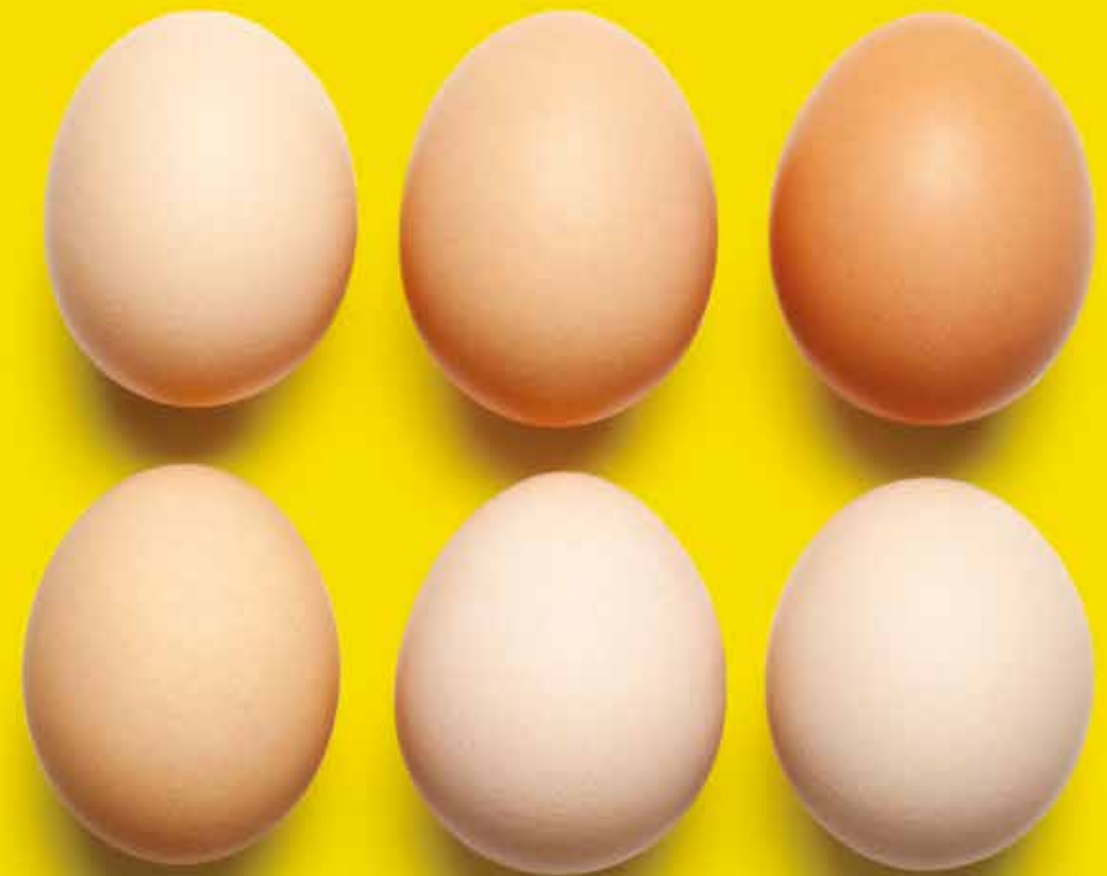


Bay Area regional proposal for

AMAZON HQ2



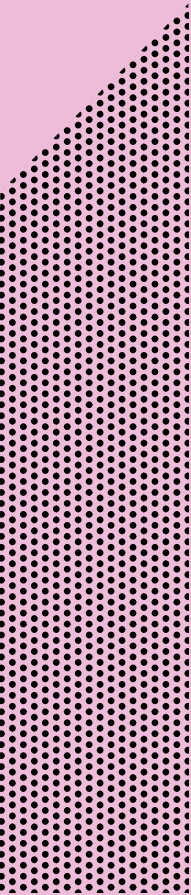
Prepared for
Amazon
October 19, 2017

Bay Area regional proposal for Amazon HQ2

Presentation prepared for
amazon

1. Executive Summary.....	01
2. The Northern Arc.....	09
Concord.....	12
Fremont.....	16
Oakland.....	20
Richmond.....	24
San Francisco.....	26
3. The Assets.....	33
Concord.....	36
Fremont.....	44
Oakland.....	48
Richmond.....	56
San Francisco.....	60
<i>Pittsburg.....</i>	<i>87</i>
<i>Union City.....</i>	<i>90</i>
4. Incentives.....	95
5. Tech Ecosystem.....	103
6. Education.....	109
7. Transit.....	113
8. Housing & Communities.....	125
9. Sustainability.....	137
10. Thank You.....	145
 Appendix A: The State of California.....	 149
Appendix B: Acknowledgements.....	155
Appendix C: Contacts.....	159

Executive Summary



1. Executive Summary

Why Here, Why Now?

The Bay Area is one of the most innovative, creative, and productive regions in the world. For more than eight million people, it is also home to some of the most culturally rich and diverse communities, with thought leaders in fields ranging from visual and performance arts, design, engineering, and entertainment. The Bay Area has long been forged and is still anchored by strong civic bonds and the entrepreneurship of companies such as Levi Strauss, Kaiser Permanente, Chevron, Clorox, VISA, and Gap. These pioneers paved the way for the Bay Area’s economic renaissance today, which is unparalleled in its scale and contributions to technology, science, and modern life as we know it. The potent combination of research universities and private and federal laboratories; the depth and diversity of talent, private capital, and technology companies; and an environment that accelerates innovation has further strengthened the Bay Area’s position as the world’s leading center for technology and entrepreneurial activity.

There is simply no other region in the United States that matches the Bay Area’s strength of talent and diversity of cultural ideas. The result has been a burgeoning knowledge-based economy that has created some of the world’s most iconic brands such as Google, Facebook, Apple, LinkedIn, Salesforce, Hewlett Packard, and Tesla. Every day, talent flocks here from around the globe to share in, and contribute to, the Bay Area’s “economy of ideas,” starting a new generation of companies such as Airbnb, Lyft, SoFi, Stripe, Uber, Slack, and Amazon’s own game-changing Twitch.

In short, the Bay Area creates more, our workforce produces more, and our cities and companies collaborate more than any other region in the world.

Reinventing a Region

Five Bay Area cities have come forward with an array of extraordinary sites many of which are entitled and can easily accommodate Amazon’s HQ2. With a diversity of housing options and mass transit by way of road, rail, and water these sites are readily available and waiting to connect Amazon’s next 50,000 employees to the Bay Area’s ecosystem of innovation. Simply put, this is an opportunity for Amazon to transform the region’s next phase of growth. This is an opportunity for Amazon to pave the way for decades of its own evolution and expansion by tapping into an unrivaled talent pool, in an environment that the “creative class” has demonstrated over and over again it is willing to call home. Home to world-class universities with a history of entrepreneurship, one national and two international airports, the fifth busiest container port in the U.S., and one of the most diverse and highly educated local and international workforces in the world, the Bay Area offers up a connected regional campus as a model of the evolved workspace and represents the future of how Amazon can choose to live, work hard, have fun, and make history as the Bay Area’s next pioneer.

The Evolved Workspace

The worlds of work and business have seen more change and disruption over the last 30 years than at any time since the start of the first Industrial Revolution. The impact has been felt at every level of employment, in every boardroom, city, and home. Digital technology has unleashed transformational change with the same fury as the steam engine.

Our buildings need to contain and do more; our staff needs to work smarter, faster, and in more places; and our businesses need to adapt and grow more quickly in a landscape of continuous change and flexibility.

In the 1830s, factories, towns, cities, and countries were changed beyond all recognition in response to similar stimuli. Now as we move further into the 21st Century, with all of change created by the second industrial revolution, our cities and workspaces have not kept pace with the transformation. Amazon is in the ideal position to lead the way in developing the modern campus that wisely addresses its employees needs, preferences, and quality of life. Amazon can change the psychology of the corporate headquarters, moving away from the mothership model that can maintain a mentality of stasis and constraint.

“We're a company of builders. Of pioneers. It's our job to make bold bets, and we get our energy from inventing on behalf of customers.”

The opportunity for a networked, agile, bold, and inventive business like Amazon is to disperse, disaggregate, and to absorb the best of a great region, while providing its workforce with a wide variety of housing options, lifestyle choices, and the highest degree of amenities and quality of life. The option to live in a high-rise condo or apartment downtown; in a townhome within a mixed-use, transit-oriented development; or in a larger single-family home in a more suburban tree-lined neighborhood is available to meet the diverse desires, needs, and income levels of Amazon’s evolving workforce.

“At Amazon, we are putting our scale and our inventive culture to work on sustainability and protecting our environment.”

Amazon can lead the reinvention of the modern city: Agitate, enhance, and develop Amazon’s culture and operations; find, attract, and retain the best people – by developing in five great cities, by dispersing the Amazon culture and operations across a number of extraordinary sites, and by tapping into transformative infrastructure, and creative communities.

“The most radical and transformative of inventions are often those that empower others to unleash their creativity – to pursue their dreams.”

– Jeff Bezos

The Bay Area offers Amazon the opportunity to be radical, to be transformative, and to pursue its dreams and help (re)invent the region. The Bay Area looks forward to working with Amazon to empower you to unleash your creativity here. The result will be way more impactful than just a new headquarters, new city, new workspace, new technology, and new culture – the result will be a new way of building and sustaining a region by tapping into the wealth of ideas and culture the Bay Area has to offer.

- Don’t aggregate and coagulate. Disperse and be diverse.
- Develop the best sites in the Bay Area with a singular vision.
- Use technology and logistics to unlock the opportunity.
- Infiltrate, absorb, assimilate, and innovate. Spread the work.
- Find them, hire them, house them, and keep them.
- Don’t just build a campus, reinvent a region.
- Don’t limit the scale of your ambition with one site, one city, one culture.

“You never change things by fighting the existing reality. To change something, build a new model that makes the existing model obsolete.”

– R. Buckminster Fuller

Our proposal offers Amazon a menu of options. Concord, Fremont, Oakland, Richmond, San Francisco – a Northern Arc in one of the most beautiful areas of North America. These five Bay Area cities have joined forces – each strong in their own right, even stronger together. The Northern Arc cities are connected by a proven and mature infrastructure that supports millions of people each day. Transit is a prime consideration for Amazon, and robust public transportation options are a central benefit of each of our sites. The backbone of the Northern Arc is Bay Area Rapid Transit (BART), which has stations in each city. Any one city could accommodate Amazon’s HQ2 needs, as could a combination of sites in multiple cities – all of which are connected today via BART, ferries, buses, rail, and bikeways, and soon connected by vertical transport and autonomous vehicles. All within 45 minutes to an hour of each other.

This network transports one of the highest concentrations of talent anywhere. Not only is the Bay Area home to some of the most respected educational institutions, growing our own local talent, it is a magnet for talent, investment, research, and entrepreneurship. We have developed a culture of innovation that embraces what Amazon represents. This is the same culture that continues to attract our diverse, highly skilled workforce – our science, technology, engineering, management, and business professionals. This workforce has helped to build and sustain some of the most significant businesses in the world. And it is this concentration of professionals that continues to move our cities and our companies forward together.

Ours is a workforce that creates solutions to challenges. As we developed our proposal for Amazon, our passion was not just for the opportunity that Amazon HQ2 offers, but also to articulate the myriad of thoughtful solutions to the challenges we have faced as a region that has evolved so quickly. In the city and site overviews presented herein, we have included the elements of careful planning that have made each site an attractive option for Amazon. Considerations for housing supply, connectivity, community, sustainability, and quality of life are integral to each and align with the factors that Amazon is evaluating for its new corporate headquarters. California and the San Francisco Bay Area have a long history of attracting innovators – the pioneering, adventurous, curious, change-making people who have chosen this place since the early 1800s, and are still are coming in droves today. We invite Amazon to be adventurous, to be curious and to be the latest change-maker in the Bay Area.

We invite you to be here with us.



OFFICE OF THE GOVERNOR

October 11, 2017

Jeffrey Bezos
1200 12th Avenue South
Suite 1200
Seattle, WA 98144

Dear Mr. Bezos,

I write to encourage you to give careful consideration to the many California cities interested in becoming the next home for Amazon's newest headquarters.

Having already invested in new facilities in our state, and partnered with us on smart public policy solutions, Amazon knows firsthand what California has to offer – but it bears repeating.

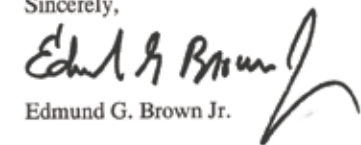
The Golden State is home to the best universities and research institutions in the world, a uniquely qualified and talented workforce and the most dynamic combination of innovation and investment on the planet. In fact, more than half of all venture capital investment flows to California and more than a quarter of all new patents in America originate here. We also lead the nation in manufacturing output and jobs.

Beyond these strengths, we have a government in California that works – and our public investment in infrastructure and affordable housing solutions is unparalleled. In recent months I signed landmark legislation – passed by supermajority votes in the State Legislature – to help increase the supply and affordability of housing in California and invest \$54 billion in our roads over the next ten years. We are also building the country's only high-speed rail system.

These are among the many reasons why 53 Fortune 500 companies are headquartered in cities across the state and why 24 of the 100 fastest growing companies – including four of the top ten – call California home. Put simply: there is no better place for a business like yours to continue to grow.

I look forward to speaking with you about how we can work together to bring Amazon's newest headquarters to California.

Sincerely,


Edmund G. Brown Jr.

GOVERNOR EDMUND G. BROWN JR. • SACRAMENTO, CALIFORNIA 95814 • (916) 445-2841

October 17, 2017

Amazon
Office of Economic Development
c/o Site Manager Golden
2121 7th Ave
Seattle, WA 98121

Dear Amazon:

For an innovative company powered by top talent and a relentless drive to push the boundaries of what is possible, we believe there is simply no better location on the planet than the Bay Area for Amazon to place its HQ2.

The Bay Area is unique in many ways. We are a place where immigrants come to begin anew, where dreamers achieve great feats, where the persistent try, fail and try again. We are a place that welcomes outsiders and challenges them to change the world. We are endowed with a beautiful physical environment that we strive to protect and preserve. We are rich in culture and are proud of our progressive values. We can provide an unparalleled source of talent and an array of opportunity sites upon which to build the future of Amazon.

We thank you for your wise consideration of all the Bay Area has to offer. Our cities stand ready to assist your team as you navigate the decision process.

Sincerely,

The Mayors of Concord, Fremont, Oakland, Richmond and San Francisco

Laura Hoffmeister

Lily Mei

Libby Schaaf

Thomas Butt

Edwin M. Lee



The Northern Arc



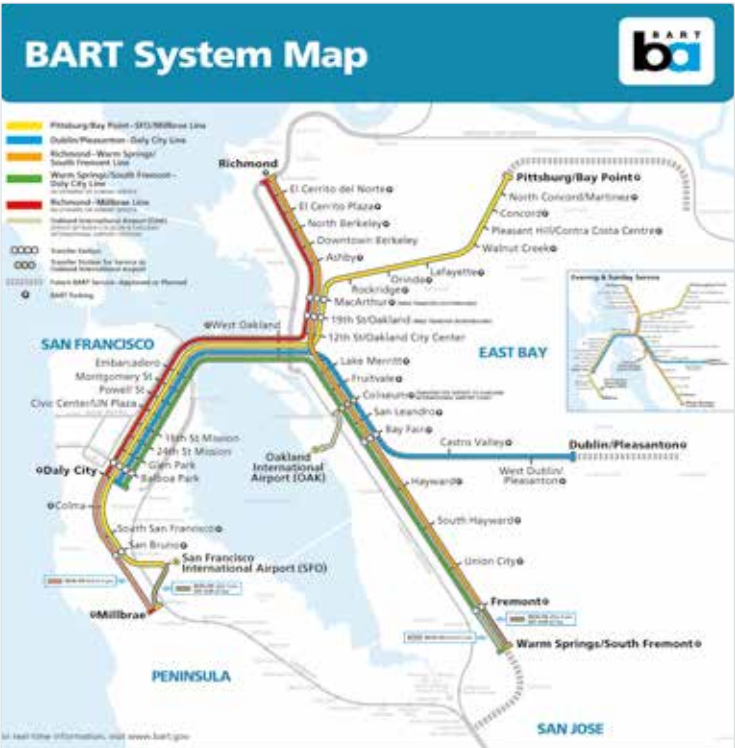
2. The Northern Arc

The Bid Cities in the Northern Arc

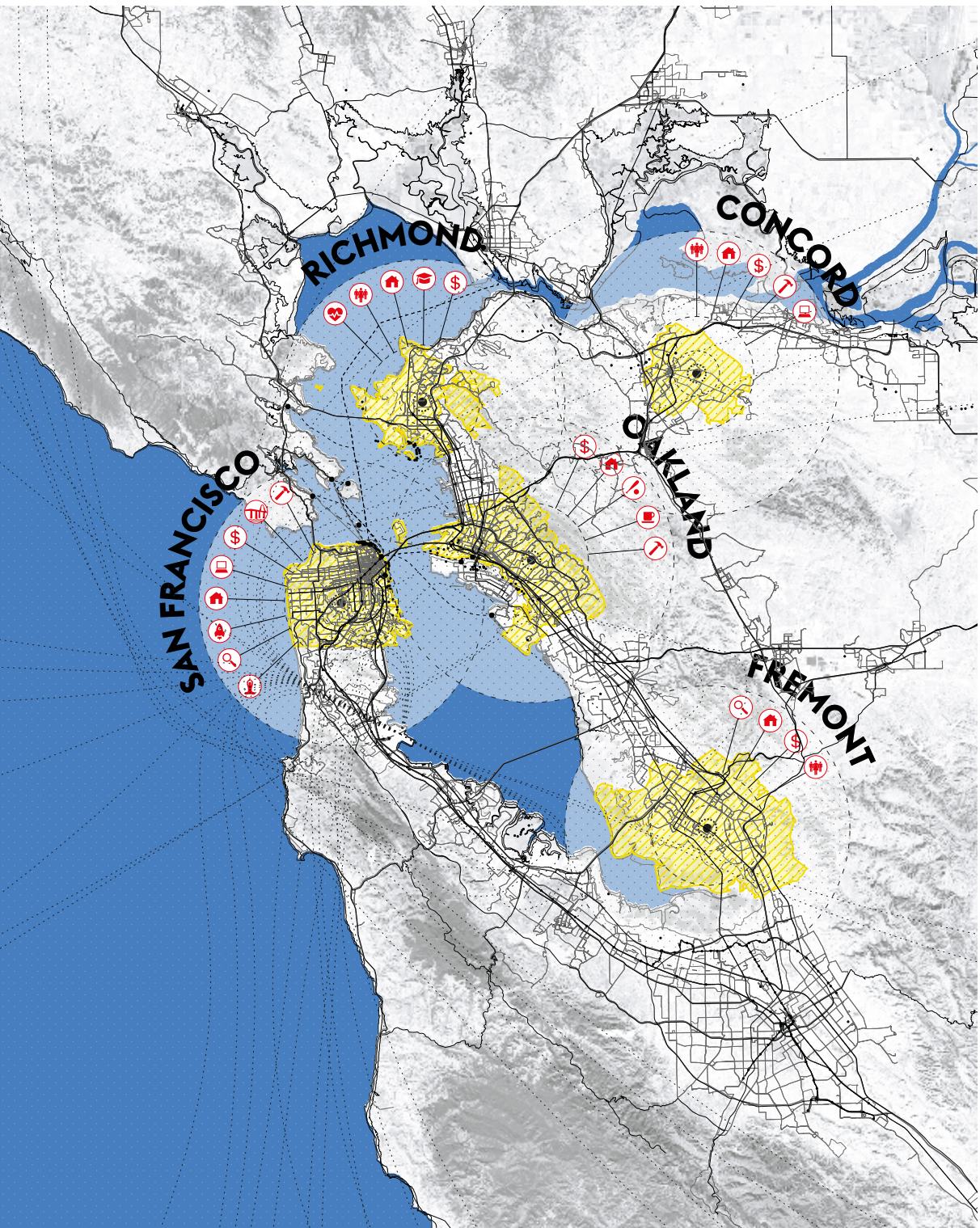
The Northern Arc is comprised of Concord, Fremont, Oakland, Richmond, and San Francisco. Our highly educated workforce, diverse culture, smart planning, leading environmentalism, and focus on quality of life – together, these are some of the many ingredients of our success that are unique to this very special place. As detailed below and in the various cities’ site overviews in the next section, any one city could accommodate Amazon’s needs or could be satisfied through a combination of sites in multiple cities – all easily connected via BART.

At full buildout, the Northern Arc sites we have identified as meeting Amazon's stated criteria could accommodate up to 60 million sf of office/R&D space and 45,000 new homes.

The bid cities in the Northern Arc are connected to each other, and the Bay Area region at large, by BART - one of the country's most robust rapid transit systems. And by 2018, they could all be connected with at least 24 available strands of single tenant dark fiber. This level of connectivity via transit and dark fiber infrastructure is unmatched anywhere in the United States.



BART System Map



Bid Cities in the Northern Arc

2. The Northern Arc

Concord

Located 28 miles east of San Francisco and adjacent to beautiful Mount Diablo State Park, Concord has balanced the successful growth of both its dynamic and diverse business and residential communities. Concord's central location, regional airport, and two BART stations provide ready access to the San Francisco Bay Area, Silicon Valley, Sacramento, and beyond. Concord is also located near renowned universities, including UC Berkeley and Stanford University, and is home to the California State University East Bay Concord campus. The City is home to Buchanan Field Airport, a full-service commercial regional airport, as well as one of the largest infill developments in Northern California, the 5,000-acre reuse of the former Concord Naval Weapons Station. This unique development opportunity, called the Concord Reuse Project, will provide 6 million square feet (sf) of commercial development and 12,300 housing units. Downtown Concord also provides immediate opportunities with more than 3 million sf of office development potential adjacent to the downtown Concord BART Station.

In Concord, business-friendly government policies, outstanding Class A office space, lower cost of doing business, numerous business parks, and favorable Bay Area home prices combine with an educated/skilled workforce, state-of-the-art regional hospital, and compelling public/private K-12 educational system to make Concord a successful business destination. Entrepreneurs, Fortune 500 companies, and life science companies can be found in Concord's more than 3.5 million sf of Class A office space, 5.8 million sf of industrial/flex space,

and 690,000 sf of research and development space, typically with exceptional competitive commercial lease rates. Combine Concord's existing business commercial space with the future development of the Concord Reuse Project, and Concord offers a business destination for today and for the future.

Concord is the dominant job center and largest city in Contra Costa County. Honda Motor Company chose Concord as the site to test its autonomous vehicle technology, and Cerus Corporation and Fresenius Medical Care headquarters are achieving innovative breakthroughs in the medical/healthcare industries. Concord's top employers include respected companies such as John Muir Health, Bank of America, Systron Donner, AssetMark, and Wells Fargo.

While many corporations and manufacturers call Concord their home, the City is also on the forefront of innovative tech, including autonomous technologies. Concord is home to the internationally recognized GoMentum Station, which was founded in 2014 and was named one of the 10 federally designated autonomous and connected vehicle proving grounds by the U.S. Department of Transportation in January 2017. EasyMile, Uber Advanced Technologies Group (Ottomotto LLC), Baidu, and Honda are some of the vehicle companies testing their autonomous technologies in Concord. Located in a portion of the Concord Reuse Project area, the cutting-edge transportation research being conducted at the GoMentum Station will reinvent how we travel over the next 25 years and beyond.



Concord and Mt. Diablo at night

Autonomous technology testing has extended itself beyond the gates of Concord's GoMentum station and may now be found on the sidewalks of Concord. The City of Concord recently approved a pilot program to allow testing of Starship Technology's and Marble's autonomous delivery robots, also known as personal delivery devices (PDDs). With these two new additions to Concord, the City is now a Bay Area test bed for an array of innovative autonomous technologies. This is due to Concord's business-friendly approach and willingness to accommodate the latest in research and development.

The City of Concord is known for its rich and vibrant social scene that appeals to young professionals and those seeking an urban lifestyle with all the comforts of a suburban setting. A short walk from Concord's downtown BART station, Todos Santos Plaza is Concord's historic city center. The area

houses an array of businesses and activities such as the year-round Farmer's Market, Music and Market Concert Series, Off the Grid food trucks, as well as free community events in the park that draw more than 250,000 visitors each year.

Concord's residents and business leaders alike are proud members of the community; collectively creating a brighter and better Concord today and for the future. Together, we have built a community that includes restaurants representing more than 20 countries; craft breweries and taprooms; unique fitness clubs (parkour, rock climbing, Olympic lifting, and fencing); more than a thousand acres of open space for hiking and biking; a free Music & Market Series; a 12,500-seat Concord Pavilion performance venue that hosts national acts; urban barbershops; and a dog-friendly atmosphere with two dog parks as well as a Lazy Dog Restaurant that offers seating for dogs and their owners.

Concord's tourism group, "Visit Concord," is a one-stop shop to access more than 1,300 guest rooms and 75,000+ sf of meeting space at its nine participating hotels. Concord's central location provides easy access to Napa Valley, San Francisco, and other area destinations.

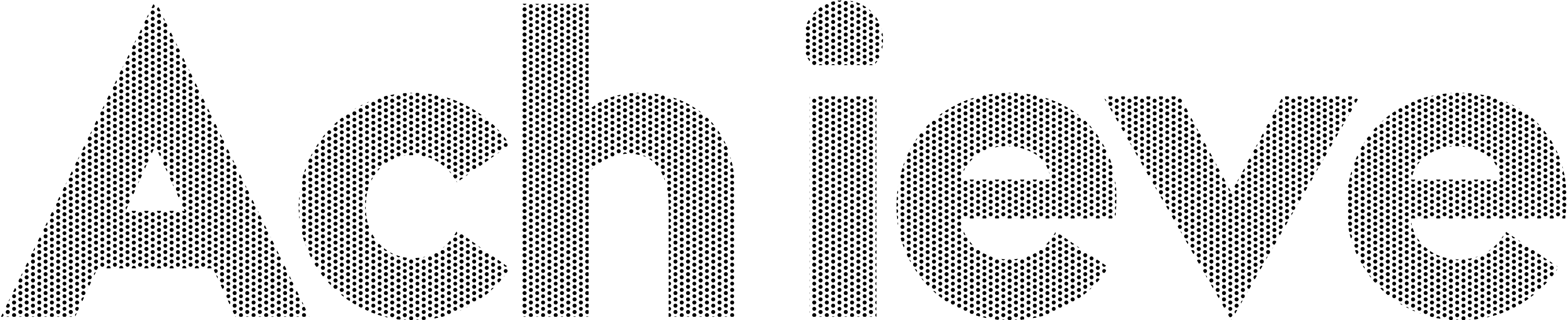
The City of Concord is the largest city by population (128,000) in Contra Costa County (1.14 million), the seventh largest county in California. Concord's housing market is attractive for many reasons, including the range of housing options that is offered, from downtown apartment living to executive housing. Concord's unique housing offerings also include prime examples of the ultra-livable Eichler homes designed by Joseph Eichler, a visionary pioneering architect of post-war suburban development. Concord's housing is often cited as

being a Bay Area bargain. Combine that with an extensive offering of parks/open space, recreational facilities, neighborhood and city services, and a progressive, forward-looking city, and residents are looking at a community with much to offer and the brightest of futures. Concord is also home to John Muir Medical Center, a 245-bed hospital that serves Concord and the region. The medical center has long been recognized as a pre-eminent center for cancer and cardiac care, including open heart surgery and interventional cardiology, as well as for its state-of-the-art emergency room.

Concord's educational system offers a broad range of award-winning public and private educational opportunities from K-12 schools through universities and adult education. Concord is served by more than 50 private and public K-12 schools.

