requirements and within the scope of services. We will utilize the architectural/ADA expertise of IDS Group, Inc, a multi-disciplinary SBE certified consulting firm to provide this expertise to our team. As part of our due diligence effort, IDS prepared a report of their ADA recommendations as listed below and in Attachment H. It is IDS or PPM's recommendation to allocate \$1 million for the ADA enhancements which has been included in Exhibit A Proforma Budget

ADA recommendations:

- Accessible pedestrian ramps, with paving materials to match existing, brick veneer walls, lush planting.
 - Accessible ramps shall use brick or stone pavers, with brick or stone veneer ramp walls with lush landscaping, trees, lighting, etc.
- Accessible parking upgrades, provide approximately 40 additional accessible parking spaces including Van Accessible and Automobile Accessible, with lush landscaping.
 - Accessible parking shall use brick or stone pavers with lush landscaping, trees, lighting, etc. (Additional parking is based on the CBC Accessibility Code. The exact number will be calculated during the design phase should the Port decide to move forward with the ADA enhancements)

- Recommend two sales Kiosks with lush landscaping, with automated sales of products and videos explaining products to enhance Accessibility only, such as those found here: <https://www.pinterest.com/hilltoparc/innovations-for-disabilities>
- Recommend products such as LEDDoorhandle to be retrofit to replace lever door handles, including accessible entrances and service entrances.
 - LEDDoorhandle as shown on www.techfresh.net. LEDDoorhandle by Mrsdinkyvision. It is an illuminated lever door handle for accessible entrances.
- Incorporation of Universal Design
- Wider sidewalks as applicable
- Enhanced Crosswalks (latest technology)

Insurance

The PPM team reviewed the current insurance budgets with Cavnac & Associates, a local insurance agency and insurance broker of PPM for the last 20 years. Without knowing the details on the existing in-place insurance contract, it is the opinion of PPM and Cavnac & Associates that the coverage and liability limits on the earthquake and flood policies is low and could be providing inadequate coverage for potential exposure. PPM understands there is an active fault located through the middle of Seaport Village. As such, PPM and Cavnac & Associates recommends increasing the earthquake and flood insurance to insure The Port is covered in the event of natural disaster.

Marketing & Promotions

Seaport Village currently thrives primarily on tourist visitation. It is a well-established landmark and activity to do when visiting San Diego. Locals generally tend to avoid the location unless they have visitors in town. We have the opportunity to change this image during this transitional phase as major new transformational work is done and the efforts of the 1HWY1 team test and develop the new Seaport San Diego brand. PPM has enlisted the help of the “best in class” in local and international marketing and activation. Projects for Public Spaces led by Fred Kent and New City America, led by Marco LiMandri will provide these support services and have already reviewed the existing marketing and activation efforts and believe there is room to cut costs in certain areas and increase in others. We believe the new marketing budget will yield a higher return on investment to the Seaport tenants, and the District. Included in this budget are the consulting costs for the activation however at this time no capital costs are included

Leasing Commission

Given that the existing rent roll of approximately 70 tenants are all coterminous with the SPV lease termination in September 2018, there will be myriad lease negotiations that need to take place over the course of 2018 prior to the lease ending. It is the belief that most of these existing leases will be renewals along the same in-place lease terms. However, this will require reviewing each lease and looking “under the hood” of each business to ensure that it is operationally healthy and contributing to the larger vision for Seaport Saan Diego. To accomplish this task, the PPM team has enlisted the help of the Moniker Group and CBRE (please see the team info page for more information). We believe there are select re-tenating opportunities to increase revenue opportunities.

Assumptions and Clarifications

Leasing Services

PPM proposes market leasing fees of 5.00% for new deals and 3.00% for renewals. PPM will work in conjunction with Moniker Group and CBRE to handle the leasing services. Their fees are included in the foregoing leasing service fee.

Financial Accounting

PPM proposes that this will be covered under the Property Management Fee. Any special auditing or third-party accounting costs will be not be included.

Reporting Responsibilities

PPM proposes that this will be covered under the Property Management Fee. Any special auditing or third-party accounting costs will be not be included.