Recently, Mt. Diablo Unified School District announced the launch of new programs for Concord schools to engage in challenging instruction in science, the arts, languages, technology, and project-based learning and development to help prepare students for the future and global world. New programs include: Ygnacio Valley High School and Oak Grove Middle School participation in the International Baccalaureate Program; and three new regional magnet school options offered at Holbrook Language Academy, Sun Terrace Elementary STEM Magnet School, and Wren Avenue Elementary Visual and Performing Arts Magnet. Concord also has Charter School options for its residents, and recently Clayton Valley's Charter High School received the 2017 Gold Ribbon Schools Award. This award is presented by the California State Superintendent of Public School acknowledging California schools

that have made gains in implementing the academic content and performance standards adopted by the State Board of Education. Two of the top private high schools are located in Concord: De La Salle High School (young men) and Carondelet High School (young women). These two schools are well known in the region for their scholastic and athletic achievements.



2. The Northern Arc Fremont

As the fourth largest city in the Bay Area, with a population of 231,664 people, Fremont anchors the “hardware” side of the bay. With its highly educated and diverse workforce, Fremont has a long history in advanced industries and production capability, with an Internet of Things (IoT) orientation. Fremont is undergoing an urban transformation, building on its two BART stations that connect it to Oakland/San Francisco to the north, and, within the next year, to San Jose and the rest of Silicon Valley to the south. Fremont’s Innovation District¹ provides a reverse commute employment hub.

At 90 square miles, Fremont prides itself as a city where innovative companies can scale. Case in point is Tesla, whose 5 million sf factory produces the Models S, X, and 3. The City’s relationship with Tesla is hands-on and collaborative. We understand that our success is intertwined, and we respect the role Tesla plays in our local and regional economy. In the last year, our City Council unanimously approved a master plan that allows the factory to almost double in size.

Fremont also plays a major role in cloud infrastructure. Companies such as Seagate, Western Digital, and SYNnex have attracted talent related to data storage, and a legacy semiconductor industry has spawned a growing presence in all things sensors and IoT. Connected devices are Fremont’s specialty, which is borne out in our numbers:

- 50+ Cleantech companies – clustered in the smart-grid value chain.
- 115 Biomedical companies – mostly focused on medical equipment and devices.
- 850 Manufacturers – utilizing advanced equipment/processes and robust supply chain.

Demographics/Education/Workforce

According to SizeUp.com², there are more startups in Fremont on a per-capita basis than any other U.S. city. This reflects Fremont’s demographics. Fremont’s residents are highly educated, and they are global – 49% of adults hold a Bachelors, Graduate, or professional degree, and 98 languages are spoken in Fremont homes, demonstrating that the city has been a magnet for diverse tech talent. This talent pool spills over into Fremont’s K-12 schools, which are high performing, and some are even nationally ranked. Fremont houses Ohlone Community College, a large school with a high transfer rate, along with several private institutions such as DeVry, NPU, and Unitek that focus on engineering, business, and IT. Of special note is 42³, the world-renowned tuition-free coding university that recently established its North America/Silicon Valley presence in Fremont.

Warm Springs Innovation District:

Fremont’s Warm Springs Innovation District is one of the largest contiguous employment-focused, transit-oriented development sites in the entire Bay Area. Comprised of 850 acres and anchored by Tesla’s manufacturing operation, the district is now home to BART’s newest station, which opened in March of 2017.



Warm Springs BART Station

The Warm Springs Community Plan⁴ sets the framework for employment-intensive urban development that harnesses a burgeoning workforce combined with 21st-century living amenities in the district. Zoning has been updated to reflect these job-generating goals, and the flexible plan is accompanied by a programmatic Environmental Impact Report that greatly streamlines development approvals. Several development sites have been approved for the development densities outlined in the site overview section. The vision and opportunity have been fully embraced by the business and real estate communities with several large-scale, mixed-use projects currently under construction or review, including commercial/employment, high-density residential, and public facilities.



Innovation Way: under construction

Transportation and Connectivity

Fremont is served by interstates 880/17, 680/280, 238, and routes 84, 238, and 262. It is halfway between two international airports – Oakland (20 miles) and San Jose (13 miles). Warm Springs benefits from significant transportation infrastructure, with additional projects underway through both private and public investments. BART, ACE, Capitol Corridor, freight rail, bus, major corridors, and two of the region’s freeways all traverse the area. BART will begin service to San Jose in 2018, making Fremont a mid-point between the megaregion’s two largest cities. An extensive new multi-modal street system and public realm is being developed in conjunction with projects currently under construction. The City has also obtained funding for and designed two pedestrian/bicycle bridges that will provide greater access to BART and other parts of the district. Utilities and connectivity infrastructure currently exist to service the concentration of large technology companies already in south Fremont with capacity expanding to support the new development in Warm Springs.

References/Hyperlinks

1. Innovation District: <http://thinksiliconvalley.com/innovation-district>
2. Size-Up.com: <https://www.americanexpress.com/us/small-business/openforum/articles/go-west-young-entrepreneur/>
3. 42: <https://www.42.us.org/>
4. Warm Springs Community Plan: <https://fremont.gov/DocumentCenter/View/24622>

Community/Quality of Life

As Fremont urbanizes, it is capitalizing on opportunities to become more millennial friendly, from pop-up stores and maker spaces, to beer gardens, to basic retail amenities such as Whole Foods. Both Warm Springs and its new Downtown have been designed to accommodate walkable lifestyle choices based on their transit orientation. Fremont also attracts hikers and cyclists from around the Bay Area who enjoy its park and open space resources, including Mission Peak. The international dining choices are among the best anywhere.

Brass Tacks

Fremont can absorb the majority of Amazon's 8 million sf requirement in the BART-connected Warm Springs Innovation District. Almost half of the requirement can be met within the half-mile radius of the Warm Springs BART station. The 500,000 sf called for in Phase I can be readily accommodated in a 700,000+ sf, shovel-ready site approved for an office/R&D campus. In addition, Fremont can address the entire scope/footprint within the city by including supporting sites. Fremont's business environment is strong and reflected through incentives such as no utility tax, no construction tax, and fee deferrals. Fremont has also proven through its existing corporate relationships, such as with Tesla and Lam Research, that it can meet the high demands and schedules of complex and fast-paced enterprises.



Warm Springs BART Station opening, March 2017



2. The Northern Arc

Oakland



View overlooking Oakland

Oakland is the Bay Area’s third most populous city, strategically located at its geographic center, 12 miles east of San Francisco and 40 miles north of San Jose. It is also transit rich: at the center of the BART train system – with as many BART stations as San Francisco and connecting to bus lines running north, east, and south – it also includes two stations on Amtrak’s Capitol Corridor line, is the hub of the Alameda-Contra Costa County bus system (AC Transit), has five freeways, and has ferry connections to San Francisco. It is no surprise that Redfin ranked Oakland the tenth best U.S. city for living without a car. The easily accessed Oakland International Airport provides nonstop service to over 50 domestic and international destinations on 13 different airlines.

Oakland’s diverse economy has gained national attention as a great place to do business, becoming a destination in its own right. Major firms continue to relocate to Oakland to enjoy the city’s central location, accessibility, climate, and cultural amenities. *Business Insider* named it among the 15 hottest American cities, and *Popular Mechanics* ranked it as the third best startup city in the U.S.

Oakland is the headquarters for Kaiser Permanente, BART, The Clorox Company, Matson Navigation Company, Pandora, UCSF Benioff Children’s Hospital Oakland, the University of California Office of the President, and others. Our corporate community also includes Southwest Airlines, Mettler-Toledo Rainin, Sutter Hospitals, and other businesses that have chosen to locate in the Bay Area’s vibrant geographic center. Oakland’s leading industry sectors include health and wellness, transportation, food production, manufacturing, government, and arts and culture. Information and communications technology, which currently represents 2% of Oakland’s employment, has been among Oakland’s fastest-growing industry sectors, adding 82% more employees over the last eight years. Many Bay Area tech firms and startups are choosing to locate closer to where their talent base lives in Oakland and the East Bay.

Access to Talent

Per the U.S. Census, 1.1 million workers live within a 15-mile radius of opportunity site locations in downtown Oakland and the Coliseum area. Oakland exceeds the national level for adults with college and post-graduate degrees, with 40% of residents holding a Bachelor’s degree or higher. The University of California, Berkeley, is just 5 miles to the north, and dozens of other universities and colleges are within 15 miles.

Quality of Life

Oakland’s celebrated diversity, dynamic arts and culture scene, abundance of recreational opportunities, and great climate combine to make

the city an exceptional place to work and live. More than 50 annual festivals and hundreds of events celebrate Oakland’s diverse culture and history through music, dance, theater, food, and community expression. Oakland’s sizzling restaurant scene is no longer a local secret, having been chronicled in national and international publications. Adding to the buzz are a dozen urban wineries and an ale trail.

Oakland is home to world-class attractions such as the Chabot Space & Science Center, Oakland Zoo, Oakland Museum of California, Oracle Arena, and the beloved Oakland A’s, who recently announced their desire to build a new downtown ballpark.

Oakland boasts a Mediterranean-like climate and is often referred to as “the sunny side of the Bay” with the same number of sunny days as SoCal’s Orange County. Our city boasts one of the highest percentages of parks and open space per capita in the nation as well as green hills, forests, creeks, an estuary, and two lakes. With a long history of progressive public policies, the City of Oakland has advanced sustainability through our Energy & Climate Action Plan and Resilient Oakland Playbook.

Housing Construction Boom

Oakland has a wide range of housing choices from neighborhood bungalows and restored Victorians, to waterfront condos and multi-million-dollar hilltop estates. Oakland remains more affordable than the Bay Area’s other two large urban centers, with a median home price of \$688,900 and median rent of \$2,950.

High job growth in the Bay Area in recent years has resulted in a rapid increase in housing costs, and displacement concerns among existing Oakland residents. In response, a comprehensive report and action plan to protect the affordability of 17,000 existing homes and to build 17,000 new homes over the next eight years was released in 2016. Currently, 2,700 homes are under construction in Oakland, and over 18,000 additional units have been approved or are in the entitlement process. With immediate access to BART and other transit systems, workers in Oakland have access to an even greater variety of housing options being built at or near transit centers throughout the East Bay.

Cultural Community Fit

Growing our local economy in an equitable and sustainable manner is a key vision in the City's forthcoming Economic Development Strategy. We recognize these values are shared by Amazon.

By locating in Oakland, Amazon could bring employment opportunities to a diverse population base, including disadvantaged communities that have historically experienced unequal participation in local economic growth. With the opportunity sites in Oakland, Amazon would also sustainably re-purpose underutilized land and buildings and help reduce urban sprawl.

Public/Private Partnership

City staff and our private development partners are poised to work with Amazon representatives to secure the firm's space needs for HQ2. We all want Amazon and its employees to thrive in Oakland. In the next section, we have detailed several options that would allow Amazon to locate and grow in our vibrant downtown, or create a world-class campus by transforming the Coliseum area that will soon become a blank canvas following the departure of the Raiders, Warriors, and A's to their new locations.



2. The Northern Arc

Richmond

The City of Richmond, California, is a community of 110,000 residents situated on 32 miles of San Francisco Bay shoreline. It is a city with a rich history that includes a World War II ship-building legacy, earning its place as the home of the Rosie the Riveter World War II Homefront National Historic Park.

There is perhaps no better metaphor for today's Richmond community – the strength of its character, the source of its energy, the essence of its creativity, and the promise of a rewarding future, than “Rosie.” Her can-do spirit is alive and thriving today, guiding a new era of diverse economic growth, and setting the stage for dynamic change.

The City's goal is to embrace this spirit, and assist businesses to reach their full potential. Small business startups as well as some of the nation's largest companies, such as Amazon, have found a “home front” in Richmond. A strategic, central location; diverse options for commercial, warehousing, and manufacturing spaces; a fully

developed multi-modal transportation system; and real estate values with housing affordability, make Richmond one of the best values in the nation.

The City's transportation network includes access to three BART stations; an AMTRAK station that is co-located with BART; ferry service to and from downtown San Francisco, with a 30-minute travel time beginning in 2018; a regional transit center; a fully developed bus network; two federal interstate freeway segments; and bayside bicycle and pedestrian pathways.

What will undoubtedly continue to provide the energy to propel the Richmond community into its new century is its gracious diversity. New and growing businesses have been overwhelmed by the welcoming, caring, and nurturing quality of the City's residents, business leaders, community leaders, and City employees. In the Richmond community, residents, visitors, and businesses find history that is a source of pride, diversity that is a source of strength, and a future that is limitless.

The City of Richmond has worked with property owner/developer partners to identify two sites that are ideal for Amazon's second headquarters – the Richmond Southern Shoreline and the Richmond Hilltop Area – as described in the next section.



grow

2. The Northern Arc San Francisco

San Francisco is home to the most diverse, talented, and innovative people anywhere in the world. Our culture of relentlessly challenging the status quo and pushing boundaries is why San Francisco led the fight for marriage equality, pioneered a local universal healthcare system, and is the birthplace of the biotech industry.

Business Ecosystem

San Francisco offers a one-of-a-kind business ecosystem with strong growth opportunity. The city is home to more than 2,800 tech companies, encompassing nearly 90,000 jobs. San Francisco also boasts a highly diverse economy that includes 715,000 jobs and is led by thriving healthcare and tourism industries. Our industrial roots are flourishing – advanced manufacturing has become the fastest-growing industrial sector in the city by increasing efficiency and discovery through new technology. Our life sciences sector is at the forefront of biotechnology and medicine – five researchers have won Nobel prizes at UC San Francisco. We have a strong network of 57,000 small businesses that comprise the heart and soul of our diverse neighborhoods, employing nearly half of our workforce.

Budget & Planning

San Francisco is in the strongest financial position in the history of the City. Since 2011, the City has focused on comprehensive financial planning and responsible investment in City services. The Mayor’s most recent budget is defined by long-term investments that harness current prosperity to pave the wave for future success. We have financed the General Fund capital program at historic levels and raised our budget reserve levels higher than ever before. To solidify our long-term financial health, the City has successfully enacted consensus-driven pension and business tax reform.

Quality of Life

We are proud of our City’s limitless entertainment and natural beauty. We are the first and only large U.S. city where all residents live within a 10-minute walk from a park. San Francisco also has hundreds of miles of bikeways, and we are expanding partnerships with bike-sharing programs to increase access to flexible, affordable transportation. We have the most restaurants and bars per capita in the U.S., and 31 Michelin-starred restaurants. Finally, we are home to storied symphony, opera, ballet, and jazz institutions, and we are tied for most dance clubs and festivals per capita.

Building the Future

Through an extensive community process, the City has incorporated local feedback into a major development effort stretching from the Financial District through the Southern Bayfront. San Francisco has more than 60,000 units of housing in the pipeline, and the Southern Bayfront will add tens of thousands of additional units, a third of which will be affordable at below market rates. The area also will boast nearly 1,000 acres of parks and open space and millions of square feet of new commercial space. The entire corridor will be served by a comprehensive public transit system, with the new Central Subway at its core. This corridor is a new residential and commercial hub of San Francisco, and is the location for the sites we are putting forward for Amazon’s consideration.

Transbay Transit District

The corridor begins with the Transbay Transit District, soon to contain the Oceanwide Center and Salesforce Tower, the future two largest buildings in the City. Of course, the neighborhood will also be home to the Transbay Terminal, affectionately dubbed the “Grand Central Station of the West.” Beginning in 2018, the Terminal will serve as a regional transportation hub for thousands of San Franciscans and Bay Area residents.

Central SoMa

Just west of the Transbay District is Central SoMa, which will soon complete a comprehensive planning process called the Central SoMa Plan. The Plan is designed to keep and build off what is great about the neighborhood, including its central and transit-rich location, its diversity of residents and jobs, its unique combination of buildings, and its vibrant entertainment and nightlife scene. Simultaneously, the Plan seeks to build more affordable space, create recreational opportunities and greenery, and increase public safety.

Mission Bay

Mission Bay is home to the San Francisco Giants, the new Golden State Warriors Chase Center, and San Francisco’s innovative life sciences and medical industries. As part of the nearly complete Mission Bay Plan, San Francisco has facilitated the planning and construction of thousands of units of housing, millions of square feet of office space, and the groundbreaking UCSF medical center and research campus.



San Francisco Districts

Southern Bayfront

San Francisco's Southern Bayfront is undergoing a transformation from a historically industrial area into a vibrant mixed-use district. Large-scale developments planned along the area's entire shoreline will produce 20,000 new units of housing, new space for light industrial and arts uses, a renovated bay trail, and 520 acres of new open space. Most importantly, these developments will include significant public benefits targeting existing residents and communities, such as affordable housing and transit improvements.

San Francisco Shipyard and Candlestick Point

The San Francisco Shipyard and Candlestick Point project is one of the largest and most ambitious initiatives in San Francisco's development portfolio. The project will transform 780 acres of underutilized land to a productive area for jobs, parks, housing, and recreation. The City is committed to maintaining the culture of the neighborhood by providing permanent space for artists and supporting cultural amenities, ensuring that the Shipyard retains its distinctive character.

Transportation

The City's Capital Plan is financing a massive transportation infrastructure push to complement San Francisco's citywide development efforts. Most visible is the Central Subway expansion, which will connect Chinatown, the Financial District, SoMa, Mission Bay, and the Southern Bayfront.

The expansion, projected to be complete by December 2019, will connect the proposed sites in the Southern Bayfront to downtown via a rapid transit system designed to accommodate 73,000 passengers a day.

In addition to the Central Subway, the Geary and Van Ness Bus Rapid Transit (BRT) projects will increase traffic efficiency in two of the busiest roadways in the city, making it easier to commute from the north and west parts of the city to downtown and the Southern Bayfront. The Geary BRT will break ground in 2018, and the Van Ness BRT will be complete by 2019.

We are also strengthening regional transportation capacity through major capital investments. The Caltrain Electrification Project will be complete by 2021, and will increase ridership capacity from South San Jose through the Mission Bay neighborhood of San Francisco, all while decreasing carbon emissions. San Francisco will be the terminus of high-speed rail, connecting to Los Angeles and the cities in between. Moreover, the Transbay Terminal will become operational in early 2018, and regional governments and organizations are exploring options for a second Transbay Crossing.

Innovation & Leadership

In one way or another, San Francisco has been at the frontier since its founding. By locating in our city, Amazon will have the chance to join the cutting edge of sustainability, technology, philanthropy, and social policy.

Sustainability

San Francisco is one of the greenest cities in the country, and we welcome any organization that shares our passion for sustainability. Thanks to investments in solar, hydro, and other green energy sources, the City is on track to hit our goal of a 50% renewable electricity supply by 2020, 10 years ahead of state goals.

San Francisco's larger sustainability vision, "O-50-100-Roots Climate Action Strategy," is a commitment to send zero waste to landfill by 2020, reach 50% sustainable travel, use 100% renewable energy by 2030, and pull carbon dioxide out of the air. All government buildings currently run on 100% renewable electricity, Muni buses use B20, and every City agency has its own Departmental Climate Action Plan. This initiative is aligned with the Kyoto Protocol and surpasses the Paris Agreement in terms of emissions reduction.

Workforce

San Francisco companies have access to a creative and diverse workforce. While our natural beauty, dynamic culture, and top-notch education system

can attract the best and the brightest minds, we also have a highly educated homegrown labor force, 55% of which holds a university degree and half of which speaks a language other than English at home.

We are also passionate about creating new pathways for our women, veterans, and under-represented minorities into tech careers. Through TechSF, companies have access to hundreds of individuals with training in jobs such as web development, digital marketing, and cyber security. With many firms looking to diversify their labor pool, TechSF is the perfect tool to bring in qualified tech professionals from all backgrounds.

Working together with San Francisco, Amazon would be able to identify employees at other locations, such as local fulfillment centers, and connect them to our TechSF training program, providing them a pathway towards apprenticeship positions within your company and growth up the ladder into HQ2 positions.

Workforce development opportunities do not end with tech. Our construction academy, CityBuild, will provide a well-trained local workforce to build your headquarters. The JobsNOW! program will provide technical and financial assistance to create entry-level job opportunities. Finally, our Youth Jobs+ program will create opportunities for youth to gain meaningful paid internships with exciting businesses as they get their first jobs.

Investing in the Community

We are proud that the companies and executives that call San Francisco home invest in our residents, institutions, and causes. By locating in our City, you will have an opportunity to join a diverse group of entrepreneurs who are driven to innovate and inspire in both the business and local communities. There are limitless opportunities to create change through philanthropic partnerships in our city. San Francisco is at the forefront of progressive homelessness prevention and rehabilitation, though there is much more to be done. With support from the business community, our school system is able to test innovative classroom solutions that promote

childhood development and curiosity. We habitually challenge the status quo to further LGBTQ, social, and civil rights. Innovators are making headlines not only with their business achievements, but also with their philanthropic efforts.

Locating in San Francisco means joining a community greater than the sum of its parts. San Francisco is a city of doers, entrepreneurs, and visionaries constantly looking to better the world around them. If you share our passion for solving the biggest problems facing the planet today, join us in San Francisco.



View overlooking San Francisco

Reinvent

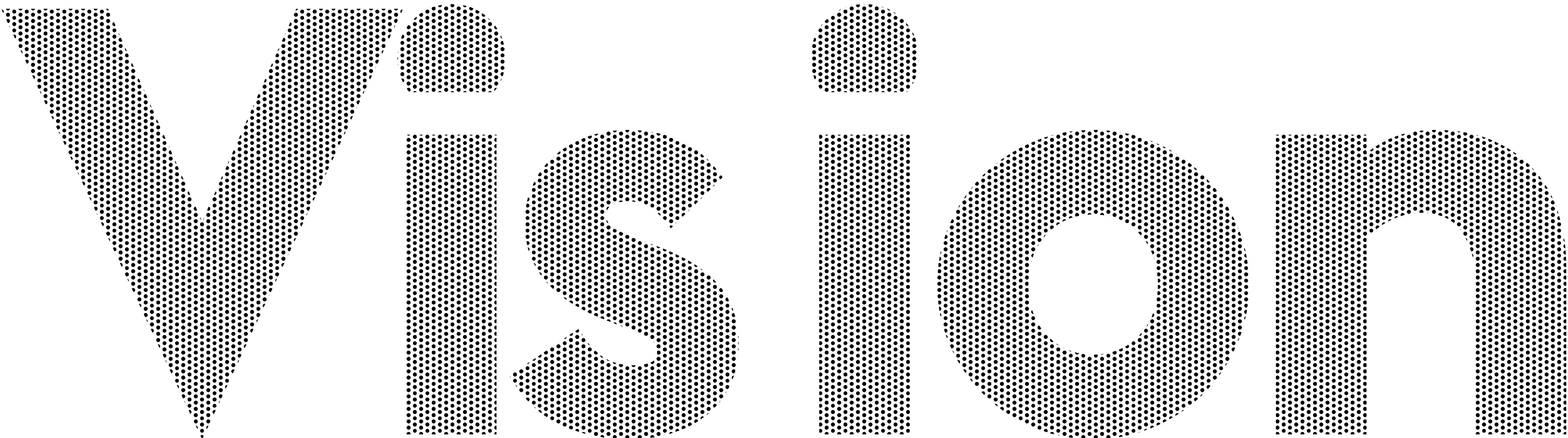
The Assets



3. The Assets

Each of our Northern Arc cities has proposed sites for Amazon's consideration, with detail for each site provided in this section. The Bay Area has a clear vision for future sustainable growth, which is bolstered by funding commitments from regional and state governments to support the infrastructure needed to develop in a way that creates vibrant districts. All of the areas identified below as potential campus locations for Amazon are pre-designated for growth within this regional vision. They are well served by high-capacity public transit and freeways, and are closely linked to the main economic hubs within the megaregion.

The Bay Area has a demonstrated ability to handle an investment of the scale that Amazon plans. A campus in one or more of our proposed areas benefits from all of the major competitive advantages of the Bay Area, offering quality of life, room to grow, diversity of housing options, and ample capacity within an existing, proven transportation network. In a region the size of the Bay Area, no major infrastructure investments are needed to accommodate 50,000 more employees. The following sites represent ideal locations for large-scale growth in the region.



3. The Assets

Concord



Artist's rendering conceptual only; there is no assurance this project will be built as shown
Aerial view of Concord Reuse Project

Concord Reuse Project

The Concord Reuse Project (CRP) is located on the former Concord Naval Weapons Station (CNWS) site in the City of Concord (Contra Costa County), which serves as a gateway to the Bay Area and is approximately 28 miles northeast of San Francisco. The CRP development site is approximately 2,300 acres in total, with 500 acres allocated for Phase I. In 2016, the City of Concord selected Lennar, through an Agreement to Negotiate, to be the developer of Phase I of CRP. The full buildout is expected to take 30 years, depending on market absorption. The site is expected to include a variety of uses such as residential, retail, office,

light industrial, institutional, schools, community amenities, and sports facilities, as well as a large number of parks and significant open space.

Since the Navy closed the former CNWS in 2005 through Base Realignment and Closure (BRAC) legislation, the City of Concord, in collaboration with its citizens, has been developing a plan for transforming the base that will create thousands of jobs, over 12,000 new homes, and up to 6 million sf of commercial development, sports fields, schools, civic amenities, and a 2,700-acre regional park/conservation area. All of this is being planned to create a 21st-century model of transit-oriented, mixed-use sustainable community development,

whose recipe includes urban agriculture, organic lifestyle, and authentic connections to the natural environment. The City has set its aspirations for this place rightfully high, insisting that it be not only world-class quality, but that it retain Concord's spirit – one community that is proud, diverse, and welcoming. Infused with hope, history, and ambition, this blank canvas is evolving as one of the world's great city land redevelopments, combining modern, metropolitan thinking with small-town warmth and well-being.

Current ownership structure

The Department of Defense currently owns the majority of land at former CNWS. The first fee-simple land transfer to the City, of approximately 1,000 acres, is scheduled for 2018, and the remaining acreage is expected to transfer over the course of the following two to five years.

Current zoning

The City adopted a CRP Area Plan in January 2012, along with an associated Environmental Impact Report (EIR). The program approved in the Area Plan is as follows:

- An area of 2,300 acres for mixed-use development.
- An area of 2,715 acres for the East Bay Regional Parks District – for conservation open space.
- Residential development: 12,300 housing units of all types: multiple family, single family, etc. Affordable housing will account for 25% of this total.

- Commercial development: 6.1 million sf of a variety of uses: office, retail, and industrial/maker.
- Open Space, parks, and greenways: 786 acres dedicated to various passive/active uses.
- Campus: A 120-acre site for a higher education institution or corporate headquarters.
- Education: 4 elementary schools, 1 middle school, and 1 high school.
- Community facilities: 7 centers of various types (i.e., cultural centers, libraries, etc.)
- Tournament park: A 75- to 100-acre multi-sport venue to serve the entire region.

Utility infrastructure present at the site: As a former military installation, all of the existing utility infrastructure at CNWS will be demolished and replaced in its entirety, including extensive on-site and off-site improvements to connect internal streets, bike paths, and pedestrian paths with the surrounding transit, roadway, and open space networks. Streets within the project area will be designed to meet state-of-the-art standards for accessible sidewalks, sustainable (green) infrastructure, traffic calming, landscaping, lighting, and safe intersection design. In general, the public infrastructure requirements for buildout of the Project will be phased to serve the incremental needs of buildings as they are constructed. The total investment in utilities and public infrastructure in Phase I would be \$447 million.

Entitlements

The City selected Lennar in 2016, through an Agreement to Negotiate, to be the developer of Phase One of CRP. The City is currently preparing the Specific Plan, which further defines the Local Area Plan; a draft Environmental Impact Report; and a Disposition and Development Agreement (DDA) and Development Agreement (DA) with Lennar. The DDA and DA contemplate the following:

- 1. An area of 500 acres for development.
- 2. Residential development: 4,400 housing units of all types: multiple family, single family, etc. Affordable housing will account for 25% of this total.
- 3. Commercial development: 1.69 million sf of a variety of uses (i.e., office, retail, and industrial/maker).
- 4. Open Space, parks, and greenways: 79 acres dedicated to various passive/active uses.
- 5. Education: One K-8 school.
- 6. Community Facilities: Two centers.
- 7. Operation of a shuttle bus service within the development.

Education:

Currently, there is one K-8 school planned for Phase One.

Community Benefits Summary

Concord Phase I	
Item	Investment (millions)
Affordable Housing Fund	\$40
Parks & Open Space	\$33
Schools	\$51
Community Centers	\$22
Community Benefits Fund	\$20
Total	\$166

Sustainability

Smart City thinking assesses and plans how new technologies can be included across city planning and infrastructure design and engineering to improve quality of life, lower initial capital and ongoing operating costs, and achieve more sustainable outcomes across a broad spectrum of the development. Smart City initiatives being considered for the CRP include:

- Parking solutions that include active parking lot management and automated valet parking.
- Air quality monitoring that helps measure and evaluate the concentration of air pollutants.
- DC microgrid that offers significant benefits in terms of cost-effectiveness, reliability, and safety.

- Electro-mobility, including an easy-to-use charging infrastructure that covers a large area.
- Connected building solutions that link together building systems, equipment, and controls inside commercial buildings.
- Public video surveillance for safer cities and communities.
- Underground geothermal infrastructure to deliver the most efficient, comfortable and quiet heating-cooling system available.
- Virtual power plants that make it possible to intelligently control the distributed generation and consumption of power in smart grids.
- A district-wide approach to renewable energy and water (“Eco-Grid”) that connects a range of sustainable technologies to maximize their benefits.
- Urban agriculture, habitat restoration, and stewardship programs to connect the community to the natural environment and foster an organic, “back-to-nature” lifestyle.
- Future-proofing the infrastructure, streets, and public realm to support autonomous cars.

Other technologies that are being considered to reduce green-house gas emissions and improve resiliency, while providing high-end utility services at affordable rates include the following:

- Renewable Electricity – The goal is to provide all electricity from renewable sources through pioneering on-site renewable energy generation, storage, and management techniques.
- Recycled Water – The guidelines are to reduce consumption while promoting maximum reuse of water resources, ensuring ample supplies at favorable cost.
- HVAC Savings – New technologies to reduce HVAC energy and water consumption.

Connectivity

Fiber solutions for lightning-fast Wi-Fi are currently being considered that would provide tenants and residents 1Gbps Internet speed. Dark fiber solutions are also being considered to future-proof and provide a more secure, cost-effective, and scalable network.

Lifestyles

In keeping with the spirit of Concord, the CRP will create a multi-generational, diverse, mixed-use community that nurtures innovative workspaces, family and friendship, cooperation, and an active lifestyle. The goal is to design, deliver, and manage a 24/7 live/work/play environment that promotes social connections and helps to build groups of shared interests that will be part of the creation of a strong, sustainable, and equitable community.

References/Hyperlinks
1. <http://www.concordreuseproject.org/DocumentCenter/View/118>

Downtown Concord – 3+ million sf of transit-oriented office development

The Downtown Concord site is located in Concord's historic downtown, which is home to approximately 1.5 million sf of existing Class A office, restaurants, multifamily, and retailers. The Downtown Concord site is adjacent to the downtown Bay Area Rapid Transit (BART) station and accessible from both Interstate 680 and State Highway 242. The downtown is anchored by Concord's historic Todos Santos Plaza, which is the community gathering place for free concerts and a year-round farmers market. There is approximately 250,000 sf of available existing Class A space in the downtown office buildings next to BART.

Current ownership structure

The City of Concord owns and controls an approximately five-acre site next to Concord's downtown BART station. The City's five-acre site is also adjacent to a six-acre surface parking lot owned by BART. BART strongly supports office development on its site.

Current zoning

Both sites are zoned Downtown Mixed Use, which allows office development, multifamily, and other uses. This zoning designation has a Floor Area Ratio (FAR) of six and up to 200 feet in height (height is allowed to increase with a use permit), thereby allowing up to 1.3 million sf of office on the City-owned site and up to 1.6 million sf of office space on the BART site.

Connectivity and Utility infrastructure present at the site

There is existing utility and infrastructure present at the site to accommodate office development. There is extensive fiber available for data and telecommunications due to Bank of America having one of its two mission-critical data facilities in the nation in downtown Concord office buildings.

Sustainability

The City of Concord is a leader in sustainability. In particular the City has adopted two Climate Action Plans: the Concord Reuse Project (2012) and the City as a whole (2013). In addition, the City has approved an Environmental Purchasing Policy, authorized five PACE providers for financing energy and water efficient upgrades, adopted Bicycle, Pedestrian, and Safe Routes to the Transit Plan, and established a Bicycle Pedestrian Advisory Committee (2017).



Downtown Concord Sites



Airport development opportunities

Site Overview: Buchanan Field Airport – Over 52 acres available for aviation and non-aviation use

Buchanan Field Airport is approximately 495 acres and is located to the immediate west of Concord. The location enjoys direct access to, and visibility from, Interstate 680 and State Highway 4. The airport currently has 39 businesses situated on its property, which include several full-scale and specialty aviation provider; small and executive aircraft hangars; a car dealership, big box retail and ancillary retail providers; a full-service hotel; and a golf course.

Current ownership structure

Contra Costa County owns and controls the approximately 52 acres of available land suitable for aviation and non-aviation uses at Buchanan Field Airport. The airport property has ample vehicle parking, is connected by bus, and has BART nearby.

Current zoning

Most of the property is zoned as unrestricted, which allows for any use that is compatible with the Airport Master Plan and County General Plan. There is also an approximate 4.6-acre site on the north west corner of Marsh Drive and Solano Avenue that is zoned for Business District use.

Connectivity and Utility infrastructure present at the site

There is existing utility and infrastructure present at Buchanan Field Airport to accommodate development of a variety of aviation and non-aviation uses.

Buchanan Field Airport is a full-service public regional airport, operated by Contra Costa County, providing significant aviation capacity to serve the region’s growing business community. The Airport provides a host of aviation businesses and services to the region, including: corporate jet service; daily scheduled commercial service to Southern California and Las Vegas; and additional service destinations under consideration, such as Seattle, Portland, San Diego, and Phoenix. The airport is served by an FAA-staffed Air Traffic Control Tower, four runways, executive hangars that can house all types of corporate aircraft (including G5s), and a variety of Fixed Based Operators (FBOs) and aviation businesses to meet all aircraft service needs. The Airport is located with excellent access to public transportation, including County Connection bus service, BART, and is in close proximity to Interstate 680 and State Highways 4 and 242. Numerous full-service hotels and other retail and restaurant amenities, including the Buchanan Field Golf Course, are located on and just off the airport property.

Buchanan Fields Airport offers

- Over 52 acres of land for aviation/non-aviation development available immediately – with an additional 8 acres already planned for development by 2020.
- Executive and general aviation hangars that can accommodate large corporate aircraft (available on site).
- Potential addition of an Instrument Landing System (ILS) for both primary runways, which the FAA is in the process of evaluating.
- Air Traffic Control Tower that is staffed by the FAA and not contract personnel.
- On-site Aircraft Rescue and Firefighting services.
- Three full-service FBOs plus 15+ other specialty aviation businesses to meet all aircraft service needs.
- Feeder cargo aircraft easily accommodated.

Buchanan Field Airport is continually undergoing renovations and capital improvements to maintain and grow it airport businesses. There is an estimated \$30 million in current and future improvements underway and planned at the airport that will enhance its capacity and facilities.

Enhance

3. The Assets

Fremont

Sites in Warm Springs Identified to Accommodate HQ2 Growth

The City of Fremont’s Warm Springs Innovation District is one of the most dynamic regions in Silicon Valley. Driven largely by the brain trust that makes up the tech-educated labor force in this area, Silicon Valley continues to break records in corporate productivity in state-of-the-art headquarter facilities.

- 1. BART Property:** This 28-acre parcel is the current BART surface parking lot and is environmentally cleared and zoned for a 1.8 million sf of commercial development. Given that it is adjacent to the new Warm Springs BART Station, this site is also an excellent opportunity for increased density beyond the approved 1.8 million sf. BART strongly supports this increased density through its ambitious transit-oriented development program, as it would dramatically increase ridership, especially in what is currently a reverse-commute pattern.
- 2. Lennar Class A Commercial/Office:** This site is part of Lennar’s larger 110-acre mixed-use development project currently under construction. Comprised of 4.13 acres, the office site is immediately adjacent to the Transit Pavilion. The site is fully entitled for approximately 720,000 sf of commercial/office space. This development project also includes 2,214 residential units, an elementary school, and a neighborhood park.
- 3. Lopes Property-Lopes Ct.:** 6.8-acre site adjacent to the Transit Pavilion. This site is environmentally cleared and zoned for 500,000 sf to 700,000

sf of Class A Office with a multi-level parking structure. This site is currently in escrow with Meridian Property Company, who is a recognized commercial developer with significant holdings in the region. This site is at an advanced stage of entitlement and only needs a Master Plan to achieve the final step in the approval process.

- 4. Lopes Property-Grimmer Blvd. / Warm Springs Blvd.:** This 3-acre site is strategically located at the intersection of Grimmer and Warm Springs boulevards. The site can accommodate approximately 196,000 sf. This property also enjoys the proximity of having the mass transit BART Station immediately next door.
- 5. Sobrato Property:** This ownership is one of the pre-eminent developers in Silicon Valley. Their 22-acre site is currently fully entitled for a campus of over 700,000 sf of commercial/office/ industrial space and shovel ready. However, with additional entitlement, the site could ultimately accommodate 1,437,480 sf of world-class headquarters space located at the southern tip of the BART Station. Sobrato has the distinction of having built Apple’s former headquarters, 1 Infinite Loop.
- 6. Freeman/W.S. Self-Storage Assemblage:** This 10.32-acre assemblage consists of seven parcels immediately adjacent and to the south of the Warm Springs BART Station. This site is currently under-utilized with warehouse buildings, equipment rental yard, and a self-storage facility. Under a redevelopment plan, this prominent site (with proper entitlement) could accommodate 668,428 sf of new development.



Site 1: BART property



Site 2: Lennar property

- 7. Unigen Building:** This 5.24-acre site is currently for sale and has an existing building of 88,000 sf. This is a key redevelopment site that could represent an entitlement with increased density of 1.5 FAR, which would equate to a 342,382 sf development directly across the street from the Warm Springs BART Station.
- 8. Workspace Fremont:** This 7.3-acre site has freeway frontage on Highway 680, a prominent site for signage, and ease of access of the Mission Boulevard freeway exchange just to the south. Under a redevelopment plan, this site would provide an estimated 476,000 sf of high-visibility headquarters space.
- 9. Pestana Site:** The 10-acre site has high visibility on Grimmer Boulevard, 2.5 blocks from the Warm Springs BART Station. When entitled, this property would accommodate over 650,000 sf.

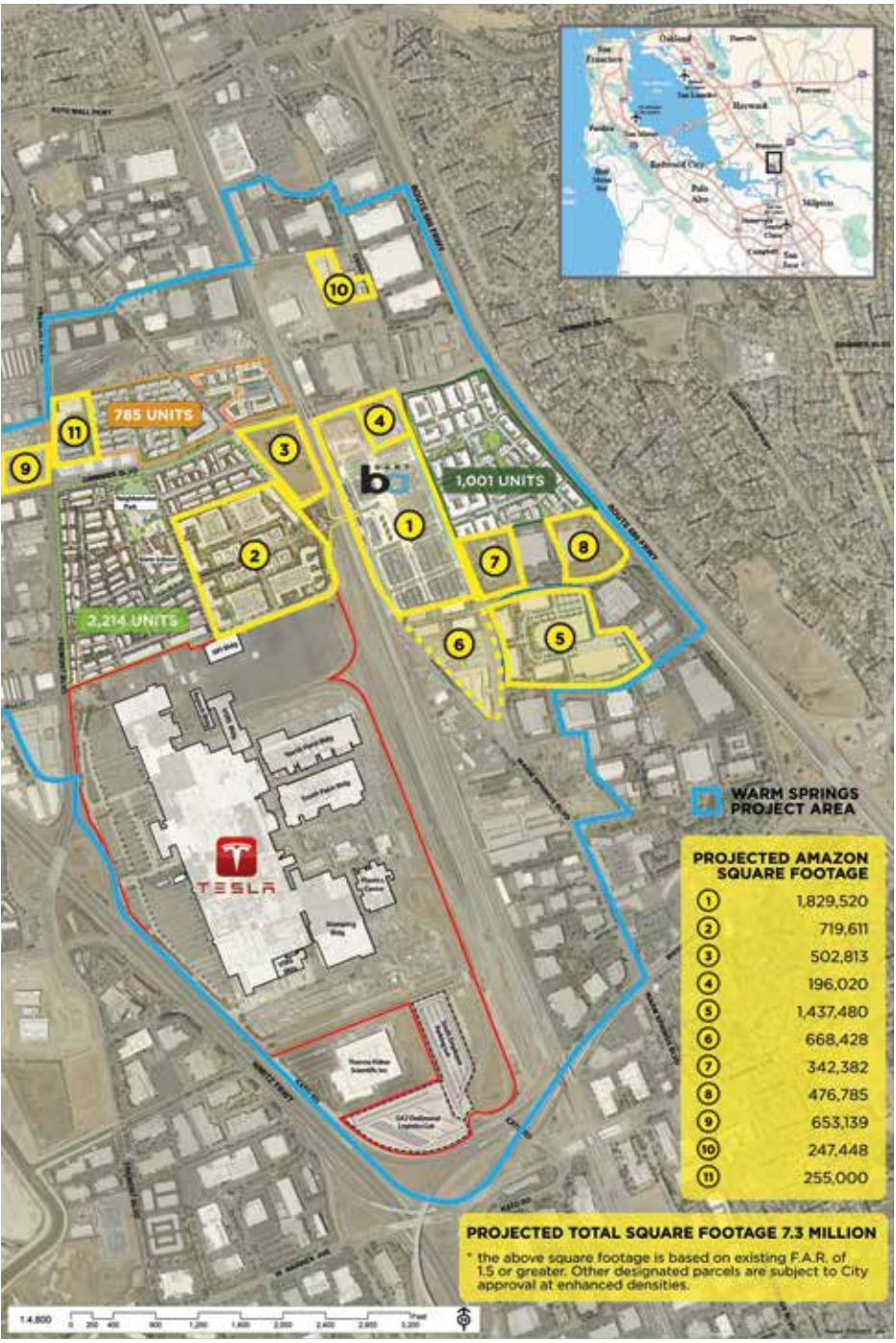


Site 5: Sobrato property

- 10. Saf Keep Self Storage Site:** This site is a 3.8-acre redevelopment site located just north of the Rapid Transit BART Station on Osgood Road, with a possible development square footage of 247,448 sf. This site is walking distance to the BART Station.
- 11. Valley Oak Partners Class A Commercial/Office:** Valley Oak Partners has a fully entitled mixed-use development project, which includes 4.5 acres dedicated to Office/R&D. This site (approximately 2 blocks from the BART Station) can accommodate 255,000 sf. Valley Oak Partners is a first-class Developer with significant holdings in the region. Additional components of this project include 785 residential units, retail, co-working facilities, and a hotel.



Site 11: Valley Oak property



City of Fremont / Warm Springs Development Opportunities

3. The Assets
Oakland

Downtown Opportunity Sites
Phase I Occupancy in 2019,
With Room to Grow

Oakland has a collection of newly restored and newly constructed buildings in downtown that easily meet Amazon’s need for 500,000 sf of office space by 2019. Additional sites currently in the entitlement process and proposed would add at least another 5 million sf through 2027.

Downtown Oakland is an exceptional location boasting unparalleled transit connections. Employees can reach downtown by train, car, ferry, bike, or foot. BART’s light rail lines serve three downtown Oakland stations: 12th St./City Center, 19th St., and Lake Merritt. The free Broadway Shuttle bus line whisks passengers to and from the 12th St. and 19th St. BART stations, transit and office centers, weekdays from 7 a.m. to 10 p.m. All below-listed properties are within four blocks of a BART station, Broadway Shuttle route, or ferry, and have convenient access to Interstate-880, I-980, and Highway 24.

Downtown Oakland has recently become the Bay Area’s hottest dining and nightlife scene, with abundant arts and cultural draws like the Fox Theater, the Paramount Theatre, the New Parkway movie house, and several smaller venues offering live entertainment. The monthly First Fridays/Art Murmur event has been wildly successful in bringing in Oaklanders and visitors to experience our resurgent downtown vibrancy.



Oakland cityscape

Downtown Oakland offers robust infrastructure capacity in fiber optics, telecommunications, and package utility opportunities for a user such as Amazon to pull massive amounts of power and data.

Buildings with Large Amounts of
Space Available By 2019 (Phase I)

601 City Center

Currently under construction, this 24-story office tower is designed to achieve LEED® Gold certification. Blue Shield has signed on as an initial anchor tenant, but the remaining building space is readily available to lease.

- Owner: 601 City Center, LLC.
- Available square footage in 2019: 400,000 sf.

Uptown Station (1955 Broadway)

Once Oakland’s first department store, the transformation of this gem is nearly complete, turning 80 years of heritage into a unique modern and hip office building atop the 19th Street BART station.

- Owner: Uber.
- Available square footage in 2019: 370,000 sf.



Downtown Oakland Opportunity Sites

2150 Webster

With \$70 million in financing secured, this 10-story building in the flourishing Uptown District will be transformed with new architectural features and refreshed into prime Class A space.

- Owner: Lane Partners.
- Available square footage in 2019: 230,000 sf.

Center 21 (2101 Webster & 2100 Franklin)

2101 Webster is a Class A office tower. 2100 Franklin is Oakland’s first non-owner occupied LEED-Gold office tower. The two buildings together are now referred to as Center 21.

- Owner: CIM Group.
- Available square footage in 2019: 300,000 sf.

1901 Harrison

This 17-story, steel-frame building was recognized by the Building Owners and Management Association (BOMA) as an Office Building of the Year in 2006. It also boasts an Energy Star label for its operating efficiency.

- Owner: CIM Group.
- Available square footage in 2019: 100,000 sf.

Downtown Growth Options Beyond 2019 (Phase II/III)

2 Kaiser Plaza

Spanning 33 stories, the building will be the East Bay’s tallest. Currently in the entitlement stage, a Planning Commission hearing will be held in late 2017. The building will be ready to occupy in 2021.

- Developer: CIM Group.
- Projected square footage available by 2021: 1.1M sf.

2201 Valley Street

Environmental review begins in October 2017 with Planning Commission approval expected in late 2018. The project will achieve a LEED® Gold rating. Ground-level gallery and community-serving retail spaces will benefit the local community.

- Developer: TMG Partners.
- Projected Square footage available by 2021: 700,000 sf.

The Key at Broadway (1100 Broadway)

The site is fully-entitled for a 20-story office tower, which will incorporate the existing historic Key System Building. Construction will begin in early 2018 and be completed in the first quarter of 2020.

- Developer: Ellis Partners.
- Projected Square footage available by 2020: 153,000 sf.

Eastline Development

A full city block assembled next to the Paramount Theatre in the heart of the Uptown district. The existing public parking lot and underutilized buildings will be razed to construct large-plate office space now most in demand by tech and other firms.

- Developer: Lane Partners/SUDA.
- Projected square footage available by 2021: 2.7M sf.



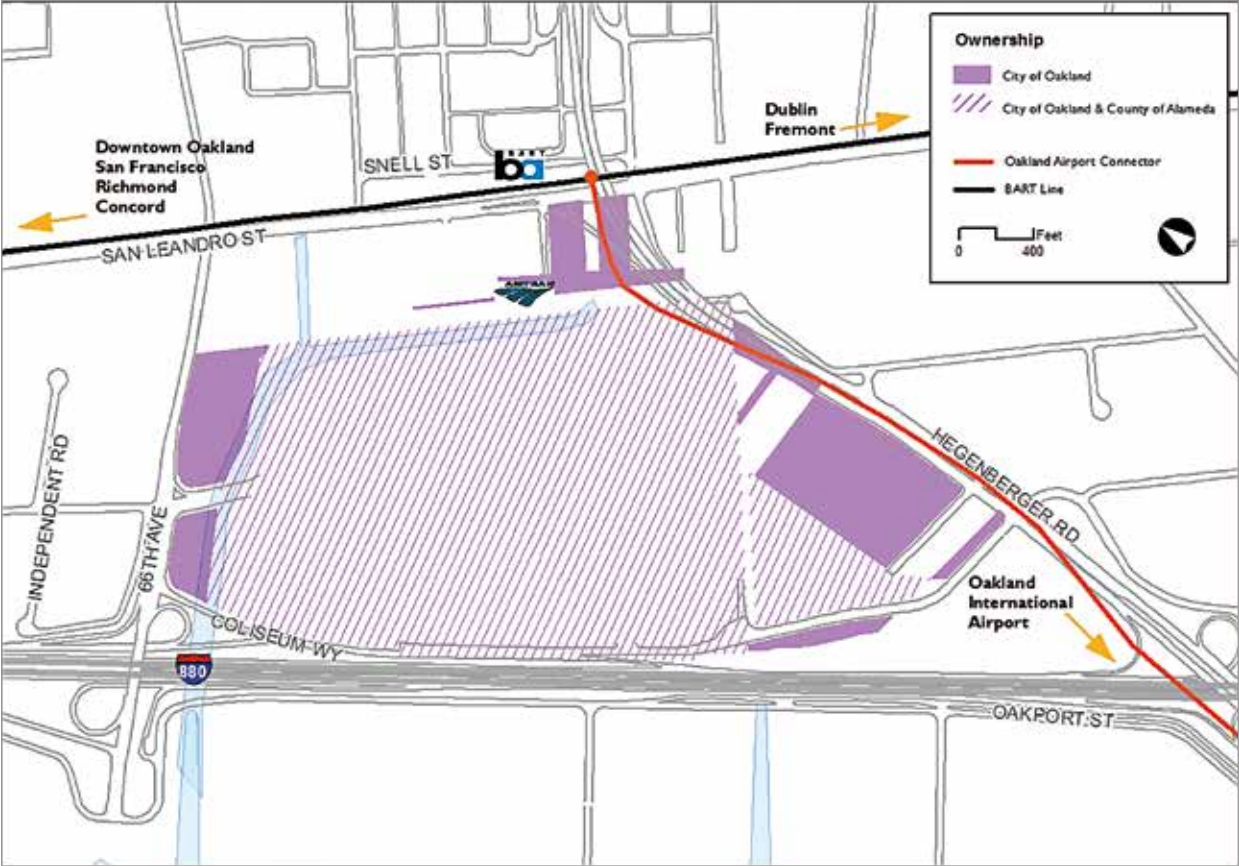
2 Kaiser Plaza



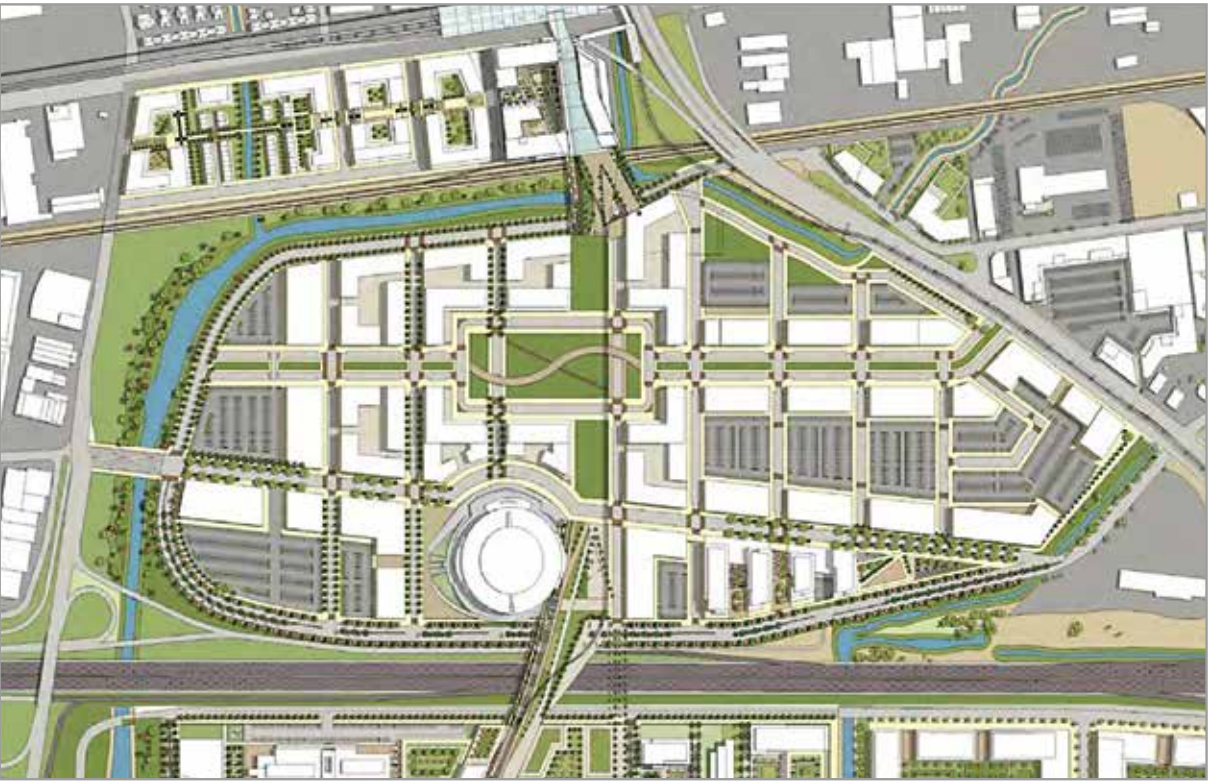
The Key at Broadway



2201 Valley Street



Coliseum Area Ownership



Rendering of Potential Buildout Scenario with Arena

Oakland Coliseum Area Opportunity Site Ground-Up Campus Development (Phase II/III)

The Oakland/Alameda County Coliseum Complex (Complex) is an existing 120-acre sports and entertainment complex located along I-880, between 66th Avenue and Hegenberger Road, connected to the BART Coliseum station. BART's Coliseum station serves 6,625 average weekday riders, and is also the transfer point for the Oakland Airport Connector that moves passengers on an 8-minute ride to the Oakland International Airport. The Complex is also served by Amtrak's Capitol Corridor route, with nine daily weekday departures connecting the site to Sacramento and San Jose. The adjacent Interstate 880 has current daily traffic counts of 217,000 vehicles.

The majority of the Coliseum site is jointly owned by the City and Alameda County, and the City owns several adjacent parcels. The Complex now includes both the Oracle Arena, current home to the Golden State Warriors, and the Coliseum stadium, current home to the Oakland A's and Oakland Raiders. The Raiders have opted to relocate to Las Vegas and the Warriors to San Francisco. The A's have most recently announced their intention to build a new downtown ballpark near Lake Merritt. As the three teams relocate, the Complex emerges as one of California's largest underdeveloped, transit-served opportunity sites.

Adopted Plan & Certified EIR Enable Expedited Review
In 2015, the City Council adopted the Coliseum Area Specific Plan in order to provide a long-term vision and guiding framework for reinventing the Coliseum

Complex into a thriving mixed-use urban district that generates jobs for residents. The Plan's flexible development requirements, guidelines, zoning, and policy direction could enable the Complex to be redeveloped to accommodate most or all of Amazon's requirement of up to 8 million sf of new office space on the site, in place of the existing sports facilities. Alternatively, Amazon could combine this campus opportunity with Oakland's other downtown office opportunities to meet its full HQ2 space needs.

The Council also certified the Environmental Impact Report (EIR) to meet California Environmental Quality Act (CEQA) requirements for several mixed-use scenarios of office, R&D, retail, and housing. This allows for streamlined review of future development projects through the City's Conditional Use Permit (CUP), Design Review, and/or Planned Unit Development (PUD) permit processes, followed by an application for development being considered by the Planning Commission at a public hearing. A supplemental EIR may be required, depending on the final mix of uses.

Other Regulatory Agencies

Due to the site's proximity to the Oakland International Airport, Federal Aviation Administration (FAA) Regulations regarding the height of buildings and other objects taller than 159 feet will require FAA review and approval, as well as review by the Alameda County Airport Land Use Commission.

Development on portions of the site within 100 feet of Damon Slough may require approval by the Bay Conservation & Development Commission (BCDC),

a regulator of shoreline development. Approval would not be required if buildings are sited more than 100 feet from the Slough.