Parking Responsibilities

PPM has engaged the current operator, ACE Parking of San Diego, to continue the parking operation. ACE Parking has a fee of 2.00% of gross parking revenue.

Marketing and Activation Responsibility

PPM proposes a revamped marketing and activation plan through its partnership with PPS, New City America and the Moniker Group. The fees associated with this are reimbursable through the Common Area Maintenance (CAM) budget.

3 PROPOSAL FOR WATERFRONT OPPORTUNITY

E OTHER CONSIDERATIONS

Salaries Baked Into the deal

The salaries contained within the current operating budget will continue to be maintained as part of this proposal. This includes the property manager, marketing director, marketing coordinator, facilities manager, and two maintenance personnel.

Equipment

This proposal assumes that Terramar will be leaving all existing on-site equipment. The Port may incur some equipment and site costs as part of this transition.

Incentive Management Fee

PPM proposes an Incentive Management Fee based upon the increased revenue to The Port. It is PPM's belief that the hands-on management, activation plan, and other services listed within this proposal will result in significantly higher revenues to The Port. To have aligned goals and interests, PPM proposes that any NET INCOME above \$10,000,000 to The Port will be split on a 50/50 basis with PPM.

OTHER CONSIDERATIONS

1. Systems and Approach for Quality Control and Quality Assurance

Quality management is embedded within the PPM culture. Throughout our organization, we conduct our operations per an internally developed Quality Assurance/Control (QA/QC) Program to deliver consistent services at the forefront of the professional standard of performance.

PPM's internal Policies and Procedures Manual, is a component of our QA/QC Program, which specifically details quality control, quality assurance, and continuous process improvement approaches. For the type of services requested by the Port District, PPM's goal is to seamlessly integrate into your existing QA/QC program while providing innovative new ideas for consideration to build in continuous process improvement.

2. Identification of Financial, Operational, and Reporting Systems Used by the Proposers

We propose the use of Yardi Voyager. The Yardi platform allows office, retail and industrial real estate owners to manage portfolios of any size from one platform. Browser-agnostic and fully mobile, Yardi Voyager drives workforce efficiency, promotes portfolio visibility and delivers comprehensive business intelligence. It manages ownership, operations, financials, budgets, forecasts, construction and maintenance with role-based dashboards, workflows, critical date notifications and analytics. The Commercial package of Yardi includes direct access to tenant requests, building systems preventive and recurring maintenance, rental payments, and insurance certificates auditing. Additional information on Yardi Voyager - http://www.yardi.com/document/comm_booklet/

3. Sample Reporting from a Similar Property Under Management

Our team will utilize Yardi to track critical dates, pending lease workflow actions and work order summaries utilizing role-based dashboards and real-time analysis. Yardi Analytics gives our team robust reporting and key indicators needed to measure Seaport's performance. We will utilize Yardi to create instant comparisons and analytics and compile monthly, quarterly and yearly financial report packages in real time. In addition, we will utilize Yardi Spreadsheet Reporting to create and publish reports with pre-established templates in Microsoft® Word, Microsoft® Excel and Adobe® PDF and/or display the data on screen. Sample reports are included on the following pages.

4

Equal Opportunity Program Bonus Points





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WATERFRONT RETAIL OPPORTUNITY

ATTACHMENT H
EQUAL OPPORTUNITY PROGRAM BONUS POINTS
San Diego Unified Port District

ADA SCOPE ENHANCEMENT: The District shall award five (5) points to a firm's total score from the evaluation criteria/matrix that has included ADA Enhancements that are **OVER AND ABOVE MINIMUM REQUIREMENTS AND WITHIN THE SCOPE OF SERVICES**, including taking into consideration Universal Design. The Proposer must submit written documentation to support their ADA Enhancements for the District's review and consideration.