Community Benefit Agreements

While the Coliseum Area Specific Plan aims to create significant new employment and housing opportunities in East Oakland, specific requirements are only triggered if the project receives a City subsidy, including if the site is sold for less than fair market value.

While not required of privately financed developments, the City would hope that any future developer of the Complex would consider participating in the following:

- Local and Small Local Business Enterprise Program.
- Local Employment/Apprenticeship Program.
- Living Wage requirements.
- Prevailing Wage requirements.

Similarly, it is hoped the developer would support the hiring and training of Oakland residents, including those from the adjacent East Oakland neighborhoods, for the short-term construction and permanent jobs resulting from the project and provide Project Labor Agreements (PLAs).

Other community benefits encouraged are the inclusion of recreational space for area youth and adults, an educational facility or support of existing neighborhood schools, a full-service grocery store, and a health and fitness center. The Plan encourages public open spaces to be designed to encourage pedestrian connections, foster enjoyment of the

public realm, and produce livable and attractive urban neighborhoods and workspaces. Similarly, the proposed Elmhurst Creek open space corridor should be configured and designed to enhance ecologic and hydrologic functions, while also providing public open space and recreational amenities for visitors and future residents and workers.

Sustainability Requirements

All new buildings in the Coliseum area should be designed to achieve CALGreen Tier One standards, to reduce or avoid air quality and greenhouse gas (GHG) emissions impacts and reduce operational costs. Project designs should incorporate aspects of the City of Oakland's Green Building Ordinance.

If the Coliseum and/or Arena are demolished, their physical structures should be crushed and used for fill or aggregate onsite if feasible. If the crushing or filling operation does not take place onsite, the project may need to provide mitigation for air quality and GHG emissions impacts caused by additional material trucking to and from the Coliseum area.

All demolition will follow the City's Construction and Demolition Recycling Ordinance, which requires projects to prepare a Waste Reduction and Recycling Plan showing how the project will salvage or recycle 100% of all Asphalt & Concrete materials, and 65% of all other materials.

In addition, the ordinance requires a Construction and Demolition Summary Report that documents the actual salvage, recycling, and disposal activity for the completed project, which would be prepared by the project applicants.

3. The Assets

Richmond

Richmond Southern Shoreline – UC Berkeley Field Station & Campus Bay

The Richmond Southern Shoreline site consists of two components – The University of California, Berkeley (UC Berkeley) Richmond Field Station; and the adjacent Campus Bay property:

- **UC Berkeley Richmond Field Station** is located at 1301 South 46th Street on the southern shoreline of the City of Richmond, and is owned by the University of California (UC). In May 2014, the University of California (UC) Board of Regents approved a Long Range Development Plan (LRDP) and Program Environmental Impact Report for the site (the “Richmond Bay Campus”). The LRDP was jointly prepared by UC Berkeley and the Lawrence Berkeley National Laboratory to reflect development goals for the Richmond Field Station and for adjacent properties owned by UC Berkeley. The LRDP provided guidance for the development of over 5.4 million sf of research and development facilities on UC Berkeley property that could serve as the backbone for the Amazon facility.
- **Campus Bay** is situated directly adjacent to the east of the UC Berkeley Richmond Field Station. The 89-acre property (65 acres to be developed, and 25 acres of wetland habitat and preserve) was included in the scope of the Richmond Bay Specific Plan¹ (RBSP). The RBSP provides: (1) a land use plan for a vibrant mixed office/R&D, residential, and retail community; and (2) a certified Environmental Impact Report (EIR), both of which were completed in December 2016. The land use plan contemplates up to 2,120,000 sf of business service space, up to 1,590 residential units, and 320,000 sf of retail space.

The combined UC Berkeley Richmond Field Station (UCRFS) and Campus Bay sites provide a premier San Francisco Bay-front location with attributes summarized below.

Current ownership structure:

The two adjacent sites comprise 201 acres (176 developable). The 112-acre UC Berkeley Richmond Field Station is owned by UC; the 89-acre (64-acre developable) Campus Bay site is currently owned by Cherokee Simeon Ventures, LLC, and is being actively marketed for sale.

Adopted Plans & Certified EIRs Enable Streamlined Review

The UCRFS site is covered by a Long Range Development Plan (LRDP) and Environmental Impact Report (EIR) approved by the UC Board of Regents. The LRDP provides guidance for the development of more than 5.4 million sf of research and development (R&D) facilities. In December 2016, the Richmond City Council adopted the Richmond Bay Specific Plan (RBSP), which includes the Campus Bay area (Subarea 4). The RBSP provides for up to 5.6 million sf of R&D/business/services, 720,000 sf of retail, over 4,000 housing units, and 84 acres of public and natural open space. The Campus Bay area can accommodate 2,120,000 sf of business service space, up to 1,590 residential units, and 320,000 sf of retail space. The LRDP and RBSP have certified EIRs that support streamlined review of future development projects. The combined LRDP and RBSP locations accommodate 11 million sf of R&D/business/services capacity, fully providing for Amazon’s requirement for 8 million sf of new office space.

Utility infrastructure present at the site

Utility infrastructure is provided by local utility companies and the City of Richmond. East Bay

Municipal Utility District (EBMUD) provides water to the site; the Richmond Municipal Sewer District provides storm and sanitary sewer infrastructure; Pacific Gas & Electric (PG&E) provides electrical power and natural gas.

Education

The UC Berkeley main campus is situated approximately eight miles from the proposed site (15-minute drive). A community college (Contra Costa College) is situated within the City of Richmond boundaries. The City also offers a community-wide college scholarship fund and college success program (the Richmond Promise) for all of its graduating high school seniors.

Community Benefits

UC Berkeley has committed to development of their UCRFS site in a way that provides community benefits in the following broad categories: local hire and workforce training; housing; education; and local procurement. The RBSP provides for the preservation of shoreline as open/conservation space in the context of approved development. It is anticipated that this space will be programmed to integrate with the nearby Eastshore State Park, with public trails/boardwalks, viewing platforms, and interpretive displays.

Parks and Open Space

Richmond features more than 6,500 acres of parks and open space, including local, regional, state, and national resources. These parks provide for enjoyment of natural areas and primarily passive recreation such as hiking, biking, dog walking, and picnicking. One local gem is Point Isabel Regional Shoreline, a 23-acre park located in close proximity to the Richmond Bay Specific Plan area. The park features dramatic views of the Golden Gate Bridge, and it is the largest public off-leash dog park in the nation, with over 500,000 dog visits per year. Richmond’s parks, public plazas, and open spaces create a strong sense of community

identity, promote health and wellness, and protect historical and cultural amenities that are part of the City’s legacy.

Sustainability

Richmond is a member of MCE, California’s first Community Choice Aggregation program that has redefined the local energy landscape. Together with MCE, Richmond is having a significant beneficial impact on reducing greenhouse gases, helping to stabilize rates, and encouraging investment in new, local renewable projects. The Richmond community continues to engage in local climate change prevention efforts, and initiatives to better prepare the community for the future impacts of climate change. The Richmond Climate Action Plan² provides a framework of policies and programs to achieve the City’s health and environmental goals, operationalizing the community-driven vision set forth by the Richmond General Plan 2030.

Connectivity

In 2013, construction was completed on a fiber optic network that operates at a rate of 10 gigabits per second. Serving multiple municipal communications, there is a surplus of fiber optic strands available to provide broadband connectivity for the business community. The City is bisected by numerous telecommunications providers and is within 15 miles of global data centers.



Richmond Field Station

References/Hyperlinks

1. www.richmondabay.org
2. www.richmondcap.org

City of Richmond – Hilltop Area

Site Description

The Hilltop area includes the Hilltop Mall; the Point Pinole Regional Shoreline; residential areas near the intersection of Hilltop Drive and Richmond Parkway; and the neighborhoods of Parchester Village, Hilltop Village, Hilltop Bayview, Hilltop Green, and Fairmede-Hilltop.

The Hilltop Mall was built in the early 1970s to expand regional retail in Richmond. The Mall eclipsed the downtown as the main commercial area in the City soon after its construction. Low- and medium-density residential development surround the Mall. The area is served by Interstate 80, San Pablo Avenue, and the Richmond Parkway. Recent developments surrounding the mall include mixed-use and local-serving retail.

The City of Richmond views Hilltop Mall as a change area to grow as a highly visible and accessible regional district for retail and employment, blended with a mix of higher-density residential development. The site is in close proximity to BART and a regional transit facility, as well as Interstate 80.

The complete redevelopment of the 77-acre Hilltop Mall is proposed for the Amazon facility. The property was recently re-zoned for up to approximately 16.7 million sf of occupied building area within which retail, office, hotel, and residential uses are permitted, and, within such building area, up to approximately 9,670 residential units are allowed.

Current ownership structure

The site was recently purchased and is currently owned by LBG Real Estate Companies, LLC.

Current zoning and entitlements

Hilltop Mall is identified in the City of Richmond General Plan as a change area to grow as a highly visible and accessible regional district for retail and employment, blended with a mix of higher-density residential development. The Hilltop Mall and the area between Hilltop Mall Road and Hilltop Drive south and east of the mall is designated as High-Intensity Mixed-Use (Major Activity Center) to promote the transformation of the area from a suburban, low-intensity auto-oriented retail center to a high-intensity urban center. The new vision will encourage establishment of higher-intensity office, retail, and entertainment uses along with higher-density residential. This development could occur on the existing parking field that surrounds the center. Parking structures would accommodate displaced parking and a mix of high-intensity uses would complement and re-energize the shopping center. The property was recently re-zoned for up to approximately 16.7 million sf of occupied building area within which retail, office, hotel, and residential uses are permitted, and within such building area, up to approximately 9,670 residential units are allowed.

Utility infrastructure present at the site

Utility infrastructure is provided by local utility companies. East Bay Municipal Utility District (EBMUD) provides water to the site; the West Contra Costa Sanitary District provides storm and sanitary sewer infrastructure; Pacific Gas & Electric (PG&E) provides electrical power and natural gas.

Education

UC Berkeley is situated approximately 12 miles from the proposed site (25-minute drive). A community college (Contra Costa College) is situated within the City of Richmond boundaries. The City also offers a community-wide college scholarship fund and college success program (the Richmond Promise) for all of its graduating high school seniors.

Sustainability

Richmond is a member of MCE, California’s first Community Choice Aggregation program that has redefined the local energy landscape. Together with MCE, Richmond is having a significant beneficial impact on reducing greenhouse gases, helping to stabilize rates, and encouraging investment in new, local renewable projects. The Richmond community continues to engage in local climate change prevention efforts, and initiatives to better prepare the community for the future impacts of climate change. The Richmond Climate Action Plan¹ provides a framework of policies and programs to achieve the City’s health and environmental goals, operationalizing the community-driven vision set forth by the Richmond General Plan 2030.

Connectivity

In 2013, construction of a fiber optic network was completed that operates at a rate of 10 gigabits per second. Serving multiple municipal communications, there is a surplus of fiber optic strands available to provide broadband connectivity for the business community. The City is bisected by numerous telecommunications providers and is within 15 miles of global data centers.

References

City of Richmond. (2011). University of California Lawrence Berkeley National Laboratory (LBNL) Second Campus RFQ No 0103.

City of Richmond. (2016). City of Richmond Climate Action Plan (CAP). Adopted October 2016. Retrieved from www.richmondcap.org.

City of Richmond & Opticos. (2016). Richmond Bay Specific Plan (RBSP): Ordinance No. 21-16 N.S Adopted December 20, 2016. Retrieved from www.richmondbay.org.

City of Richmond. (2012). Richmond General Plan 2030: Parks and Recreation Element. Adopted 2012. Retrieved from <http://www.ci.richmond.ca.us/DocumentCenter/Home/View/8815>.

MCE. (2016). Our Mission: Your LOCAL Energy Source. Retrieved from <https://www.mcecleanenergy.org/about-us/>

MIG. (2016). Berkeley Global Campus: Community Working Group Recommendations Report (BGC CWG).

MIG. (2016). Berkeley Global Campus: Community Working Group Recommendations Report (BGC CWG): Final Adopted Recommendations, Appendix B-2).

Richmond Promise. (2017). Richmond Promise Website. Retrieved from <http://www.richmondpromise.org/>.

San Francisco Business Times. (2016). Richmond: Live, Work, Innovate, Prosper (SF BT).

University of California Berkeley & Berkeley Lab. (2013). Richmond Bay Campus (RBC) Long Range Development Plan (LRDP): Community Draft.

University of California Berkeley & Berkeley Lab. (2013). Community Meeting PowerPoint: The Proposed Richmond Bay Campus (RBC) Draft Long Range Development Plan (LRDP). Retrieved from <http://www.ci.richmond.ca.us/DocumentCenter/View/27193>.

References/Hyperlinks
1. www.richmondcap.org

3. The Assets

San Francisco

The San Francisco Shipyard & Candlestick Point, a FivePoint Project

Former Hunters Point Naval Shipyard and Candlestick Park

<http://www.shipyardcandlestickcommercial.com/>

Equidistant between downtown San Francisco and the San Francisco International Airport, the San Francisco Shipyard and Candlestick Point is the largest single redevelopment opportunity on the West Coast. The project will include up to 4.3 million sf of office/R&D space, 12,100 new homes, 400 hotel rooms, 1 million sf of regional- and neighborhood-serving retail, and 350 acres of waterfront parks and open space. The project is being implemented via a public-private partnership between the City and its master developer partner, FivePoint Communities (FivePoint).

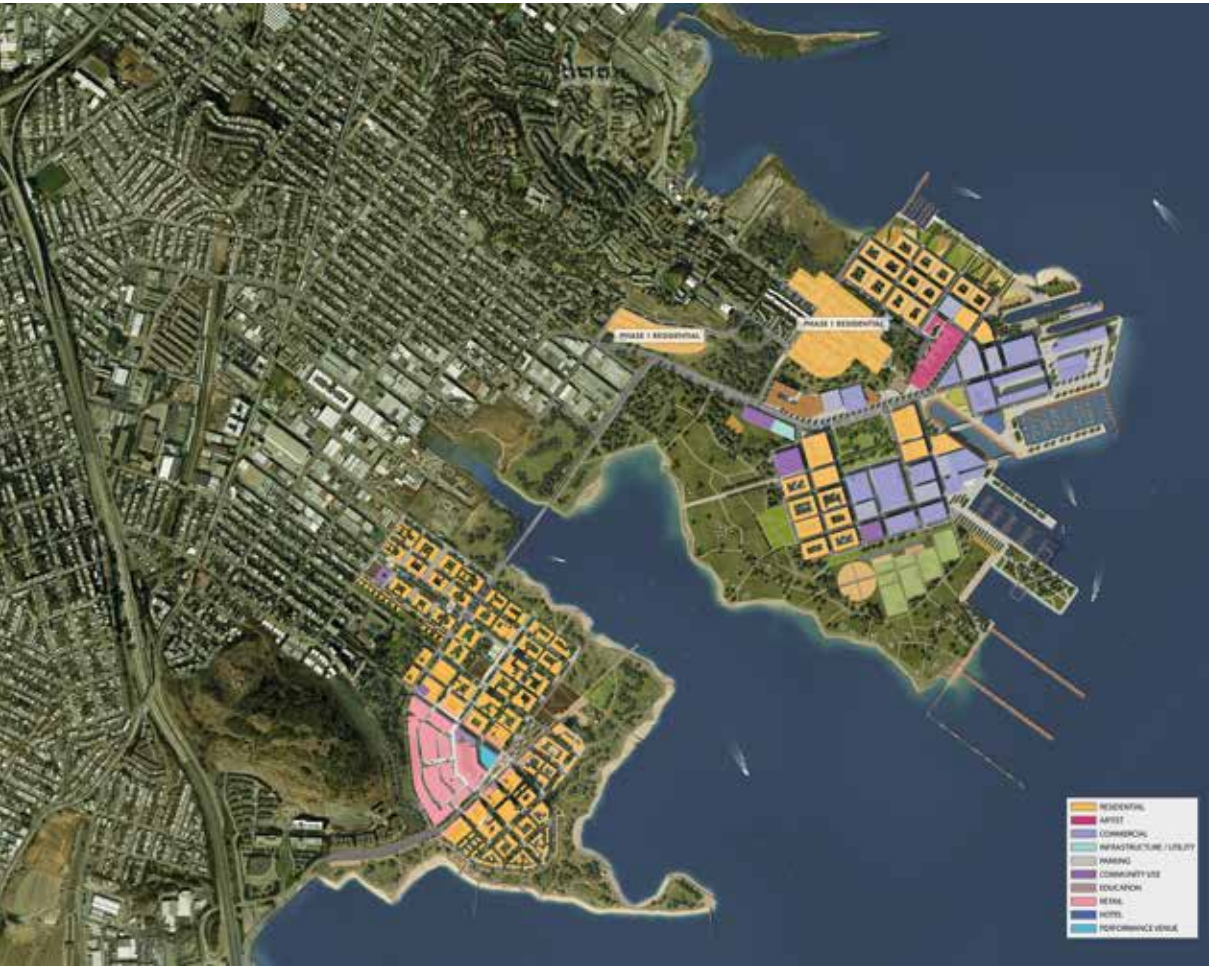
Site Description/Current Ownership Structure

The project area is approximately 780 acres across Candlestick Point and San Francisco Shipyard. The City transferred the 70-acre former Candlestick Stadium site to the developer in 2014. The Hunters Point Shipyard will be transferred in phases from the Navy to the City and then to the developer FivePoint as environmental remediation is completed. To date, the Navy has transferred 90 acres of the former Shipyard. The remaining land will be transferred between now and 2022. To date, 350 units of housing have been built on Phase I of Hunters Point Shipyard, and another 630 units are fully entitled.

Utility Infrastructure Present at the Site

The existing utility infrastructure will be demolished and replaced in its entirety, including extensive on-site and off-site improvements to connect internal streets, bike, and pedestrian paths with surrounding transit, roadway, and Bay Trail networks. The public infrastructure will be phased in to serve the incremental needs of buildings as they are constructed. The total investment in utilities and public infrastructure at the site would be \$1.35 billion.

Project	Acreage, SF of Office/R&D	Entitlements	Community Benefits	Sustainability
The San Francisco Shipyard & Candlestick Point	780 acres 3M to 4.265M sf	3 million sf currently entitled; additional entitlements anticipated in 2018	Yes	LEED-NH certified community, LEED Gold buildings, habitat restoration, transportation demand management plan, solar, storm water management, sea level rise protections



Artist's rendering conceptual only; there is no assurance this project will be built as shown
Land use plan for The Shipyard Communities (The San Francisco Shipyard and Candlestick Point)



Artist's rendering conceptual only; there is no assurance this project will be built as shown
View of Dry Dock from Hilltop

Development Program

The proposed development program includes the following:

Shipyard	Candlestick
4,881 new homes	7,218 new homes
4,265,000 sf of office/R&D space	690,000 sf of regional retail
400,000 sf of retail and maker space	131,000 sf of neighborhood retail
120,000 sf of hotel (175 rooms)	150,000 sf of hotel (220 rooms)
102,000 sf of community use	46,000 sf performance arts center
225,000 sf of artist space	29,000 sf film and arts center
410,000 sf of institutional/educational space	50,000 sf of community use
300-slip marina (future water taxis/ferry)	

Entitlements

In 2010, the City approved Redevelopment Plans, the Disposition and Development Agreement (DDA), and the Final Environmental Impact Report for the project. These entitlements allow the developer to construct up to 10,500 homes, over 3 million sf of office/research and development, and 1 million sf of neighborhood and regional retail. A separate DDA entitles an additional 1,600 homes and 80,000 sf of retail on Phase I of Hunters Point Shipyard. The City is working with its master developer partner, FivePoint, to amend the 2010 entitlements to expand commercial opportunities to the ±6.6M sf described above. Approvals are being sought in 2018.

Community Benefits

The master developer estimates that the total public and private investment in horizontal infrastructure and community/public benefits is \$3.4 billion. As part of the community benefits package, the project will provide programs designed to create opportunities for small and local businesses, including funding for workforce training and placement for local residents, a community builder program, and construction assistance for local contractors, as well as funding, infrastructure and land for the creation of affordable housing. The project will be developed primarily through the investment of private capital and the use of well-established tax-exempt financing tools, including \$1.2 billion in Community Facilities District bond proceeds and \$1.8 billion in Tax Increment Financing bond proceeds, supported by certain tax revenues generated by the project itself.

Community Benefits Summary

Item	\$ Value (Millions)
Parks, Transit & Transportation Improvements	\$550
Affordable Housing Infrastructure	\$395
Affordable Housing Subsidies	\$151
Affordable Housing Land	\$260
Community Benefits Payments	\$58
Artist Building & Educational Space	\$70
Community Space Subsidies	\$29
Total	\$1,513

I. Estimate of community benefits investment provided by FivePoint.



Artist's rendering conceptual only; there is no assurance this project will be built as shown
The San Francisco Shipyard – Green Room

Education/Arts

The Project will create a new educational center integrated with a diversity of commercial uses in the Project's Innovation District. Educational uses could include a high school STEM program, public elementary school, a K-12 private school, and a campus for a state college or university.

Sustainability

The San Francisco Shipyard project includes a district-wide approach to energy and water use to enhance energy efficiency, reduce carbon emissions from fossil fuels, and recycle and reuse water. This concept, referred to as the "Eco-Grid" includes on-site distributed generation (solar PV), geothermal-based thermal energy loops to provide hot and chilled water, and a district-wide recycled water system. Other, site-wide, sustainability initiatives in the project include:

- LEED-NH certified community and minimum of LEED-Gold standard for all buildings.
- Habitat restoration.
- Transportation Demand Management Program (TDM) including:
 - A new Bus Rapid Transit (BRT) connecting to Caltrain and BART stations.
 - Shuttles to downtown San Francisco and transit passes for residents and employees.
 - Extensive bikeway and pedestrian networks.
 - Landside and waterside improvements for water taxis and future ferry service.
- Stormwater eco-gardens and the use of recycled water.

- Solar energy infrastructure.
- Energy-efficient LED lighting.
- Adaptive management approach to sea level rise.
- Future-proofing the infrastructure, streets, and public realm to support autonomous cars.

Connectivity

Fiber connections for Wi-Fi are currently provided to Shipyard residents through Race Communications, offering lightning fast IGbps Internet speed. A "smart city" approach is being taken in the design of the project, including community-based apps, mobility solutions, security, energy management, and connected building applications.

Lifestyle

A community thrives as it works, and San Francisco has a long history of industry, innovation, and hard work. As the largest urban redevelopment on the West Coast, the project will transform this long-neglected portion of the waterfront into a vibrant live/work/play community that embodies the bold spirit of San Francisco. A roster of top international architects and designers are designing innovative new homes, vibrant retail spaces, and creative office, R&D and lab space to accommodate professionals in a diverse range of industries, while inspiring the next generation of world-changers with sweeping vistas of the Bay. Adaptive reuse of 1M+ sf of existing heritage buildings will create unique and interesting workspaces, while modern office, R&D, and lab space is being designed with high-performance specifications, sustainability, employee health, and productivity in mind.

Southern Bayfront

Mission Creek to Candlestick Point

The Southern Bayfront is a collection of dynamic neighborhoods, vibrant communities, and a large and multi-faceted waterfront, spanning from Mission Creek to Candlestick Point – almost 5 miles along the southeastern waterfront. Proposed investments seek to revitalize underutilized waterfront properties, transform them into assets for the community, and create new places to live, work, and create on former industrial, non-residential land.

The framework for these projects are deigned to guide the major new investment towards community and citywide public benefits such as affordable housing, open space, transportation, economic and workforce development, community facilities, sustainability, and sea level rise protections.

Project	Acreage SF of Office	Entitlements	Community Benefits	Sustainability
Pier 70, A Forest City Project	28 acres 1.1M sf	Expected October 2017	Yes	LEED Gold, with LEED ND designation for the entire district, 100% renewable energy resources, greywater systems, sea level rise protections
Mission Rock	28 acres 972K – 1.4M sf	Expected early 2018	Yes	100% renewable energy resources, Type I Eco-District, non-potable water systems, sea level rise protections
Potrero Power Station Mixed-Use Development Project	28.8 acres 597K sf office 645K sf R&D	Environmental Review initiated	Being developed	Sustainability Plan, sea level rise protections



Southern Bayfront

Pier 70, A Forest City Project

Along the waterfront at the foot of Potrero Hill and Dogpatch neighborhood

www.pier70sf.com

Acreage/Square Footage

Pier 70 is a 69-acre area that includes an active ship repair facility, a 10-acre Port-owned park, seven majestic, rehabilitated historic buildings, and an approximately 28-acre infill development site. Pier 70 will include approximately 2,150 new residential units, 1.1 million sf of office space, up to approximately 400,000 sf of neighborhood and retail services, including 150,000 sf of arts, industrial, and small-scale manufacturing, as well as 9 acres of waterfront open space.

Entitlements and Construction

After the unanimous approval of transaction documents and certification of the project's Environmental Impact Review (EIR) by San Francisco's Planning Commission in August 2017 and unanimous approval by the SFMTA, SFPUC, and Port Commission, the Pier 70 Project will be before the Board of Supervisors in October 2017 for entitlement.

Community Benefits

The Project has a robust community benefits program, including:

- Funding of approximately \$1 billion to \$2 billion for sea-level rise protections along the City's entire waterfront, through a special tax.
- Opening to the public an important part of San Francisco's waterfront that has been dilapidated and inaccessible for more than 150 years.
- The construction and maintenance of nine acres of new waterfront parks, including the extension of the Bay Trail.
- 30% of units to be affordable, both as inclusionary units as well as within dedicated affordable housing parcels. The Project will also include a neighborhood preference program and dedicated affordable housing marketing program for District 10 residents.
- Generating between \$30 million and \$40 million in funds for HOPE SF (public housing) rebuild.
- The restoration and adaptive reuse of important historic resources within the Union Iron Works Historic District.
- Including new and renovated spaces for arts and culture, and small-scale manufacturing and neighborhood services that are integrated with traditional office uses.
- Preserving the arts community currently located in the Pier 70 Noonan Building through a state-of-the-art, on-site studio space that will be subsidized at permanently affordable rents.
- Providing onsite childcare facilities.
- Funding and construction of extensive transportation improvements that will benefit the entire southern waterfront.

Sustainability

The Pier 70 Project will include at least 15% of all available rooftop space as solar facilities – either thermal or photovoltaic. The Project is also exploring the creation of a micro-grid to enhance resiliency and reduce non-renewable resource use.

There is a robust sustainability program that requires at least LEED Gold for commercial buildings and LEED Silver for residential buildings, with the entire district seeking a LEED ND designation. Sustainability targets include 100% of electricity from renewable sources, 15% of roof area dedicated to solar, and 100% businesses San Francisco Green Business Certified. A few additional site-specific programs and approaches are listed below.

- The Project will meet its own non-potable water demand through use of in-building greywater treatment systems or a district-wide blackwater treatment facility.
- The Project will contribute approximately \$650,000 in air quality emissions offsets.
- The Project is also exploring maximizing building efficiency and passive design strategies, as the site plan allows.
- The Project will be protected from projected sea level rise through 2100 by literally raising the grade of the site above projected water levels. There will also be a project-specific financing mechanism to allow for future protective or adaptive improvements to be made.

Connectivity

The Project will include entirely new infrastructure and utilities, including fiber.

Lifestyle

The Pier 70 Project is designed as a walkable and bikeable district with innovative, leading-edge architecture. The Project includes nine acres of parks and open space – designed by James Corner Field Operations, landscape architects of the High Line – that will reflect the gritty, urban, industrial space that is Pier 70. Pier 70 will maintain a transit-oriented site plan that leverages the City's investment in the new Central Subway light rail and prioritizes pedestrians and bicycles with innovative street designs. Building 12, an approximately 150,000 sf historic structure that used to house ship-repair facilities, will be reimaged as a maker's market hall, with local manufacturing and makers, retail facilities, and food and beverage, opening right out onto a market square plaza. The Pier 70 shoreline will have more than five acres of open space, including large public art installations, historic interpretation, and an unmatched view of the San Francisco skyline and the East Bay hills.



San Francisco Central SoMa

Mission Rock, a San Francisco Giants Project

The Southern Waterfront just south of AT&T Park
www.missionrock.com

Acreage/Square Footage

The site is approximately 28 acres along the San Francisco waterfront consisting of 11 building sites – four for housing, four for office, and three “flex” parcels for either housing or office. The parcels that are reserved for office consist of approximately 972,175 sf. Depending on the allocation of three “flex” parcels, the total office could be as much as 1.4 million sf. The housing parcels will enable 1,135 units with capacity for an additional 465 units in the flex parcels. The project includes historic Pier 48, which consists of an additional 200,000 sf. Mission Rock is designed to be a vibrant mixed-use community with active retail uses on the ground floors of each of the building sites, approximately 250,000 sf in total.

Entitlements and Construction

In 2015, the voters of San Francisco overwhelmingly approved an initiative endorsing the plan and establishing height limits for each of the development parcels. The project is in the final stages of the entitlement process and expects to obtain all local approvals in the next several months.

Community Benefits

Forty percent of the units will be affordable and offered at below market rates – most of these designated for individuals and families with moderate incomes such as teachers and public safety workers.

Sustainability

The project seeks to fulfill all of its energy needs through renewable resources and all of its non-potable water needs with non-potable sources. It will be the first Type I Eco-District in San Francisco, delivering new district-wide sustainable infrastructure. Given the public transportation connections to the site, Mission Rock is expected to generate significantly less vehicle trips than other sites in the Bay Area.

The site is also designed to be resilient up to 66 inches of sea level rise (current high projections for the year 2100).

Lifestyle

Spread through the project are eight acres of parks and open space, featuring a major waterfront park to the north and anchored by an urban square in the heart of the project. The project buildings will interact with open spaces on the ground floor, and many sites will have magnificent water and city views. The project is envisioned as becoming the social hub for the Mission Bay neighborhood and the 3 million or more fans that attend games at nearby AT&T Park each year.

Potrero Power Station Mixed-Use Development Project, a California Barrel Company, LLC Project

Area bound by 22nd St, the SF Bay, 23rd St and Illinois St

Acreage/Square Footage

The project consists of 28.8 acres with construction comprising 597,723 gsf of office uses, 645,735 gsf of R&D uses, 2,682 residences (both market rate and affordable), over 100,000 gsf of retail, 45,000 gsf of industrial uses, as well as a 220-room hotel and centralized district parking structure.

Entitlements and Construction

The proposed project would include amendments to the General Plan and Planning Code, creating a new Potrero Power Station Special Use District (SUD). The SUD would establish land use controls for the Project Site and incorporate designs standards and guidelines in a new Potrero Power Plan Station Design for Development document.

Community Benefits

The project will include construction of transportation and circulation improvements, geotechnical and shoreline improvements, and approximately 6.3 acres of publically accessible open space.

Sustainability

The proposed project will establish a Sustainability Plan outlining performance and monitoring criteria for its operation. The project will make physical improvements to the shoreline, such as berms and seawalls to address sea level rise, increasing elevations 3 to 7 feet to address sea level rise risk and wave run up, accounting for future sea level rise of up to 66 inches. Energy systems will be explored as part of the plan – one scenario being explored includes multiple buildings connected to a district energy system (DES) distribution loop that allows buildings to exchange heat and cooling energy. The project will include a Transportation Demand Management program that will prioritize pedestrian and bicycle access and implement measures to encourage alternative modes of transportation.

Connectivity

Adjacent to the project site is PG&E's Potrero Substation, a functioning high-voltage transmission substation serving San Francisco and the Trans Bay Cable converter station. They connect the Pittsburg-San Francisco 400-megawatt direct-current, underwater electric transmission cable to PG&E's electricity grid.

Lifestyle

The proposed project will include 6.3 acres of public open space extending the blue greenway and bay trail through the project site, creating an urban waterfront space activated by waterfront dining and retail. The project may include the development of a dock that provides access to the water for fishing and recreational watercraft. The project will also incorporate a bus stop and bus layover location, including bathroom facility for drivers.

Site Overviews: Central SoMa

The rectangle bounded by Market Street, Townsend Street, 2nd Street, and 6th Street

The vision of the Central SoMa Plan is for the creation of a sustainable neighborhood by 2040, in that the neighborhood meets the needs of the present without compromising the ability of future generations to meet their own needs. The Central SoMa Plan seeks to achieve sustainability in each of its aspects – social, economic, and environmental.

The Central SoMa Plan is designed to keep and build off what is great about the neighborhood, including its central and transit-rich location, its diversity of residents and jobs, its unique combination of building, and its vibrant entertainment and nightlife scene. Simultaneously, the Plan seeks to address concerns about the neighborhood, including lack of affordable space and lack of recreational opportunities and greenery. To facilitate necessary improvements, the Plan will generate over \$2 billion in community benefits for the neighborhood, including 33% affordable housing; \$500 million towards transit; sidewalk and street improvements; walking and biking conditions that are safe, convenient, and enjoyable; a series of new parks, recreational opportunities; greening and

sustainability improvements on public and private property; preservation of historic buildings and blue collar jobs; and funding for non-profits and community services.

The Central SoMa Plan is nearing adoption, after several years of planning and environmental review. The City anticipates that the Area Plan will be adopted in the spring of 2018, after which time individual projects will be able to be entitled to build by the City. The Plan projects about 6 million sf of new office. There are a number of projects already in various stages of the planning process within this area that could be compiled to create an urban campus for Amazon.

Project	Acreage SF of Office	Entitlements*	Community Benefits	Sustainability
New Flower Mart Project	6.78 acres 2.032M sf	Anticipated for Q2 2018	Yes	LEED Platinum
598 Brannan	4.5 acres 915K sf	Will be ready to file for approvals when Central SoMa is passed	Yes	LEED Gold, California Title 24 standards
88 Bluxome	2.6 acres 833K sf	Will be ready to obtain approvals when Central SoMa is passed	Yes	LEED Gold
4th & Harrison Project	2.34 acres 750K sf	Anticipated for end of 2018	Yes	LEED Platinum, high- performance fenestration
One Vassar	2.1 acres 450K sf new, 110K sf Repurposed	Anticipated for 2019	Yes	LEED certified, on-site storm water treatment, on-site car share

*It is possible that San Francisco's annual office allocation limits may delay some entitlements. It is anticipated that allocations for all projects would be available through phasing over the next 3 years.

The New Flower Mart, a Kilroy Realty Project

North of Brannan St. between 5th St. and 6th St.
www.newsfflowermart.com/

Acreage/Square Footage:

The Project is located on six parcels comprising 6.78 acres. The Project will construct three new buildings containing office space, retail/restaurant space, and the New Wholesale Flower Market. The Project includes approximately 2,352,000 sf of new, above-grade construction, consisting of: 2,032,800 sf of office; 204,200 sf of retail/restaurant space (including 10,000 sf that will be operated by San Francisco Flower Mart, LLC); and The New Wholesale Flower Market (which will be operated by San Francisco Flower Mart, LLC) consisting of 115,000 sf of wholesale vendor space on the ground floor plus adjacent on-grade and below-grade truck loading areas.

Entitlements and Construction

The Project is within the larger Central SoMa Plan EIR and therefore will receive entitlements following the certification of the Central SoMa Plan EIR and the approval of the Central SoMa Plan. Publication of the Community Plan Exemption (CPE) for the Project is expected shortly after the approval of the Central SoMa Plan and the Project looks to receive approvals from the Planning Commission and the Board of Supervisors in 2Q 2018.

Community Benefits

The Project has already agreed to a robust community benefits program, including:

- A commitment to constructing the New Wholesale Flower Market in order to replace the outdated and dilapidated Existing Wholesale Flower Market, ensuring the industry continues to thrive in San Francisco.

- The New Wholesale Flower Market has already been leased to the previous owner and current operator, San Francisco Flower Mart, LLC, and all of the approximately 60 individual flower vendors have been guaranteed space in the New Wholesale Flower Market at significantly below market rental rates.
- The Tri-Party Agreement between KR Flower Mart LLC, San Francisco Flower Mart LLC, and the San Francisco Flower Mart Tenants' Association also provides other guarantees, including coverage of all moving and relocation costs for all individual flower vendors to and from an interim wholesale flower market while the New Wholesale Flower Market is under construction.

Sustainability

The Project is seeking to achieve LEED Platinum certification.

Lifestyle

The Project will include a centrally located ground-level plaza, referred to as the "Paseo," that will serve as part of the Project's publicly accessible open space. In addition, the Paseo will connect two large pedestrian plazas located on Brannan Street closer to 6th and at the corner of 5th and Brannan streets. These publicly accessible open spaces will total approximately 40,700 sf. The proposed Paseo and public plazas will also serve to create mid-block pedestrian walkways while sidewalks adjacent to the site will be improved in accordance with the Better Streets Plan. Amenity decks for use by office tenants will be located at various levels and locations throughout the Project to promote wellness in the workspace. In addition to an inviting pedestrian experience, a total of 437 secured Class I bicycle parking spaces (407 for the office use) and 157 Class 2 spaces will be provided at-grade on sidewalks adjacent to the Project.

598 Brannan, a Tishman Speyer Project

598 Brannan St.

Acreage/Square Footage

An approximately 4.5-acre site located at 598 Brannan and 639, 645, and 649-651 Bryant streets. The Central SoMa Plan will allow for the construction of four 8- to 13-story buildings totaling approximately 1,200,000 gross square feet (gsf) in size, including approximately 106,700 gsf of sub-grade parking, loading, and mechanical areas. Three of the buildings would include a total of approximately 915,000 gsf of office space and approximately 70,000 gsf of ground-floor industrial/commercial space, and the fourth building would include a total of roughly 80 residential units (84,650 gsf).

Entitlements and Construction

The Project is preparing all necessary project-specific entitlement documents, including a Community Plan Exemption application and project-specific CEQA studies (wind, shadow, traffic, etc.) and will be ready to file for project-specific approvals immediately following Central SoMa Plan approval by the City.

Community Benefits

The Project will include a new 1-acre public park as a primary public benefit. In total, the site contains a total of nearly 60,000 sf of new public open space. The project will also feature a below market rate housing site for 75 to 85 units of new housing.

Sustainability

598 Brannan will employ many cutting-edge sustainable technologies to achieve LEED Gold Core & Shell for new construction as well as meeting the California Title 24 standards for new construction, some of the most stringent standards in the nation.

Lifestyle:

The office buildings are designed to meet the needs of today's largest technology companies and their employees. The building's highly efficient systems will allow for high-density occupancy. There will be large bike storage and end-of-trip facilities. There will be large, usable decks on many of the office floors.

88 Bluxome Project, an Alexandria Real Estate Project

88 Bluxome St.

Acreage/Square Footage

The Project is 2.6 acres with 833,000 sf of proposed office, 30,050 sf community and rec center, as well as a 133,500 sf space to retain the tennis court use currently at the site.

Entitlements and Construction

Will be filing all Project-specific entitlement and Project approval documents, including a CPE and site-specific CEQA within the calendar year. The Project will be ready to receive Project-specific approvals immediately following Central SoMa Plan EIR certification and Plan approval.

Community Benefits

The Project has committed to building to warm shell a Community Center with pool that will be donated to the City; donation of an air parcel for 88,000 sf of affordable housing; a publicly accessible pedestrian pathway from Brannan to Bluxome; as well as a 14,000 sf linear park between 4th and 5th streets.

Sustainability

This Project will reach a minimum of LEED Gold.

Lifestyle

In addition to the numerous resources included in the community benefits, this site will include substantial bike parking for tenants. The pedestrian pathway will add livability to the location and will include an “art walk” where the Project's 1% for public art funds will be focused.

4th & Harrison, a Boston Properties Project

South side of Harrison between 3rd & 4th.

Acreage/Square Footage

The 2.34-acre site contains a mix of surface parking lots and 1- and 2-story light industrial buildings. The Project is anticipated to contain approximately 800,000 sf of commercial office, retail and Industrial space.

Entitlements and Construction

The Project will be ready to receive entitlements a few months after passage of the Area Plan. Construction would take approximately 30 months.

Community Benefits

As part of the Project, 15,000 sf of land will be dedicated to the city as a future affordable housing site. In addition, the project will contain roughly 40,000 sf of new industrial space. There will be indoor and outdoor public open spaces throughout the project.

Sustainability

The Project will be pursuing a LEED Platinum design by targeting energy re-use, high performance fenestration, and other sustainable attributes.

Connectivity

The Project will include the most state-of-the-art connectivity desirable to the most user-intensive groups.

Lifestyle

The Project will include a variety of rooftop decks with sweeping views of San Francisco.

One Vassar, LLC, a One Vassar, LLC Project

One Vassar

Acreage/Square Footage

Total land area is 91,965 sf, and is occupied by 234,191 gsf of existing developed space. The overall Project is approximately 1,200,000 sf, containing office, hotel, residential, and retail uses. The proposed new 350-foot office tower is located at the corner of 2nd and Harrison streets, containing 450,000 sf of new Class A office space and an additional 110,000+ sf of first-class office space in a repurposed historic concrete frame building.

Entitlements and Construction

The Project has submitted for environmental evaluation and office allocation applications since December 2015, which are anticipated to be approved by 2019 by the Planning Commission as the approval body.

Community Benefits

Community benefits include a generously designed privately operated public open space along 2nd Street designed by SOM and CMG; new street connection from Perry Street to 2nd Street; shared street design on Vassar Place; new mid-block plaza where community can gather; neighborhood-serving retail, including a new marketplace; on-site child care facility; and new activation under freeway deck along 2nd Street.

Sustainability

The Project will be LEED certified and include features such as on-site storm-water treatment and car share.

Connectivity

The Project will deliver Class A office space, built to suit future tenants.

Lifestyle

The three-tower project is designed to be a truly mixed-use development, including a 500-room, 4-star hotel with conference spaces and approximately 400 units of housing with on-site childcare in the residential tower. The ground floor of the project is lined with neighborhood-serving retail and open spaces, including a new public gathering spaces. The multi-level roofs across all three buildings will be designed for active uses, including dog runs and rooftop bars.

Phase One Site Overview: Park Tower at Transbay, a John Buck Company Project

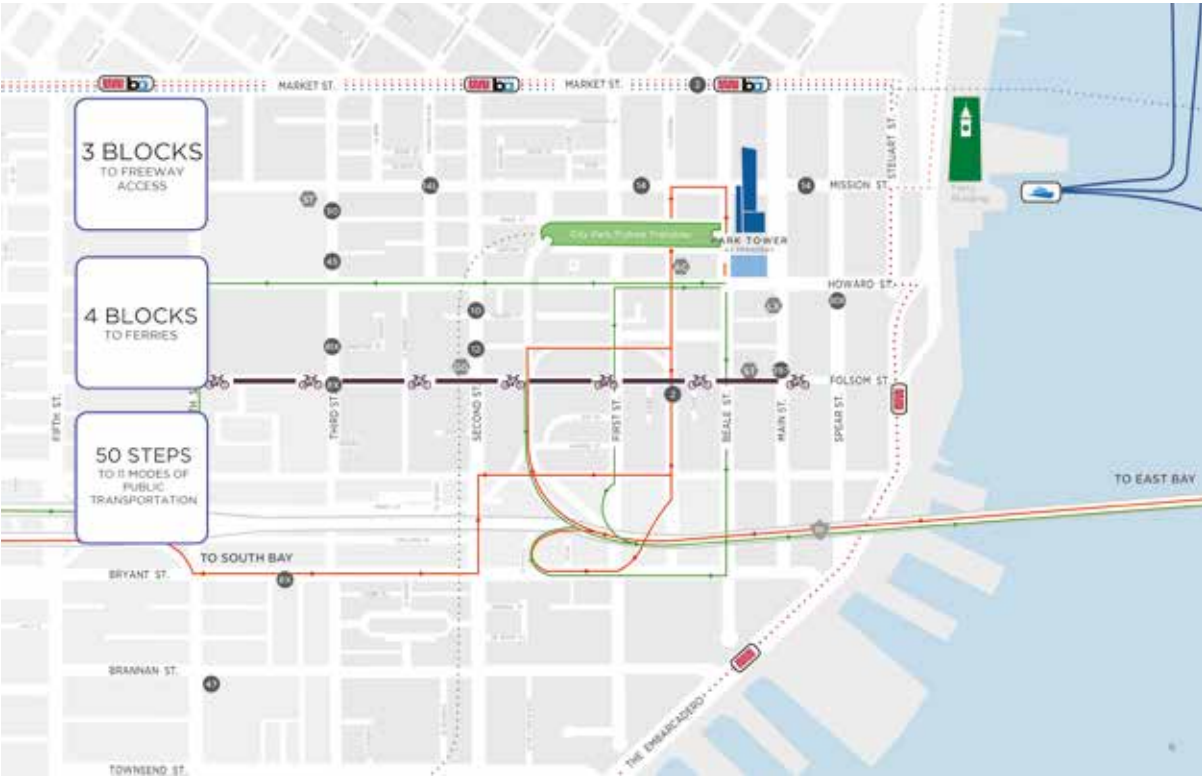
Corner of Beale and Howard
www.parktower@transbay.com

The site is currently owned by a partnership of MetLife, The John Buck Company, and Golub and Company. The owners, led by The John Buck Company, are currently developing the site, with plans to open a 43-story office building by the end of summer in 2018. As the site is currently under

construction, all utilities are either on site already or are being brought on-site. The site is located within the Transbay District, the zoning of which permits construction of office towers up to 550 feet.

When complete, Park Tower will be an innovative office building, offering the highest level of finishes to prospective tenants. The project notably features large roof decks on the 12th and 28th floors, with smaller decks every third floor above the 12th floor. This indoor-outdoor concept is unique, and provides the optimal working environment for prospective tenants.

Project	SF of Office	Construction Delivery	Community Benefits	Sustainability
Park Tower	744k sf	Q3 2018	Yes	LEED Gold



Park Tower



Park Tower

Acreage/Square Footage

The parcel is 31,604+/- SF. When complete, Park Tower will be 892,275 gsf, including 757,296 sf for rental and 744,812 sf of which is designated for office use.

Entitlements and Construction:

All entitlements for the construction project are in place. The new construction permit was issued in October 2015, with updates for alterations issued in November 2015, October 2016, December 2016, and July 2017. Construction completion is expected by the end of summer 2018.

Community Benefits

As part of the permitting process, Park Tower agreed to deliver several key community benefits, in order to actively engage with the growing neighborhood surrounding the project. Two adjacent parcels, M1 and N3 will be left open for public enjoyment. Similarly, the plaza directly outside the lobby will be for public use; it will be activated through a mosaic art installation on one of the walls and through programming of mobile carts and lights on the Howard Street side. The project team has been working with Merriweather & Williams as an SBE consultant to ensure that economic value and opportunities have been spread throughout diverse communities in the Bay Area.

Sustainability:

Park Tower will be LEED Gold, and additional information such as LEED scorecard is available if needed.

Connectivity

- Fiber connected.
- Distributed Antenna System (DAS) for cellular coverage throughout the building.
- A code-required First Responder ERRCS DAS will also be provided for the entire building.
- Wi-Fi service will be provided at public area wireless access point locations.
- Riser space will be provided to accommodate multiple carriers for Tenant's voice/data service needs from the Network Point of Presence (Net-POP/MPOE).

Lifestyle

The property is immediately adjacent to the new Transbay Transit Center, giving employees access to 11 modes of public transportation within 50 steps. In addition, the property is just three blocks from a freeway entrance and four blocks from robust ferry service. Within walking distance of the office, there are more than 80 restaurants and bars, robust shopping options, as well as quick access to Union Square, the SFMOMA, and AT&T Park. For employees looking to get out of the office, beyond the robust outdoor spaces available within the project, there are currently more than 43 nearby public parks and plazas, with 11 acres of new open space, and a new 5.4-acre park directly across the street. This neighborhood is home to many local businesses and a quick walk from the current Amazon space on First and Market and 188 Spear St.

Phase One Site Overview: The San Francisco Shipyard's Innovation District

Former Hunters Point Naval Shipyard and Candlestick Park, a FivePoint Project
<http://www.shipyardcandlestickcommercial.com/>

Acreage/Square Footage

FivePoint could develop up to an 890,000 sf complex that contains a mix of research and development, office, incubator, and educational space on the approximately 11-acre site. The site is currently owned by the Office of Community Investment and Infrastructure and could be transferred to FivePoint, the city's master developer partner.

While the site could be reconfigured to suit a variety of Amazon's space needs, it is currently comprised of four main components that have been fully integrated into the project's Innovation District:

- Adaptive reuse of an existing 253,000 sf, four-story concrete warehouse building.
- New construction of a 120,000 sf mixed-use educational and R&D building.
- New construction of a 517,000 sf office/R&D building(s).
- New construction of an above-grade garage with 1,400 parking stalls.

Located in the heart of The San Francisco Shipyard along Crisp Road, on the new Bus Rapid Transit line, and fronting onto a new 10-acre park (the Green Room), the Innovation District would bring together educational and professional users forging opportunities for partnerships, job training, and workforce development. As the first commercial offering to come on line at The San Francisco Shipyard, the Innovation District would be a catalyst for place-making and commercial activity, and offers Amazon the opportunity to tailor the design and programming of the site specifically to meet its Phase I requirements.

Immediately across the Green Room from the Innovation District, FivePoint has plans to deliver another 750,000 to 800,000 sf of R&D/office space, 82,500 sf of ground-floor retail, and a new above-grade parking garage with up to 1,200 parking stalls by 2022. This additional square footage would be accommodated through new construction and the adaptive reuse of an existing steel warehouse building by adding 3 or 4 interconnected floors. Offering approximately 150,000 sf floorplates, with a ground floor height of 20 feet and typical floor-to-floor heights of 16 feet, the repurposing of this heritage Naval ship building warehouse into modern R&D/office workspace would provide Amazon the flexibility to accommodate any number of its business units in either office, R&D, or dry lab environments.

Project	Acreage SF of Office	Entitlements	Construction Delivery	Community Benefits	Sustainability
San Francisco Shipyard Innovation District	11 acres 890K sf	In place	2020	Yes	LEED-NH & LEED Gold

Entitlements and Construction

Anchoring the project's Innovation District, development of the site could commence in 2018, with delivery as early as 2020.

Community Benefits

Item	\$ Value (Millions)
Parks, Transit & Transportation Improvements	\$550
Affordable Housing Infrastructure	\$395
Affordable Housing Subsidies	\$151
Affordable Housing Land	\$260
Community Benefits Payments	\$58
Artist Building & Educational Space	\$70
Community Space Subsidies	\$29
Total	\$1,513

2) Estimate of community benefits investment provided by FivePoint for the entire San Francisco Shipyard/Candlestick project.

Education/Arts

The Project will create a new educational center integrated with a diversity of commercial uses in the Project's Innovation District. Educational uses could include a high school STEM program, public elementary school, a K-12 private school, and a campus for a state college or university.

Sustainability

The San Francisco Shipyard Project includes a district-wide approach to energy and water use to enhance energy efficiency, reduce carbon emissions from fossil fuels, and recycle and reuse water. This concept, referred to as the "Eco-Grid" includes on-site distributed generation (solar PV), geothermal-based thermal energy loops to provide hot and chilled water, and a district-wide recycled water system. Other site-wide sustainability initiatives in the project include habitat restoration, BRT,

extensive bikeways and pedestrian networks, recycled water gardens, solar infrastructure, LED lighting, and an adaptive management approach to sea level rise.

Connectivity

Fiber connections for Wi-Fi are currently provided to San Francisco Shipyard residents through Race Communications, offering lightning fast 1Gbps Internet speed. A "smart city" approach is being taken in the design of the project, including community-based apps, mobility solutions, security, energy management, and connected building applications.

Lifestyle

A community thrives as it works, and San Francisco has a long history of industry, innovation, and hard work. As the largest urban redevelopment on the West Coast, the project will transform this long-neglected portion of the waterfront into a vibrant live/work/play community that embodies the bold spirit of San Francisco. A roster of top international architects and designers are designing innovative new homes, vibrant retail spaces, and creative office, R&D, and lab space to accommodate professionals in a diverse range of industries, while inspiring the next generation of world-changers with sweeping vistas of the Bay. Adaptive reuse of more than 1 million sf of existing heritage buildings will create unique and interesting workspaces, while modern office, R&D, and lab space is being designed with high-performance specifications, sustainability, employee health, and productivity in mind.

This site within the Project's Innovation District allows Amazon to meet its Phase I requirement, and the opportunity to expand into another 800,000 sf two years later, and up to a total of 4.3 million sf within 5 to 10 years at The San Francisco Shipyard.

The San Francisco Shipyard – Innovation District Buildings



Artist's rendering conceptual only; there is no assurance this project will be built as shown

Phase One Site Overview:
San Francisco 5M, a Forest City Project

4 acres framed by Mission, 5th, and Howard streets
www.5mproject.com

5M integrates historic buildings and new office, residential, engaging street level, and public open space with arts, retail, and community partnerships. By blending public and private areas, there is opportunity to build bridges to the local community and to build unique neighborhood partnerships that likewise would help burnish Amazon's brand and foster a socially engaged company culture. The site is owned by Hearst and is being developed by Forest City. Zoning is in place.

Acreage/Square Footage

5M is a 4-acre site centrally located in San Francisco that will include approximately 290 rental residences, 400 condo residences, a 213,000 sf historical building, a 12,000 sf historic building donated to the arts, and a 614,000 sf office development, including private terraces and 49,000 sf of public outdoor space.

Entitlements

All entitlements were received in 2015. The project is currently under environmental litigation. A trial court ruled in favor of the project in January 2017, and an appeal is underway, with a decision expected no later than February 2018.

Community Benefits

Approval of the project's development agreement in 2015 included a significant public benefits package that covers: 40% affordable housing on-site and in the neighborhood; the project's creation of over an acre of new public open space; over \$12 million in transportation fees specifically marked for improvements in the neighborhood; donation of a 12,000 sf historic building to nonprofit arts uses; funding for workforce and youth development; funding for arts programming and local nonprofit stabilization.

Sustainability

5M's new office will be LEED Gold and the residential will be LEED Silver. The project has a low-impact design for storm water management. 5M's central urban location relies heavily on significant transit infrastructure, allowing for parking ratios that are among the lowest in the city for new construction. The project also includes a robust transit demand management (TDM) program committing to a future reduction of 14% of vehicle trips from projected levels.

Project	Acreage SF of Office	Construction Delivery	Community Benefits	Sustainability
San Francisco 5M	4 acres 614K sf	Estimated to deliver in 2020	Yes	LEED Gold, storm water management, 14% vehicle trip reduction commitment

Lifestyle

Located in the center of San Francisco, 5M is proximate to BART and Central Subway, allowing ease of commuting for employees. Nearly 50,000 sf of outdoor space creates a collegiate campus feeling in a dense urban area with substantial housing on-site and nearby. The

project campus is connected by a series of intimate alleyways, which will be activated by rotating programming, such as pop-up vendors and art installations. Creating shared spaces and experience builds community across different organizations. Interactive and participatory art invites authentic connections. The area is bikeable and walkable.



5M

Supporting Site Overview: San Francisco Oceanwide Center, an Oceanwide Project

Corner of First and Mission
www.fosterandpartners.com/projects/oceanwide-center/

The largest mixed-use project in downtown San Francisco, the 2.4 million sf development, located at the corner of Mission and First streets, consists of two towers and will include San Francisco's first Waldorf Astoria hotel, the highest condominiums in San Francisco, and an office component with the largest side-core floorplates in the central business district. All this sits over four levels of below-grade parking. The towers will prove to be one of the largest and most complex construction projects ever undertaken in the history of San Francisco and will change the city's skyline.

The 171-room Waldorf Astoria hotel will rise to 605 feet with its frontage on Mission Street and high-end residences above. In addition to the landmark towers, the project will incorporate two historic buildings at 78 and 88 First Street, both of which will offer office and retail space.