Is your firm proposing ADA enhancements within the scope of services for the added bonus points? Yes No

May include, but not be limited to the following **examples** listed below:

- Incorporation of Universal Design
- Review by recognized ADA committee or organization
- ADA outreach
- Wider sidewalks as applicable
- More disabled parking as applicable
- Features such enhanced Crosswalks (latest technology)

PROPOSER'S ADA PROGRAM AS PER THIS SCOPE OF SERVICE: _____

- Accessible pedestrian ramps, with paving materials to match existing, brick veneer walls, lush planting.
 - Accessible ramps shall use brick or stone pavers, with brick or stone veneer ramp walls with lush landscaping, trees, lighting, etc.
- Accessible parking upgrades, provide approximately 40 additional accessible parking spaces including Van Accessible and Automobile Accessible, with lush landscaping.
 - Accessible parking shall use brick or stone pavers with lush landscaping, trees, lighting, etc.
- Recommend two sales Kiosks with lush landscaping, with automated sales of products and videos explaining products to enhance Accessibility only, such as those found here: <https://www.pinterest.com/hilltoparc/innovations-for-disabilities>
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- Incorporation of Universal Design
- Wider sidewalks as applicable
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STAFFING: The District shall award five (5) points to a firm's total score from the evaluation criteria/matrix that has staff with disabilities as defined by the ADA, or that has included one or more Disabled Veteran Business Enterprise (DVBE) subcontracting firm(s). The Proposer **MUST** submit DVBE certification documentation and workforce statistical data reporting number and percentage of total employees with disabilities as defined by the ADA.

Acceptable Agency DVBE Certification documentation: Central Contractor Registration (CCR) or State of California Department of General Services (DGS)

Is your firm claiming DVBE or Staffing bonus points? Yes No

Please complete workforce statistical data: ABBA Project Management

Job Group	Disabled Staff	
	#	%
Officials/Managers	1	
Professionals		
Technicians		
Sales Workers		
Admin Support		
Craft Workers		
Operators		
Laborers		
Service Workers		
Total:	1	100%



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WATERFRONT RETAIL OPPORTUNITY

VETERAN'S STATUS: The District shall award five (5) points to a firm's total score from the evaluation criteria/matrix that has Veteran's status or has staff with Veteran's status. **Documentation of a firm's Veteran's status is acknowledged through the firm's good faith by completing the statistical data report listed below.**

Is your firm claiming Veteran's Status bonus points? Yes ___ No

Please complete workforce statistical data:

Job Group	VETERANS STATUS	
	#	%
Officials/Managers		
Professionals		
Technicians		
Sales Workers		
Admin Support		
Craft Workers		
Operators		
Laborers		
Service Workers		
Total:	0	0%



RFP 17-52ME
WATERFRONT RETAIL OPPORTUNITY

ATTACHMENT I
PROPOSER'S SUB-SERVICE PROVIDERS
San Diego Unified Port District

Name and Address of Sub-Service Provider	Type of Service	SBE Type (DBE, WBE etc.)	*Certifying Agency	**Percent of Service	Dollar Value of Services
IDS Group, Inc. 1 Peters Canyon Irvine, CA 92606	ADA Consultant	SBE	DGS	TBD	TBD
ABBA Project Management 800 The Mark Lane, #506 San Diego, CA 92101	Project Management	DVBE	SDVOSB	TBD	TBD
Percentage of Work to be Sub-Contracted: Estimated at 15%					

* Must provide copy of SBE Certification.
** Must provide percentages of work to be subcontracted. If unknown, what is your overall percentage for all subs combined for the project?

Supplier Profile

State of California Certification



Certification ID : 28443

Legal Business Name
IDS GROUP, INC.

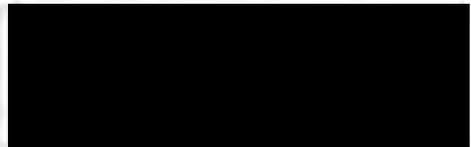
Doing Business As (DBA) Name1

Doing Business As (DBA) Name2

Office Phone Number
949/387-8500

Business Fax Number
949/387-0800

Business Web Address
<http://www.idsgi.com> ()



Email:
said.hilmy@idsgi.com
(mailto:said.hilmy@idsgi.com)