Acreage/Square Footage
The parcel is 59,445 sf. When complete, Oceanwide Center will be 2,415,641 sf, including 197,212 sf of underground area, 1 million sf of which is designated for office use.



Oceanwide Center

Project	SF of Office	Construction Delivery	Community Benefits	Sustainability
Oceanwide Center	1M sf	Phased beginning 2022	Yes	LEED Platinum and Gold

Entitlements and Construction
All entitlements for the construction project are in place and the project is under construction. Delivery dates for occupancy will be phased with the first delivery targeted for 2022.

Community Benefits
The project includes \$117.6 million of impact fees, \$647 million of Transit Center Community Fees District payments over 30 years, and estimated general fund revenue of \$20.9 million annually. The project will generate 1,000 construction jobs and over 4,300 permanent jobs on site. The project is providing 26,000 sf of public space through an urban room created by lifting up the buildings to provide pedestrian routes through the site that will knit the new scheme with the urban grain of the city.

Sustainability
The First Street tower is targeting LEED Platinum while the Mission Street tower is targeting LEED Gold.

Lifestyle
The activities envisioned for the public spaces include art, culture, farmers' markets, concerts, events, and restaurant facilities, with landscaping by Gustafson Guthrie Nichol. The project will also include a wide-ranging program of art installations throughout the public spaces. Located directly adjacent to the transit center, tenants will enjoy connection to 11 transit systems, including BART, Caltrain, Muni, Golden Gate Transit, Amtrak, SamTrans, Paratransit, and more. The transit center will also include a 5.4-acre park and 100,000 sf of retail.

Secondary Sites
The following are two secondary sites in the Northern Arc for Amazon's consideration, one in Pittsburg and the other in Union City.

Pittsburg
Secondary Site Overview: Pittsburg
Ownership
Upland is privately owned by USS-POSCO Industries. The coastline is owned by the State of California and held in trust by the City of Pittsburg.

Zoning
The site is currently zoned as General Industrial.

Present Utility Infrastructure
The power infrastructure includes 21KV to 480KV, 3000KVA, 30MVA capacity; and infrastructure for three substations. Potable water infrastructure includes a 16-inch supply line. There is an 18-inch recycled water supply line as well as waste water infrastructure.

Acreage and Square Footage
The land site is 63.75 acres, with potential for expansion. The existing building is 357,000 sf (10,000 sf of office space and 347,000 sf of industrial space).

Entitlements

There are no entitlements and none in progress.

Education

Pittsburg’s educational institutions include Los Medanos Community College (LMC), which is ranked by College Choice as the sixth-best community college in the nation based on first-year retention rates, three-year graduation rates, and credentials awarded; percentage of non-traditional and minority students; percentage of Pell grants; minority graduation rates; and return on investment (comparative tuition to potential salary). In 2015, there were 8,843 students enrolled at LMC, 3,640 of whom were full-time equivalent students. In 2015, 595 students transferred to a four-year institution, and nearly 2,000 were awarded a certificate or degree. LMC has also worked with local businesses like Dow Chemical Company to create certificate programs to prepare students for local jobs.

Pittsburg High School and Black Diamond High School served 3,113 students in 2017. The student body is culturally diverse, with 21% English Learners and 74% socioeconomically disadvantaged students. In 2017, Pittsburg High had a 92.4% graduation rate, an 11% increase from prior year. Students at Pittsburg High School have the opportunity to participate in a variety of AP classes, Green Engineering Academy & Robotics, and Digital and Media Arts Pathways.

Pittsburg has 11 K-8 schools that served nearly 8,000 students in 2017. Similar to Pittsburg High School, the local K-8 student bodies are diverse, averaging 79% socioeconomically disadvantaged students and 33% English Learners across all classes. The schools saw a 4.6% increase in English Learner progress in 2017, and continue to surpass state graduation rates.

Connectivity

Onsite fiber, broadband, and cell Service infrastructure is already in place.

Sustainability

The City of Pittsburg, its community, and its local industry are sustainability minded. Pittsburg achieved Platinum Level Institute for Local Government Beacon Program Spotlight awards for Sustainability Best Practices and an Agency Energy Savings differential of 22% between 2005 and 2011. In 2015, the City cleared the path for a 20-megawatt AC (MWAC) solar photovoltaic power generation facility. When the proposing company was faced with nearly a million dollars in HCP fees, the City created an annual payment schedule instead of requiring an up-front cost of nearly \$1,000,000 that would have derailed the project completely. Pittsburg also led major East Contra Costa County efforts to ban the use of plastic bags, and received overwhelming cooperation from its commercial sector and residents. In addition, the City and local nonprofits support workforce development programs through which wind and solar projects are piloted and installed in town.

Lifestyle

Pittsburg is a residential bedroom community of approximately 70,000 residents. The City has added 3,000 residential units since 2000 and has hundreds of new units in the permit pipeline for 2017 and 2018. The City’s residential makeup includes market rate and affordable housing of various density, both single- and multi-family. Pittsburg offers easy accessibility to nearby urban cities such as Walnut Creek and San Francisco, as well as more rural cities such as Oakley.

Since 2000, the City has seen over \$2 billion invested into industrial and commercial buildings. Since the 1990s, the City invested over \$100 million to revitalize its downtown from vacant commercial buildings into mixed-use units, a City-owned theater, linear and waterfront parks, launch ramps, a community bookstore, City museum, restaurants, and a municipal marina. Old Town terminates at the marina, where visitors can rent watersports equipment; enjoy annual Jazz, Blues, and Funk shows and festivals; access local nature preserves; as well as eat, drink, and live.

According to the U.S. Department of Labor’s Bureau of Labor Statistics, Pittsburg’s relevant workforce is comprised of 13.2% Software Development (Applications); 6.8% Legal; 3.8% Accounting; 2.2% Executive, Managerial, and Administrative; and 1.4% Administrative workers. As a bedroom community, a large portion of these residents currently commute to nearby cities for work. The commute in Pittsburg and along its region is facilitated by CA Highway 4, BART, and an extensive system of bike and pedestrian paths (including a class IV bike path on the City’s main drag, Railroad Avenue). Traffic in Pittsburg and in neighboring Antioch is moderate, and is not ranked in the top 1,055 U.S. communities for peak commuting traffic congestion.

The proposed site has direct access to Burlington Northern Santa Fe and Union Pacific rail lines. Amtrak and BART also run through the City, with a new eBART station centrally located in Pittsburg. The site also has access to industrial cranes and the Sacramento Deep Water Shipping Channel that runs from the San Francisco Bay to Sacramento. The table below demonstrates the site’s proximity to major highways, transit, and airports:

Travel Logistics	Distance	Details
Proximity to major highways and arterial roads	1-1.5 miles	1 mile to Willow Pass Road 1 mile to Pittsburg-Antioch Highway 1.5 mile to CA HWY 4
Access to mass transit	At site to 1.5 miles	Bus routes under re-development due to eBART opening 2018
Proximity to International Airports	45-75 minutes	45 minutes to OAK (transit available) 75 minutes to SFO (transit available), SMF, and SJC

Union City

Secondary Site Overview: Station District – The Union I.2 @BART

The Station District is a vibrant, mixed-use urban community that links Union City and businesses to innovation and talent pools throughout the Bay Area and Silicon Valley. The Union I.2 @BART offers 1.2 million sf of offices, designed and ready to go, with opportunity for design input.

With connectivity to BART, local and regional bus services, (future) passenger rail and major roads, The Union I.2 @BART is ideally situated. This live/work location offers stunning views of the East Bay foothills, miles of recreation areas, and connectivity throughout the Bay Area. A newly completed BART east entrance will connect the 1.2 million sf of offices directly to the BART station.

The proposed Dumbarton Rail will connect commuters via passenger rail between Union City and Redwood City. The project will rehabilitate rail bridges and tracks that span the Bay between Menlo Park and Newark and make improvements to existing tracks in Union City and Fremont. The ACE train (Stockton-San Jose) and Capital Corridor train (Sacramento to San Jose) are also slated to connect to the Union City BART station, making the Station District a true intermodal transit hub for the Bay Area.

The Union I.2 @BART is fully accessible to all utility connections in the adjacent public streets.

Acreage (land) and square footage

In addition to The Union I.2 @BART, there is an adjacent 16-acre city-owned restoration site that, when remediated, will deliver additional land for office development right next to BART. Throughout the Greater Station District, 80 acres are available for commercial development on privately and publicly owned lands that include vacant parcels and opportunities to redevelop or convert existing buildings.

Entitlements

Union City has executed an option agreement with Woodstock Development to construct The Union I.2 @BART.

Education

More than 46% of Union City's population has a college degree and 54% are employed in management, professional, technical, and scientific occupations. Working with partner agencies, Union City strives to address businesses' workforce needs. Union City is accessible to the region's rich talent base. The region's world-class universities and colleges further supply an extraordinary workforce and culture of innovation. Union City also has the nationally recognized James Logan High School.

Community benefits

Ready to go, The Union I.2 @BART can meet Amazon's immediate square footage requirements and position the region for further expansion opportunities.

Sustainability

The buildings are designed to include the latest standards to optimize sun/shade effects. The lighting and mechanical system will be Title 24 compliant. The lighting will be LED with motion sensors, the mechanical system will be state of the art in terms of efficiency, and the roof will be engineered for solar panels. The buildings will meet or exceed CALGreen standards and can be designed to a LEED standard of the user's choice. Landscaping will be drought tolerant to minimize water usage.

Connectivity

The Station District offers connectivity to the world, with high-speed, fiber-ready, city-owned conduits with redundant pathways and accessibility to major data centers. In partnership with Union City, prospective tenants can manage internet service, ensuring dedicated connectivity through the BART fiber backbone.

Lifestyle

The Station District offers stunning views of the East Bay foothills, with regional parks less than one mile away. The large, city-owned Kennedy Park is within one block of The Union I.2 @BART. A large retail shopping plaza is also within easy walking distance. A family-oriented community,

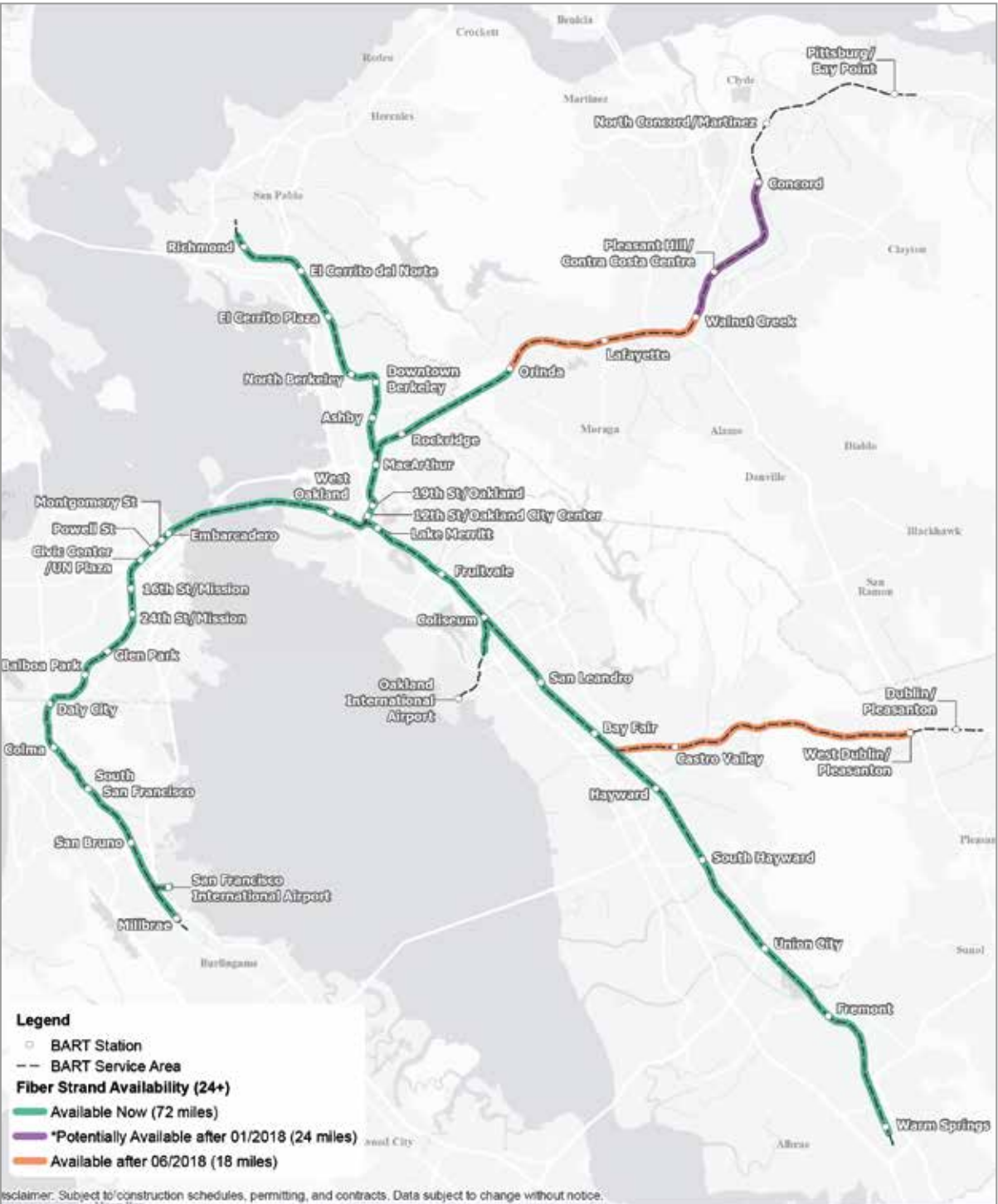
Union City boasts a wide variety of restaurants that are supported by our culturally diverse residents and workforce.

Northern Arc Connectivity

Dark Fiber System

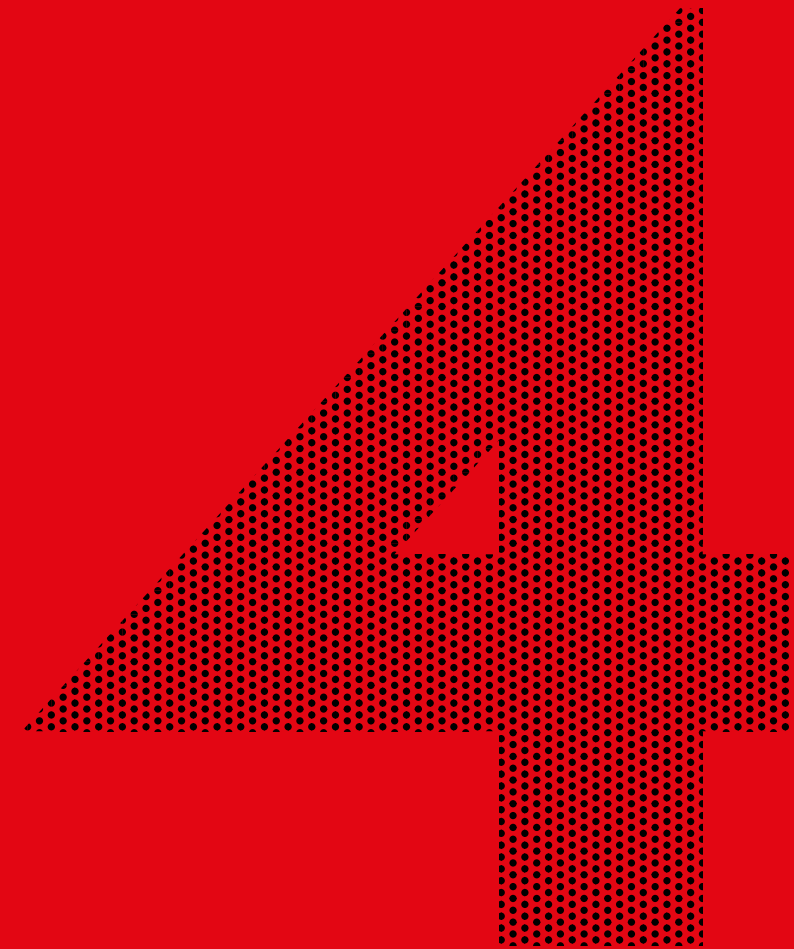
All of the proposed sites enjoy high data connectivity, which is bolstered by the fact that BART is able to provide single-tenant dark fiber to property immediately adjacent to BART. The following map shows a selection of BART’s current available dark fiber. In addition, because BART owns and protects its entire right-of-way, BART is able to work with private businesses to construct additional wired and wireless telecommunication resources as needed – subject to BART’s construction permitting requirements. This means many of the sites near BART offered in this proposal could easily – and immediately – be linked together via a secure line dedicated solely to Amazon’s use, enabling Amazon to locate at multiple locations throughout the region.

“Every site along BART could be connected with at least 24 available strands of single tenant dark fiber by 2018.”



DARK FIBER SYSTEM: Areas with at least 24 strands of Available Dark Fiber

Incentives



4. Incentives

The Northern Arc contains, two of the largest redevelopment opportunities on the West Coast, each of which meet Amazon’s stated criteria and core preferences for its HQ2. Together, The San Francisco Shipyard and Candlestick Point, and the Concord Reuse Project total 10.4 million sf of commercial space and 24,400 housing units at full buildout. Both projects include significant embedded economic value in the entitlements and agreements that have already been negotiated. This value would accrue directly to the benefit of Amazon over time, as the projects are built out. Specifically, each of the projects contains an extraordinary community benefits package and investments in public infrastructure that have been vetted and approved by the local communities and government agencies. This provides certainty for Amazon and reduces the risk and time component of entitlements and real property negotiations, thereby expediting Amazon’s time to operations and significantly reducing initial capital outlays for its HQ2.

At The San Francisco Shipyard and Candlestick Point, FivePoint estimates the total public and private investment in horizontal infrastructure and community benefits to be \$3.4 billion. The \$1.513 billion community benefits package includes funding for more than 3,000 below market rate housing units (approximately 32% of the total housing) that will be available across a wide range of affordability levels. There is \$806 million being invested in the infrastructure, land dedication, and subsidies to support the creation of affordable housing; \$550 million is being invested in transit and transportation improvements, and the creation of over 300 acres of parks and open space; and \$157 million is being invested in community benefits payments, facilities, and subsidies for artist, educational, and community space. This funding will create meaningful employment and job-training opportunities for local businesses and residents, including workforce development programs that have been designed to support small and local businesses by funding workforce training and placement, a community-builder program, and construction assistance for local contractors, among others. Overall, the project will be developed primarily through the investment of private capital and the use of well-established tax-exempt financing tools, including \$1.2 billion in Community Facilities District bond proceeds and \$1.8 billion in Tax Increment Financing bond proceeds, supported by certain tax revenues generated by the project itself.

Shipyard and Candlestick Point

Community Benefits	\$ Value (Millions)*
Parks, Transit & Transportation Improvements	\$550
Affordable Housing Infrastructure	\$395
Affordable Housing Subsidies	\$151
Affordable Housing Land	\$260
Community Benefits Payments	\$58
Artist Building & Educational Space	\$70
Community Space Subsidies	\$29
Total	\$1,513

* Estimate of community benefits investment provided by master developer.

At the Concord Reuse Project, FivePoint estimates the total investment in utilities, public infrastructure, and community benefits in Phase I alone would be \$447 million, with \$166 million of this going to fund the community benefits package. Of this, \$40 million would fund subsidies to support the creation of affordable housing (approximately 25% of the 4,400 housing units in Phase I). Of the remaining amount, \$51 million would fund schools, \$33 million would fund 79 acres of parks and open space, and \$42 million would fund community centers and various community benefits programs. The scale of the public and private investment in these two projects – and the direct benefits to Amazon – matches the bold ambition and innovative thinking of Amazon’s HQ2.

Concord Phase I

Community Benefits	\$ Value (Millions)*
Affordable Housing Fund	\$40
Parks & Open Space	\$33
Schools	\$51
Community Centers	\$22
Community Benefits Fund	\$20
Total	\$166

* Estimate of community benefits investment provided by master developer.

California State Incentives and Permit Streamlining

This section outlines the state incentives and permit streamlining available to a project selected in California. We have a proven record of working with firms that make significant investments in our state. We have a number of flexible programs that can be tailored to meet your needs. For example, the state worked closely with industry and local government to bring the B-21 long range strike bomber contract to California. The information in this section responds to questions 2, 3 and 4 of your request for proposal.

California Competes Tax Credit

The California Competes Tax Credit program is a negotiated income tax credit awarded to competitive applicants for proposed growth in hiring and capital investment. It has spurred jobs and economic investment across the state. The Governor will propose an extension of five years in the 2018-19 State budget. The budget is released January 10, 2018, and must be approved no later than June 15, 2018.

Should California be selected as a potential Amazon HQ2 location, the Administration will work with the Legislature to pass legislation that provides certainty to Amazon in accessing these tax credits. Under current regulations, up to \$40 million annually for five years (up to \$200 million total) may be made available, and the credits can be carried forward for six years.

Workforce Development and Training Programs

California recognizes that Amazon's HQ2 will require top technical and managerial talent. California is currently making significant investments in training through programs like the Strong Workforce Program (a \$1 billion program) and the Workforce Accelerator program.

The state is committed to linking Amazon with state and local workforce partners to accelerate skill development, create new apprenticeship models and strengthen the workforce base through the aforementioned programs. The Governor will work with Amazon and local community colleges and other stakeholders to designate funds to meet Amazon's workforce needs.

The state can also promote skill-development through its Employment Training Panel (ETP), a state agency that provides funds to offset costs for job skills training. The ETP can provide up to \$10 million in funding for the Amazon HQ2 annually for the next ten years (up to \$100 million total) as Amazon hires and trains its workforce at the new location and ETP funding is contingent upon contract approval by the panel.

Streamlined Permitting and Environmental Review

California understands that speed and certainty are two key contributors to successful projects. The Governor is committed to establishing a multi-agency "strike team" for a project the size of Amazon HQ2 that will facilitate and expedite all permits and approvals. The strike team will be led by the director of the Governor's Office of Business and Economic Development (GO-Biz) and include leaders from appropriate regulatory agencies, and will coordinate with relevant utility service providers.

California has taken significant steps in recent years to streamline the California Environmental Quality Act (CEQA) process for priority projects. CEQA requires public agencies to identify the significant environmental impacts of a project and to avoid or mitigate them, if feasible. This year, AB 246 extended the Jobs and Economic Improvement through Environmental Leadership Act of 2011 (AB 900) which expedites judicial review for any CEQA challenges to projects that meet energy conservation standards and transportation efficiencies and create good-paying jobs. Another example of actions we have taken to expedite a project is legislation (SB 743) that promoted the speedy construction of the new Sacramento Kings arena, the Golden 1 Center, by carefully limiting judicial remedies and permitting portions of that project to proceed prior to completion of CEQA review. The Governor is prepared to pursue additional legislative relief for the Amazon HQ2 project through an expedited process when the legislature reconvenes in January 2018.

Transportation Solutions

In California we have a proven track record of working with the private sector on innovative solutions to deliver transportation projects that expedite and improve our transportation systems. In the spring of 2016 the California State Transportation Agency Secretary, Brian Kelly, met with local government officials, Silicon Valley employers and community advocates to discuss transportation improvements to the IOI corridor. This focused workgroup has been successful in expediting environmental review and focusing state and local efforts on projects that will deliver accelerated improvements to the IOI corridor. As part of the transportation funding package, \$250 million annually will be provided for innovative congestion relief efforts like the IOI corridor. The Governor is committed to working with Amazon, local governments and other community advocates on innovative approaches to address transportation issues around an Amazon HQ2 project in California.

Workforce Housing

In California we understand that workforce housing is a critical factor to consider when making a siting decision. We have recently passed a permanent funding source, a housing bond and a package of reform measures that will increase housing supply in California, including workforce housing. Beginning in 2019, the state will direct approximately \$37 million annually for workforce housing that serves lower to moderate income households. The Governor is committed to working with Amazon, local governments and other advocates to create innovative partnerships that address workforce housing issues around an Amazon HQ2 project in California.

Environmental Stewardship

California is leading the way on reducing greenhouse gas emissions and making investments in technologies and projects that aid the transition of the state’s economy. This year the state is allocating over \$1 billion in revenues from the cap and trade program to programs that reduce greenhouse gas emissions, including investments that increase the deployment of zero-emission vehicles (ZEVs) and necessary infrastructure. The state has also invested in Transformational Climate Communities that take an innovative and coordinated approach to reducing greenhouse gas emissions and provide local economic, environmental and health benefits to disadvantaged communities. For example, should Amazon choose to provide shuttle buses for its employees on and around its HQ2 campus, state net zero incentives could help with the acquisition

of such buses. The Governor is committed to working with Amazon, the state legislature and other stakeholders to meet shared environmental stewardship goals, including the implementation of sustainability strategies for the community around an Amazon HQ2 project.

Local Government Incentives

The Governor has just approved the extension of the Capital Investment Incentive Program (AB 755) that authorizes regional and local governments to offer property tax abatement to a qualified business for up to 15 years for large projects like the Amazon HQ2 project.

Other Financial Incentives Available

The following tables list other financial incentives available to Amazon. As we learn more about the investments Amazon may make in California, we stand ready to work with the company to estimate the value of the incentives that could be available from the following targeted programs.

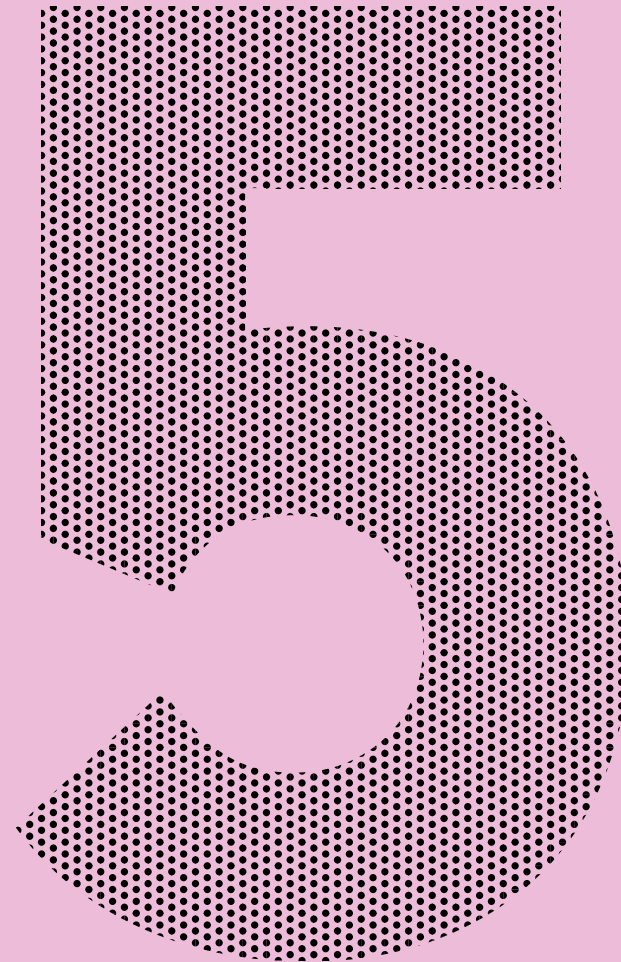
Other Available Tax Credits

Benefit Name (Program/Service)	Calculation/ Value	Limits	Requirements	Process Duration
Advanced Manufacturing, Advanced Transportation, Alternative Source, and Recycled Feedstock Cash Discounts Cogeneration Technology Common Carriers Consumer Cooperatives Containers Custom Computer Programs Delivery to Export Packers Interstate and Foreign Commerce Leases of Mobile Transportation Equipment Purchases in Foreign Countries Real property Research and Development Space Flight Property Storage and Use Exclusion Tax-paid purchases resold Transportation Charges Travel Accommodations Teleproduction and Post production equipment (Use) Tax Credit for Tax Paid to Other States Youth Organizations	Exemptions from the state's portion of the sales and use tax	Limits vary. The maximum limit for total R&D exemptions in a calendar year is \$200,000,000 in exemption	File certificate, where applicable	Immediate upon purchase

Property Tax Abatements

Benefit Name (Program/Service)	Calculation/ Value	Limits	Requirements	Process Duration
New Solar Energy System Exclusion	1% statewide, plus any local add-on	No limit	County assessor form where/when required	N/A

Tech Ecosystem

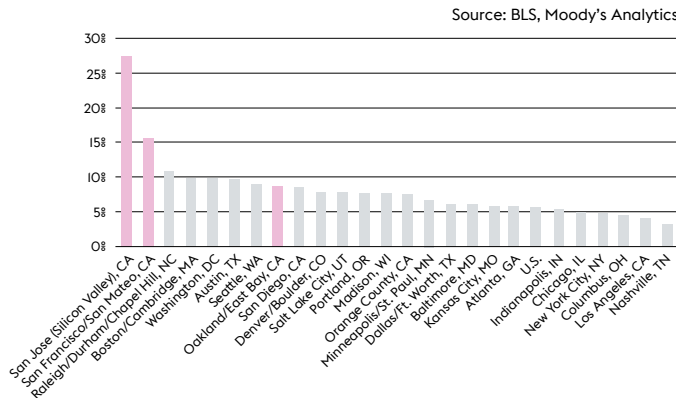


Over the past 10 years, tech positions have grown by 104.7% in San Francisco/San Mateo, California. The recent Tech Cities I.O report by Cushman & Wakefield ranks San Jose and San Francisco/San Mateo as the top two markets in the U.S. The report established the top 25 tech cities by analyzing the concentration of factors such as talent, capital, and growth opportunity, including:

- Institutions of Higher Learning – Leading universities that provide creative impetus, research, and that lead to creation of new companies.
- Capital – The capital to take those ideas and turn them into companies.
- Tech Workers – An ample supply of workers within a market's technology industry; leaders within tech who understand the requirements of the sector.
- Knowledge Workers – An available workforce with the skills to work in a tech-focused company; these workers are in occupations that support a tech environment, including legal, accounting, and other knowledge-driven occupations.
- Educated Workers – The overall level of workers with advanced education in an area, which is essential to supporting the growth of these companies.
- Growth Entrepreneurship – This aggregate factor measures rate of startup growth, share of scale-ups, and high-growth company density. Taken together, these three measures help to identify cities that have a mix of rapidly growing companies in different size ranges.

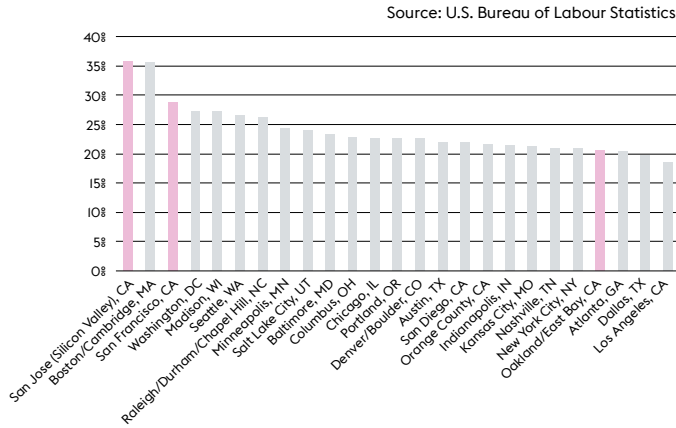
The Bay Area has three of the top-ranked markets within the U.S. for the highest percentage of tech workers.

Markets by Percentage of Tech Workers



The Bay Area also has three of the top-ranked markets in the U.S. for the highest share of workforce in knowledge occupations – the types of skills professionals with the skills to work in a tech-focused company, including legal, accounting, business and other knowledge-driven occupations.

Share of Workforce in Knowledge Occupations



“More than traditional industries, the knowledge economy has an inherent tendency towards geographical agglomeration. In this context, initial advantages matter, and the future depends heavily on the past.”

Enrico Moretti, New Geography of Jobs

The Bay Area attracts almost 50% of all venture capital funding in the U.S., translating to almost \$28 billion spread over 1,300 deals in 2015. Corporate venture capital continues to flourish, with over \$6 billion invested in 2014 alone. In 2016, San

Francisco/ The San Francisco Bay Area is corporate headquarters to 37 Fortune 500 companies, including 21 global leaders in computer science and software engineering. Combined with world-class universities, federal research laboratories, and an extraordinary diversity of cultural attractions and recreational opportunities, Bay Area’s capacity for attracting talent from all corners of the earth is virtually unrivalled. The Bay Area consistently tops national and international market surveys for technology jobs, talent, and support infrastructure, including from CBRE¹, Business Insider², Forbes³, and the Harvard Business Review⁴.

San Mateo County alone captured 38% of national VC deal value (\$28.5 billion out of \$74.3 billion) – twice as much as New York City and Boston combined, and more than the next 14 cities combined, according to Cushman & Wakefield’s Tech Cities I.O national report published in June 2017.

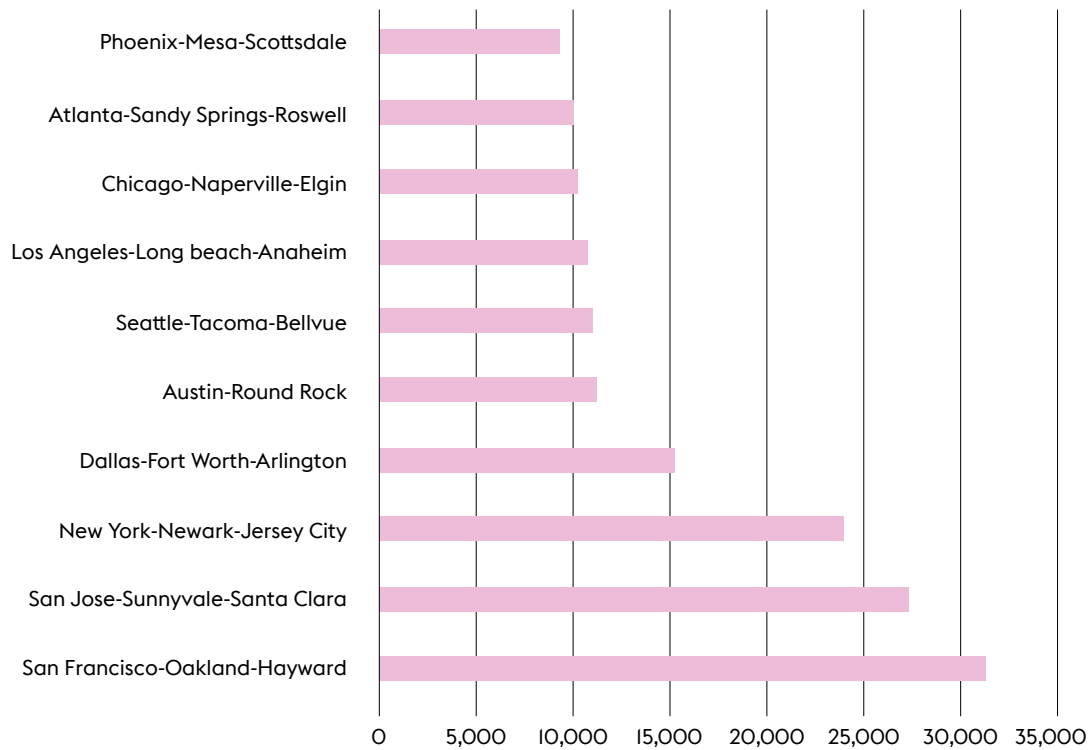
Figure I: Real numbers, and average wages and salaries in the combined San Francisco, Oakland, San Jose Metropolitan Divisions.*

	May 2016 Employment Estimates	Mean Hourly Wage	Mean Annual Wage
Chief Executives	7,130	\$116.87	\$243,092.33
General and Operations Managers	55,600	\$76.77	\$159,672.67
Software Developers, Applications	77,000	\$62.74	\$130,492.00
Software Developers, Systems Software	47,120	\$66.79	\$138,910.33
Lawyers	21,400	\$87.35	\$181,684.33
First-Line Supervisors of Office & Administrative Support Workers	30,160	\$34.40	\$71,551.33
Accountants and Auditors	38,290	\$45.56	\$94,756.67

Note: The California Employment Development Department tabulates labor statistics across Metropolitan Divisions, which do not completely align with the Census Bureau's Metropolitan Statistical Area.

Figure 2: These Tech Job Growth numbers reflect the entire region of both MSAs, plus San Mateo County (in between San Francisco and Santa Clara Counties).

Tech Job Growth 2013 – 2015



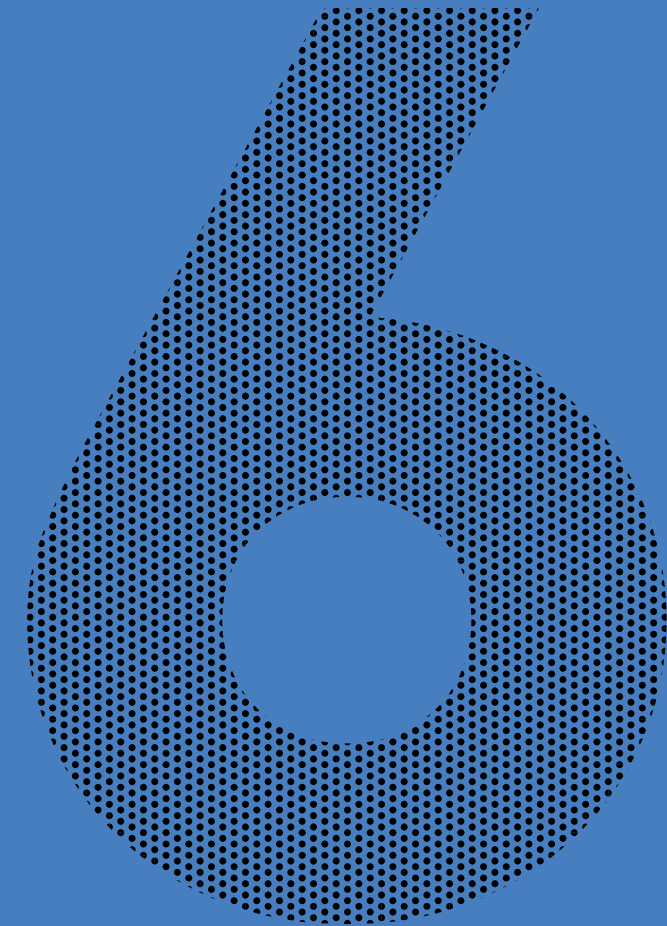
1. Note: Includes software publishing, data processing and hosting, computer system design.
2. Source: Brookings Institution analysis of Moody's Analytics data, published in the Wall Street Journal 9/21/17 page A2.

In 2013, the most recent year for which regional data is available, the Bay Area produced more than 21,000 utility patents, equivalent to over 3,000 per million inhabitants, representing more than 16% of all patents granted annually in the country. Moreover, the Bay Area produced about 20% more patents in 2013 than it did in 2010. To help support all of this activity, we have the Silicon Valley U.S. Patent and Trademark Office based in San Jose, California

According to the California Employment Development Department, the combined San Francisco, Oakland, San Jose region includes over 7,000 Chief Executives and 120,000 software engineers (combined applications and systems software). According to Moody's analytics, the San Francisco-Oakland-Hayward MSA led all U.S. regions in the growth of tech jobs between 2013 and 2015, followed by the San Jose-Sunnyvale-Santa Clara MSA.

Sources
3. <https://www.cbre.us/about/media-center/companies-are-willing-to-pay-a-premium-for-top-tech-talent>
4. <http://www.businessinsider.com/the-most-high-tech-cities-in-the-world-2016-6/#1-san-francisco-california-25>
5. <https://www.forbes.com/sites/kathryndill/2015/02/12/the-10-most-innovative-tech-hubs-in-the-u-s/#367c5d6c5d7d>
6. <https://hbr.org/2017/03/the-most-attractive-cities-to-move-to-for-work>

Education



6. Education

Home to Stanford University, University of California-Berkeley, UCSF, and more than 30 additional four-year universities and community colleges, the San Francisco Bay Area is one of the world's great academic clusters, attracting the best and brightest from across the U.S. and around the world. The Bay Area topped the 2017 Tech Talent Scorecard¹, which compares tech talent supply, growth, concentration, cost, completed tech degrees, and other unique metrics across U.S. metro regions. According to the scorecard, Bay Area universities produced 28,804 tech degrees between 2011 and 2015, and were ranked the top attractor of tech talent. In addition, Bay Area universities graduate over 10,000 students annually who specialize in business management and support services².

Four-Year Universities/Institutions

- Cal State University - East Bay
- Mills College
- Saint Mary's College of California
- San Francisco State University
- San Jose State University
- Santa Clara University
- Stanford University
- University of California, Berkeley
- University of California, Davis
- University of California, San Francisco
- University of San Francisco
- University of the Pacific

Community Colleges

- Berkeley City College
- Cañada College
- Chabot College
- City College of SF
- College of Alameda
- College of Marin
- College of San Mateo
- Contra Costa College
- De Anza College
- Diablo Valley College
- Dominican University of California
- Evergreen Valley College
- Foothill College
- Laney College
- Las Positas College
- Los Medanos College
- Merritt College
- Mission College
- Ohlone College
- San Jose City College
- San Ramon Valley Center
- Skyline College
- West Valley College

Sources

- 1. <https://www.cbre.us/about/media-center/companies-are-willing-to-pay-a-premium-for-top-tech-talent>
- 2. Source: National Center for Education Statistics, IPEDS Data Center. Degree Completions for academic year 2015-2016. Compiled by Bay Area Council.
- 3. <http://youstem.org/main/discover/?type=0&local=0&season=0&grade=0&costType=2&subj=4>

Not only do our higher learning institutions produce prolific numbers of graduates in STEM fields, they also have a very strong focus on research and development (R&D), which drives innovation and adds to our strong economy. The Bay Area has four universities (Stanford, UC Berkeley, UC Davis, and UCSF) ranked in the top 25 U.S. institutions by R&D investment. Three Bay Area institutions are in the top 25 for earned doctorates, with UC Berkeley producing the most doctoral students in the country. Looking at human capital through the lens of entrepreneurship, Stanford and UC Berkeley alone have produced entrepreneurs receiving approximately \$9.5 billion in venture funding that helped to found more than 850 companies since 2009. The Bay Area also differentiates itself in the production of intellectual property, which is assisted by our high concentration of federal and private research labs.

In the region's public schools, districts have taken myriad approaches. San Francisco Unified School District has received \$26.7 million in grants from Salesforce.org to develop and expand a comprehensive computational thinking and programming curriculum to prepare K-12 students for college and career. In 2016, SFUSD used the Salesforce support to hire 19 full-time coaches for math and technology instruction. In 2017, Salesforce made its first grant to Oakland Unified School District, awarding the district \$5.2 million towards expanding computer in 20 middle schools in Oakland. Computer science education has also been supported by Mark Zuckerberg and Pricilla Chan's nonprofit, Startup: Education, which has pledged \$120 million to Bay Area schools for computers, connectivity, and training for teachers, parents, and principals. Oakland is home to the Kapor Center for Social

Impact, which strives to increase diversity in the tech industry. The Bay Area is also home to dozens of free and paid youth camps that specialize in computer science, many of which are targeted towards girls and minority and underserved populations³.

In addition, California's Strong Workforce Program has state-allocated resources to develop the Community College System that are specifically aligned with industry and a clear appreciation for business on what the curriculum should address. The program supports curriculum processes to ensure that students are efficiently and strategically trained to enter the workforce or go on to higher education. The Community College can work in conjunction with a company to design a curriculum that enhances students' knowledge on specific tasks and work with the employers within a region. The efforts to train, educate, and develop the students promotes a stronger workforce and enhances the overall potential employees available to a specific company. This program can provide an ongoing partnership with a company.

Transit



The Northern Arc is united by a robust and diverse local and regional transportation network that provides convenient access to quick, reliable transit, by road, rail or water. With travel times of 45 to 60 minutes connecting all five Northern Arc cities, Amazon employees would be connected no matter where they choose to live and work. Major transportation systems that link the Northern Arc and serve the Bay Area as a whole include:

- A comprehensive and high-capacity highway network.
- An extensive regional and local rapid transit system.
- A growing intercity rail network, including planned high-speed rail service to Central and Southern California.
- Two international airports and three public airports for charter jet service.
- A premier hub for transportation technology and innovation.

Regional Transit

The Northern Arc sites are linked by one of the nation’s most extensive regional transit systems. The San Francisco Bay Area Rapid Transit District (BART) provides a backbone rail connection between San Francisco, the Peninsula, and the East Bay, with construction underway on a connection to San Jose. Caltrain provides rail service along the Peninsula linking San Francisco and San Jose. Together, with completion of the San Jose extension, Caltrain and BART will form a continuous loop around the San

Francisco Bay. These two services connect to several local bus and light rail services, such as Muni Metro in San Francisco, AC Transit and County Connection in the East Bay, SamTrans on the Peninsula, and VTA in the South Bay.

With nearly 3.7 million individuals working throughout the nine-county Bay Area, our transit, freeway, and non-motorized transportation networks have been designed to accommodate high-capacity flows of traffic. As with every region, transportation infrastructure has been designed to accommodate traffic movement during peak hours when most people are traveling.

While some commute corridors are crowded today, there is still ample capacity for growth moving in the opposite direction, where most of the proposed opportunity sites are located. For example, during the peak commute hour of 7:30 a.m. to 8:30 a.m., 42,000 workers move from the East Bay to Downtown San Francisco in a single hour, and two-thirds of these trips are on BART. But few realize that similar peak capacity exists and is largely empty in the opposite direction: 42,000 workers could be brought from San Francisco and the Peninsula to Oakland, Fremont, Richmond, Concord, and beyond.

With an average of 440,000 riders on a given weekday, BART’s greatest challenge is its own success. BART could accommodate 200,000+ additional commute trips to East Bay and South Bay destinations if transit-oriented jobs and demand were there, enabling BART to move far more new people in the short term than most new light rail systems in the country could ever accommodate in the long term. As a heavy rail system, BART’s ability to carry large numbers of people is practically unparalleled. BART runs 10-car trains that fit roughly 1,200 passengers each, versus a 2- to 3-car light rail system. Moreover, BART’s system is on an exclusive right-of-way, bringing passengers at a speed that is competitive with driving, and often faster, and enabling BART to offer firms the ability to run single tenant dark fiber throughout the region, as discussed below.

All Northern Arc cities are connected by a one- or two-seat transit ride by nearby BART and Caltrain Stations. Four sites are immediately adjacent to BART Stations (North Concord for the Naval Weapons Station; Warm Springs for the Fremont site; 12th Street and 19th Street for Downtown Oakland sites; and Coliseum for the Oakland site), while the Richmond site would be a short shuttle ride to the Richmond BART Station and the Shipyard site would be a short shuttle ride to the 24th Street BART Station or the Bayshore Caltrain Station. Each site is also served by local bus service.

The following table shows the number of people who could be carried to representative sites proposed in each city within an hour solely via BART:

Site (BART Station)	BART Trains per Peak Hour (2018)	BART Trains per Peak Hour (2030)	New people who could commute to each site on BART in 1 hour in 2030 (2030)	Other Sustainable Transportation Choices
Coliseum (Coliseum/ Oakland Airport)	16	Up to 22	22,000	Walk Score®: 57 Bike Score®: 48 Transit Score®: 76 Room for major change 10 AC Transit lines1 plus Capitol Corridor Service on site 1 stop (8 minutes) from Oakland Airport by train. ½ mile from new Bus Rapid Transit I-880 adjacent
Warm Springs Innovation District (Warm Springs/South Fremont)	8	Up to 20	24,000	Walk Score®: 10 Bike Score®: 49 Transit Score®: 51 Room for major change 2 bus/shuttle lines
Concord Naval Weapons Station (North Concord/ Martinez)	6	Up to 20	24,000	Walk Score®: 13 Transit Score®: 45 Room for major change 3 bus lines2
Richmond Field Station (El Cerrito del Norte)	16	Up to 20	24,000	Bus lines
Richmond Hilltop (Transfer to bus from Richmond BART)	16	Up to 10	12,000	
San Francisco Shipyard (via Powell St BART Transfer to Central Subway)	46	Up to 54	16,000	Planned BRT connecting to BART and Caltrain, as well as shuttles to downtown.

References/Hyperlinks

- 1. http://www.actransit.org/wp-content/uploads/HSP_CO-stops.pdf
- 2. http://www.actransit.org/wp-content/uploads/HSP_NCON-stops.pdf

Both BART and Caltrain are undergoing substantial investments to enhance service and capacity. Next year, BART will open extensions to Antioch and San Jose; additional extensions will reach Downtown San Jose/Santa Clara by 2026, and planning is underway assessing the possibility of extending service to Livermore. BART is increasing its capacity across the Bay by 30% through a variety of investments.

Caltrain's electrification project will bring faster and more frequent rail service by 2021, while an extension to the new Transbay Transit Center in Downtown San Francisco will be completed over the next decade. Both BART and Caltrain are also investing in modernizing stations and purchasing new rail cars.



The first of the new BART train cars begin service in winter of 2017/18

Three Northern Arc sites are located along the San Francisco Bay, presenting opportunities for ferry service between the campuses. An extensive network of ferry services presently operates between San Francisco, the North Bay, and the East Bay. The Bay Area is also in the process of building out a much more robust ferry transit system throughout our bay. Currently Water Emergency Transportation Authority (WETA), our principal public carrier, carries over 280,000 passengers a month. WETA ferries operate between downtown San Francisco, Oakland (Jack London Square), Alameda Main Street, Harbor Bay, South San Francisco, AT&T Park, Pier 41, and Vallejo. WETA has plans to add additional terminals in Richmond, Treasure Island, San Francisco's Mission Bay, Berkeley, Antioch, Martinez, Hercules, and Redwood City. Private operators led by Golden Gate Ferries provide regular service from Larkspur and Sausalito to San Francisco, and there are a number of water taxi companies operating on the bay. Several private employers, such as Genentech, also operate their own boats, as an additional option to the corporate buses they offer their employees.

Intercity Transit

The Bay Area is served by a growing intercity transit system connecting the region with Northern, Central, and Southern California. Amtrak's Capitol Corridor service, the fourth-busiest Amtrak route in the country, connects the Bay Area with Sacramento. Amtrak's San Joaquin route, the sixth-busiest route in the country, connects the Bay Area with Central Valley cities, including Stockton, Modesto, Fresno, and Bakersfield. The Altamont Commuter Express (ACE) provides long-distance commuter trains between Stockton and Silicon Valley.

Four of the five Northern Arc sites are served by intercity rail services. Amtrak and Capitol Corridor serve stations in Martinez (near the Concord site), Richmond (near the Richmond site), Coliseum (within the Coliseum site), and Fremont (near the Warm Springs site). ACE also serves the City of Fremont.

By 2029, California High Speed Rail (HSR) will link San Francisco and San Jose with the Central Valley and Los Angeles. Already under construction in the Central Valley, HSR will connect the Bay Area and Southern California in under three hours, while also serving fast-growing cities such as Fresno and Bakersfield. The Shipyard site is located a short shuttle ride away from planned stations in San Francisco and Millbrae, while other sites may access HSR via connections to BART.

Highways

A comprehensive and high-capacity highway network unites the Bay Area. Key highways connecting the sites in the Northern Arc include I-80 (which crosses the iconic San Francisco-Oakland Bay Bridge); the parallel corridors of I-580 and I-880 west of the Oakland Hills; US-101 and I-280 along the San Francisco Peninsula; and CA-4, CA-24, and I-680 serving the inland East Bay.

Several highways provide regional resiliency, especially the pairs of US-101/I-280 and I-580/I-880. In addition to the Bay Bridge, the San Mateo-Hayward Bridge (CA-92) and Dumbarton Bridge (CA-84) cross San Francisco Bay and connect the vitality of the East Bay with the innovation of the Peninsula. Either of the latter two bridges effectively connects the San Francisco Shipyard with the Fremont Warm Springs site.

I-680 is instrumental in directly connecting the Concord Naval Weapons Station with Fremont Warm Springs. Meanwhile, I-880 links Fremont with the Oakland Coliseum, and I-580/I-80 continue north to Richmond. The Concord site can access Richmond or the Coliseum via CA-4 and CA-24, respectively. Many freeway trips among the East Bay sites of the Northern Arc would be in the reverse commute direction, and off-peak highway trips throughout the region generally flow smoothly. The Bay Area is investing in an extensive 550-mile network of High Occupancy Toll (HOT) Lanes to serve carpools and single occupancy vehicles (for a variable fee).

Lyft and Uber are both headquartered in San Francisco, where both of these transportation network companies (TNCs) debuted their services. Accordingly, TNC vehicles are in ample supply in the Bay Area, enabling employees and visitors to the Northern Arc to take advantage of the regional highway network without owning or renting a private vehicle. The Bay Area is also a hub for the research and development of autonomous vehicles, with firms like Uber, General Motors (Cruise Automation), Google, and Tesla headquartered in the region.

Airports

Our MSA is served by two international airports, San Francisco and Oakland. San Francisco Airport (SFO) serves over 3,600 domestic flights a week, including daily non-stop service to New York, Chicago, Washington DC, and Seattle. Internationally, the airport has non-stop service to 50 destinations around the globe, including Beijing, Tokyo, London, Berlin, Tel Aviv, and Dublin. Oakland Airport (OAK) serves over 12 million passengers each year, ranking it as California's fourth largest

international visitor gateway as well as the fastest-growing airport in California over the last two years. Among its 50 nonstop destinations, OAK serves Seattle, Washington DC, New York, Chicago, and, internationally, London, Oslo, Barcelona, and Stockholm, and will be adding Rome and Paris in 2018. In addition, our megaregion has the San Jose International Airport, which also has non-stop service to 50 destinations, including Seattle, New York, Beijing, Shanghai, Tokyo, Frankfurt, and Guadalajara.

Combined, these airports served over 75 million passengers in 2016, including hundreds of destinations spanning five continents. SFO and OAK are directly connected with BART, while SJC will be connected to BART via light rail in 2018. By highway, SFO is very convenient to the San Francisco Shipyard. Meanwhile, the Oakland Coliseum is connected to OAK with a people mover and major arterial road; and the Fremont Warm Springs site is within easy access of SJC, and one BART station away from the light rail transfer.