Total No. of Employees
67

Business Types:
Service

Notification Preference
Email

Certification Type	Application Date	Status	Status Date/Time	From	To	Cancel
SE	04/03/2017	Approved	05/19/17 3:53PM	05/19/2017	05/31/2019	

Printed on: 10/11/2017 2:29:10 PM

To verify most current certification status go to: <https://www.caleprocure.ca.gov>



Office of Small Business & DVBE Services

Certification ID: 2007315

Legal Business Name:
ABBA Project Management

Doing Business As (DBA) Name 1:

Doing Business As (DBA) Name 2:



Email Address:
abuggy@abbapm.com

Business Web Page:
www.abbapm.com

Business Phone Number:
203/940-0880

Business Fax Number:

Business Types:
Service

Certification Type	Status	From	To
DVBE	Approved	10/03/2017	08/31/2019
SB(Micro)	Approved	08/23/2017	08/31/2019

Stay informed! KEEP YOUR CERTIFICATION PROFILE UPDATED!
-LOG IN at CaleProcure.CA.GOV

Questions?
Email: OSDSHELP@DGS.CA.GOV
Call OSDS Main Number: 916-375-4940
707 3rd Street, 1-400, West Sacramento, CA 95605

5

Representative Site Visits



REPRESENTATIVE SITE VISITS

Flower Hill Promenade

Del Mar, CA

a. Description of Specialty Retail Center

This exceptionally well-located property represents the jewel in the crown of the Protea portfolio. Flower Hill Promenade is a grocery-anchored specialty shopping center with over 40 tenants, located in the affluent Southern California coastal community of Del Mar, CA. When acquired in September 2002 for \$32.2 million, the 14.9-acre property, with improvements of approximately 112,000 square feet, consisted of a multi-level retail mall with a quality, high-end tenant mix. It included three freestanding restaurant buildings, a four-plex movie theater, a ground lease to Exxon Mobil, and a vacant tax parcel for further development.

Flower Hill Promenade gave Protea the opportunity to acquire 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.

In May 2011, after an eight-year entitlement process, Protea secured a coastal development permit and, at a cost of \$28 million, proceeded to develop a 67,000-square-foot retail and medical office building plus a 397-space, 4-storey 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 2013/2014, and as part of an overall enhancement project, Protea also carried out a \$5 million renovation of the existing center. In doing so, Protea capitalized on Flower Hill Promenade's potential and is confident that the growth will continue to reflect those benefits. During 2016 and 2017, Protea concentrated on enhancing the 'experiential' aspect of retail shopping that has attracted thousands of visitors who have been drawn to the center by the multitude of events being held, including the month-long inBloom extravaganza in May 2017.

b. Address, Property Size, and Leasable Square Footage

2720 Via De La Valle
Del Mar, CA 92014

14.9-acres

170,000-square-feet



5 REPRESENTATIVE SITE VISITS



c. Tenant Directory

- Bon Jewels
- Burger Lounge
- CA
- Capsyl Salon
- Chipotle
- Circle K Exxon/Mobil
- CryoShield
- Cucina Enoteca
- Del Mar Nail Bar
- Diamond Boutique
- Fairen Del
- Flower Child
- Geppetto's Toys
- If I Was a Bird Yoga
- Katherine's Cosmetics
- Lashes to Lashes
- Liberty Tobacco
- Lone Flag
- Maggie B Boutique
- Mini Market by Van de Vort
- Mr. Fred's Waterless Car Care
- Nothing Bundt Cakes
- Oakwood Escrow
- Optical Illusion
- Opus Bank
- Other Sons Graphic Designs
- Patrick James
- Pigtails & Crewcuts
- Planet Beauty
- See's Candies
- Sharp Rees-Stealy
- Sound Cuts
- Starbucks
- Sun Diego
- Sweetpea Children's Shop
- Swell Coffee Co. and Café
- Taste of Thai
- The Wine Connection
- TRE Boutique
- Trifecta Tavern
- Van de Vort
- Van Galder Design
- Venissimo Cheese & Wine Bar
- Whole Foods Market
- Yogurtland

d. Occupancy and Vacancy Rates

96.5%



APPENDIX