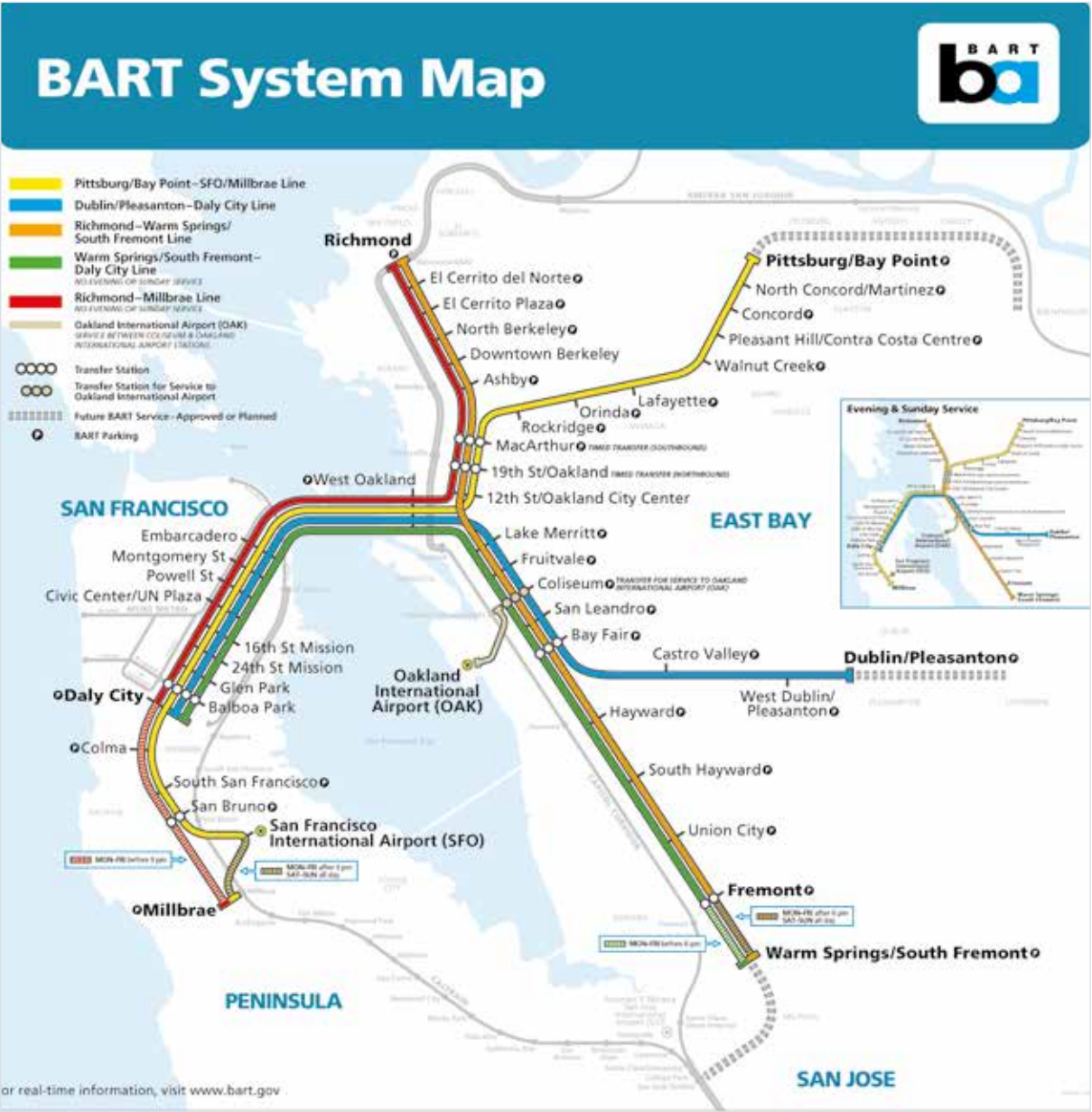
Buchanan Field Airport (CCR), located near the Concord Naval Weapons Station, and San Carlos Airport (SQL), easily accessible from Warm Springs and the San Francisco Shipyard, accommodate charter jet services and niche air carriers such as JetSuite and Surf Air. The Hayward Executive Airport (HWD) serves private jets and is located between Warm Springs and the Oakland Coliseum.

Comprehensive Transit Solution

The Bay Area’s diversity of transportation options provides choices and resilience for traveling across the region. The extensive transit network of BART, Caltrain, buses, and ferries overlaid with intercity rail, freeways, express lanes, and future high-speed rail service allows for a diversity of travel modes. The region’s continued investment in transportation infrastructure and innovation ensures that the Bay Area’s transportation system would seamlessly accommodate the Northern Arc campuses.

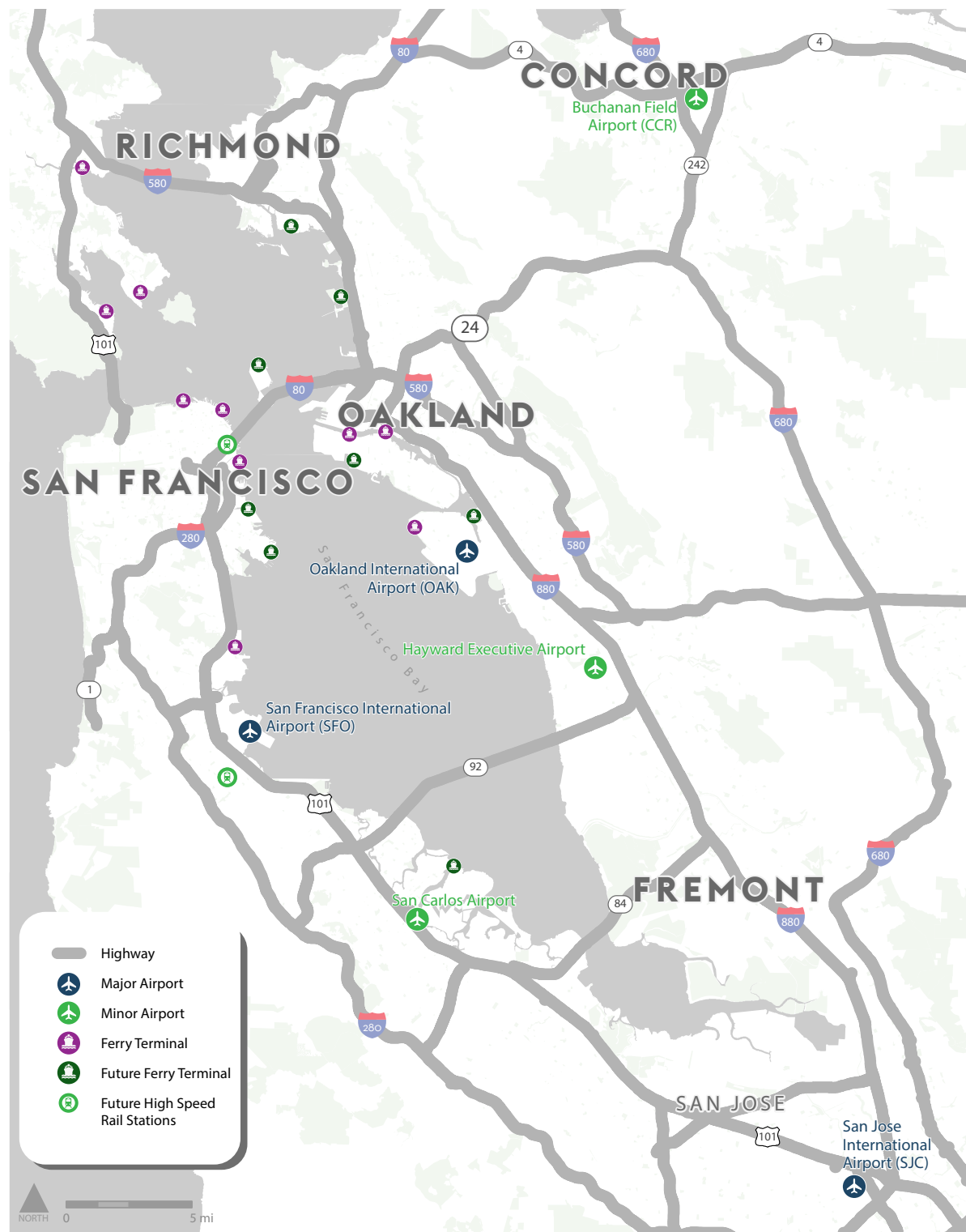
Increasingly, the Bay Area’s influence – and public transportation options – extend into greater Northern and Central California, expanding housing options, pricing, and availability.

The nation’s first true high-speed rail is under construction and will connect to Diridon station in San Jose, with direct links to all parts of the region via BART, Caltrain, Capitol Corridor and VTA Light Rail. The Altamont Commuter Express (ACE) Train connects the Bay Area with lower cost communities in the Central Valley, and may eventually connect to UC Merced. The Capitol Corridor directly links two of the key opportunity sites in this proposal to lower cost northern communities such as Vacaville, Fairfield, Davis (and UC Davis) and Sacramento. Ultimately, California is making these transit investments to improve quality of life and stay competitive in recruiting a talented labor pool.



BART System Map

connect



Highways and Airports



Regional Transit

Housing & Communities



8. Housing & Communities

Beginning with the discovery of gold in 1848, the San Francisco Bay Area has attracted pioneers, innovators, and adventure seekers from around the world. Drawn by the Bay Area’s diversity, cosmopolitan culture, world-class universities, entertainment venues, innovative spirit, and near-perfect climate, the region is today home to eight million people who enjoy one of the strongest economies in the developed world, record levels of employment, high quality of life, and access to a range of housing options in both existing and emerging neighborhoods and communities throughout the nine Bay Area counties. Together, the five Northern Arc cities offer as many, if not more, housing choices and lifestyle accommodation as any other region in the country. These homes, apartments, neighborhoods, urban enclaves, and suburban villages form the backbone and fabric of our vibrant communities.

Access to Recreation, Health, and Well-Being

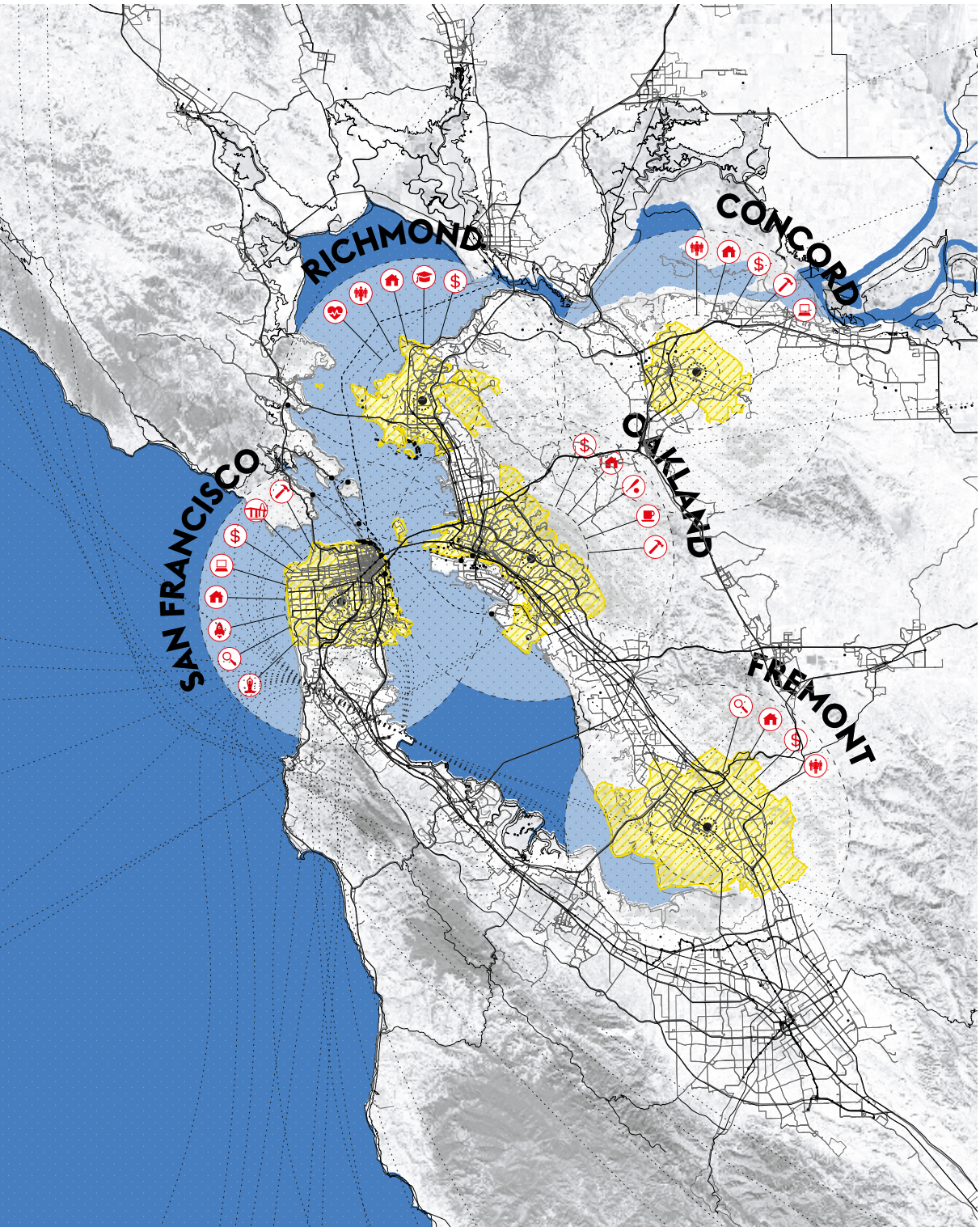
The Bay Area’s recreational, historic, and cultural amenities are world famous, and include some of the most iconic landmarks on earth, such as Alcatraz Island, San Francisco’s cable cars, and the Golden Gate Bridge. The San Francisco Bay features a robust ferry network, which provides one of the most scenic and relaxing commuter experiences anywhere in the world, and is encircled by 500 miles of walking and cycling trails and 30,000 acres of wetland habitat. Other outdoor recreational opportunities include the Golden Gate National Recreation Area, Mount Diablo, Mount Tamalpais, and Golden Gate Park, one of the largest urban parks in the U.S. Within one hour’s drive, Bay Area residents can surf the Pacific Ocean or sip award-

winning pinots in Napa Valley. Within two hours, they can relax at world-class spas in Calistoga or Big Sur. Within three hours, they can be skiing in Lake Tahoe, hiking Yosemite Valley, exploring the Gold Country, or climbing Mount Shasta.

The region also boasts some of the most famous franchises in professional sports, including the Golden State Warriors, San Francisco Giants, San Francisco 49ers, and Oakland Athletics. Some of the world’s greatest music performers routinely visit these stadiums and arenas, as well as some of the region’s other great music venues, including the Orpheum Theatre (San Francisco), the Fox Theater (Oakland), the Concord Pavilion (Concord), and the Greek Theatre (Berkeley). Finally, the Bay Area’s values, cultural diversity, and proximity to California’s fertile Central and Salinas Valleys make it one of the top-rated food destinations on earth. Whether it’s a Mission-style burrito, an East Bay ramen hot spot, or one of the region’s 54 Michelin Star restaurants, the Bay Area has it all.

The Bay Area has been more successful at growing its economy while preserving our open spaces and wild places than any major metro in the U.S. Of the 4.5 million acres that make up this region just 18% is developed; the majority, 51%, is agricultural land, and the remaining 29% is protected open space. This greenbelt provides not just locally grown produce for our world-class restaurants and amazing wines, but also unlimited recreational opportunities. From whale watching at Stinson Beach, to hiking Mount Diablo, waterskiing in the Delta, or cycling the Napa Valley, the Bay Area has something to offer everyone. Sunshine 300 days a year helps too.

Within the Northern Arc, the full complement of housing and lifestyle options is represented: from affordable to market rate to high-end luxury homes and penthouses.



Bid Cities in the Northern Arc

Quality of Life

All of the above add up to a tremendous opportunity for Amazon to provide its employees and their families the best of what our great region has to offer: a wide variety of housing options, lifestyle choices, and the highest degree of amenities and quality of life. Whether a high-rise condo or apartment downtown, or a townhome within a mixed-use, transit-oriented development, or in a larger single-family home in a more suburban tree-lined neighborhood, there is diversity of housing options and lifestyle choices in the five Northern Arc cities available to meet the desires, needs, and income levels of Amazon’s evolving workforce.

The five cities that comprise the Northern Arc offer a diversity of housing opportunities. From existing housing stock in established suburban neighborhoods, to urban hubs, to pioneering developments along burgeoning transit corridors; from for-sale condominiums to rental apartments at both market and below market rates across a broad spectrum of affordability levels; from small to medium to large infill projects all the way up to the largest entitled development opportunities and master-planned communities on the West Coast.

Why does this matter? It matters because Amazon’s employees deserve the very best in available options as to where and within what type of community they choose to live. With a diverse and rapidly changing workforce, Amazon’s workers encompass the entire range of income levels, age, and demographics: from the 55 year old starting his second career as a florist at Whole Foods, to

the millennial R&D technician, to the “last-mile” logistics worker, delivery driver, programmer, software engineer all the way up to the most senior executive. And it is not just about what type of home they will have access to, but also the communities that they will become a part of, the neighbors and friends with whom they will form bonds, and how they will be connected and travel between their home and workspace. With convenient access to quick, reliable transit, by road, rail, or water, and travel times between all five Northern Arc communities under 45 minutes, Amazon employees would be connected no matter where they choose to live.

From the recent college graduate doubling up with roommates, to the young family buying its first home, to empty nesters returning to enjoy city life again, our lifestyle choices change as we grow personally and professionally. As Amazon’s workforce evolves, the Northern Arc communities will continue to evolve alongside them, providing great housing choices, in the best locations, to meet their changing needs and desires.

Bay Area Housing Market – Challenges and Opportunities

The Bay Area’s combination of a high quality of life, record employment, and economic expansion have brought both opportunities and challenges in terms of meeting the demand for housing, both locally and at a regional level. The current economic boom has extended from the South Bay and Peninsula cities – the traditional hubs of Silicon Valley – to neighborhoods in San Francisco and cities in the East Bay. In addition to bringing vitality and wealth,

the rapidly growing and changing economy has also created significant challenges, primarily around traffic congestion and housing affordability. Leaders in business, government, and the environment acknowledge and are dedicated to solving these challenges, and are taking measures to ensure the region’s long-term sustainability.

California Action on Housing – Creation and Affordability

In September 2017, Governor Jerry Brown signed a suite of 15 housing bills intended to increase funding for and remove barriers to the production of housing throughout the state. The bills include new permanent funding, a one-time jolt of new money, and certain regulatory reforms to speed up project approvals. Three bills make up the core elements of the housing package. On the funding side, SB 3 (Beall) would provide an immediate influx of \$4 billion in bond funding and SB 2 (Atkins) would generate an estimated \$200 million to \$300 million per year to support a range of investments, including planning for affordable housing; construction, preservation and home ownership programs; and matching funds to support local or regional housing trust funds. Bond revenues also could fund infrastructure projects – including streets, sidewalks, parks, and utilities – that support new infill and transit-oriented housing development. A minimum of 70% of the ongoing SB 2 revenues would be allocated to local governments.

Regional Action on Housing

In July 2017, The Association of Bay Area Governments (ABAG) and the Metropolitan Transportation Commission (MTC) adopted Plan

Bay Area 2040, capping a three-year process of plan development and intensive public outreach. The second such regional housing and transportation plan adopted by MTC and ABAG, Plan Bay Area 2040 is a long-range blueprint to guide transportation investments and land-use decisions through 2040, while meeting the requirements of California’s landmark 2008 Senate Bill 375, which calls on each of the State’s 18 metropolitan areas to develop a Sustainable Communities Strategy to accommodate future population growth and reduce greenhouse gas emissions from cars and light trucks’.

Plan Bay Area 2040 points to two recent developments that will improve the region’s ability to address its chronic housing and affordability challenges. The recent integration of MTC’s and ABAG’s staff into a unified team will lead to more effective long-range planning and strengthen the region’s housing policy resources. And the newly created the Committee to House the Bay Area (CASA) initiative – the blue-ribbon Committee to House the Bay Area – is bringing together diverse interests to develop a bold new strategy for housing production and preservation. The Action Plan portion of Plan Bay Area 2040 also focuses on economic development, particularly improving transportation access to jobs, increasing middle-wage job creation and maintaining the region’s infrastructure. Another focus of the Action element is resilience in terms of enhancing climate protection and adaptation efforts, strengthening open space protections, creating healthy and safe communities, and protecting communities against natural hazards.

Plan Bay Area 2040 addresses these challenges with a focus on urgent regional needs. As an update to the region's long-range transportation plan and sustainable communities strategy, Plan Bay Area 2040 projects household and employment growth in the Bay Area over the next 24 years, provides a roadmap for accommodating expected growth, and connects it all to a transportation investment strategy that strives to move the Bay Area toward key regional goals for the environment, economy, and social equity.

The Bay Area's housing and transportation challenges reflect the cumulative impacts of the region's robust job market and the challenge to keep pace with housing needs, especially near growing job centers. To date, regional agencies have largely focused housing actions on funding planning grants, conducting the Regional Housing Needs Allocation (RHNA), allocating transportation funds to reward cities that plan for and produce housing, using existing fund sources for limited direct investments in affordable housing, providing best practices and technical assistance, and advocating for statewide legislative proposals to reduce barriers to housing production.

More specifically, MTC has:

- Produced and monitored RHNA performance by income level.
- Invested in the Transit Oriented Affordable Housing (TOAH) revolving loan fund.
- Linked approximately \$600 million in One Bay Area Grant (OBAG) funds to the adoption of an approved housing element, and conditioned nearly \$20 billion in transit expansion priorities on minimum zoning densities via MTC's TOD policy.
- Awarded 51 PDA Planning grants to date, which have led to increased planning capacity for 70,000 housing units, 110,000 jobs, and 26 million sf of commercial development. PDA Plans remove barriers to infill development by creating a predictable permitting process aligned with community objectives.
- Adopted a new OBAG framework in 2016 to increase incentives and direct investments for affordable housing.
- Convened regional committees for housing, including the Housing Forum, Housing Subcommittee of the Regional Planning Committee, and CASA – The Committee to House the Bay Area.
- Supported CEQA modernization, and created an online guide to CEQA streamlining provisions.

Overview of Bay Area Housing Supply

Despite its challenges, the Bay Area offers a broad range of housing supply, pricing, and availability in terms of location, type, size, sales price, and rents (both market and below market rates available at a variety of income levels) for a major metropolitan

area, tying the five Northern Arc cities together. The table below shows the existing supply of housing in the three counties that comprise the Northern Arc. The data indicates a robust stock of housing that is diversified in type and in tenure.

Existing Housing Stock in Three-County

	Alameda	Contra Costa	San Francisco	Total	
Total	572,012	391,288	358,703	1,322,003	
Owner-occupied housing units:					
Single-family	240,592	209,686	58,972	509,250	74%
Multi-family	58,304	40,725	76,799	175,828	26%
Renter-occupied housing units:					
Single family	61,466	50,673	15,997	128,136	20%

* 2016 American Community Survey One-Year Estimates

The table below shows 2017 median sales prices for both single family homes and condos for each of the five cities.

Median Sales Prices

City	Single Family	Condos	Source
Concord	\$549,700	\$282,500	Zillow (Single Family), HelpUSell (Condos) Sept. 2017
Fremont	\$1,072,000	\$635,000	East Bay Realtors' Association
Oakland	\$723,000	\$569,000	Zillow, Aug. 2017
Richmond	\$432,500	\$402,556	Contra Costa Association of Realtors, Sept. 2017
San Francisco	\$907,000	\$660,000	Zillow, Sept. 2017

Bay Area Housing Development Pipeline²

To help address recent housing shortages, the cities of Concord, Fremont, Oakland, Richmond, and San Francisco have nearly 45,000 entitled housing units in the pipeline as of Q1 2017. These five cities alone have built over 26,000 additional housing units between 2015 and 2017, with 14,600 delivered in the past 12 months. Over 3,100 units were built in the second quarter and more than 6,400 have been delivered year to date. This indicates that, while supply is robust, renter demand and demographic growth are also strong. Inventory has grown year over year at a rate of 2.0% and will likely reach 2.7% by the end of 2017. Construction of roughly 29,000 units over the next five years should provide some relief to the Bay Area’s housing crunch, driving inventory to 48,200 units. About a third of the units are slated to be delivered by the end of 2017.

Within the Northern Arc, a single developer, FivePoint Communities, controls three of the largest sites with substantial planned housing – The San Francisco Shipyard and Candlestick Point (with 12,100 units), Treasure Island (with 8,000 units), and Concord Reuse Project (with 12,300 units). In total, FivePoint is developing and/or managing the development of up to 32,400 homes and up to 13 million sf of commercial space. As three of the largest redevelopment projects on the West Coast at a combined total of 3,500 acres, each community will offer multiple, housing options, and extensive community benefits packages that have already been negotiated through public-private partnership agreements with each of the respective partner cities. These projects will dramatically increased the supply of new, transit-oriented housing across the Bay Area.

Housing: Treasure Island

The redevelopment of 465-acre Naval Station Treasure Island includes all of Treasure Island and a portion of Yerba Buena Island in the middle of San Francisco Bay. The island was built in 1936 for the 1939 Golden Gate International Exposition. Naval Station Treasure Island began operating in 1941 and was decommissioned in 1996. In 2011, the City approved entitlements for the redevelopment of the islands, which will include, 8,000 new homes (25% of which will be affordable); 550,000 sf of commercial, retail, and office space; a 500 room hotel, 300 acres of parks and open space; a marina; and a ferry terminal providing easy access to downtown San Francisco.

The table adjacent represents completed units and development projects in the current residential pipeline in each Northern Arc city to the first quarter (Q1) of 2017. The total number of entitled units is tracked by the various city planning departments.

Housing Pipeline in the MSA

City	New Units Built 2015 Q1 to 2017 Q1	Entitled by Planning in 2017 Q1 Pipeline*	RHNA Production Goals 2015-2022	Percent of RHNA Goals Built and Entitled by Planning
Concord Pipeline				
Total Units	153	360	3,478	15%
Above Moderate (>120% AMI)	135	340	1,677	28%
Moderate Income (80-120% AMI)	18	0	559	3%
Low Income (<80% AMI)	0	20	1,242	2%
Affordability to be Determined				
Fremont Pipeline				
Total Units	901	6,352	5,455	133%
Above Moderate (>120% AMI)	835	5,456	1,837	342%
Moderate Income (80-120% AMI)	0	30	978	3%
Low Income (<80% AMI)	66	723	2,640	30%
Affordability to be Determined				
Oakland Pipeline				
Total Units	2,892	13,573	14,765	112%
Above Moderate (>120% AMI)	2,725	11,938	7,816	188%
Moderate Income (80-120% AMI)	0	113	2,815	4%
Low Income (<80% AMI)	167	993	4,134	28%
Affordability to be Determined				
Richmond Pipeline				
Total Units	327	1,309	2,435	67%
Above Moderate (>120% AMI)	168	867	1,282	81%
Moderate Income (80-120% AMI)	0	0	410	0%
Low Income (<80% AMI)	159	442	743	81%
Affordability to be Determined				
San Francisco Pipeline				
Total Units	9,170	23,773	28,869	114.10%
Above Moderate (>120% AMI)	7,486	19,740	12,536	217.20%
Moderate Income (80-120% AMI)	384	761	5,460	21.00%
Low Income (<80% AMI)	1,300	3,104	10,873	40.50%
Affordability to be Determined				
Total MSA	13,443	45,357	55,002	

*Includes units under construction and with planning approvals

San Francisco Development Pipeline²

The table above does not include three entitled major development projects in San Francisco with a remaining total of 22,680 net new units: The San Francisco Shipyard & Candlestick Point, Treasure Island, and Park Merced, which will be constructed in phases over the next 10 to 15 years, although they could come online more quickly under strong market conditions. These three projects will include about 4,920 affordable units (22% affordable), at a range of income levels. Including these three projects, approximately 64,000 housing units, 31 million sf of commercial space, and 25 hotels with 4,685 rooms are now in the San Francisco new construction pipeline – with 5,700 units, 10 million sf of commercial space, and five hotels currently under construction³.

Combined, the total number of residential units currently in the pipeline in San Francisco is more than 45,000 housing units, and, in the region, over 68,000 units.

The main issue for the San Francisco residential sales market is new condo construction and its effect on the supply-and-demand dynamic. Over 5,000 new condos have been built in the past four to five years, with another 2,000 expected to hit the market in the next two to three years. This surge of supply has been a substantial factor in the overall plateauing of condo median sales prices in the city since 2015, and some declines in those neighborhoods where new construction has been concentrated. However, it is true that new construction has been shifting much more toward building rental housing than for-sale condos, including over 2,700 deliveries in 2017, with another 3,800 currently under construction, which has and will continue to exert downward pressure on rents as well.

BART Transit Oriented Development Policy

The proposed sites within the five Northern Arc cities are all well connected to major areas of growth for the region, immediately surrounding BART's 50 existing and under-construction stations. This includes BART's own real estate assets that can be used to catalyze high-density, mixed-income, transit-oriented development at and around stations. BART leverages these opportunities by working in partnership with the communities it serves in order to implement the regional land use vision and achieve local and regional economic development goals. BART has very close partnerships and a strong track record with all of the cities identified in this proposal, and strongly supports their envisioned growth⁴.

BART aims to build 20,000 homes and 4.5 million sf of commercial on its own 250 acres of developable land by 2040. To date, developers have delivered about 2,400 homes and about 300,000 sf of commercial space on agency land. The agency currently has close to 6,000 homes and 3 million sf of office and retail in the pipeline for BART-owned sites⁵. In total, there are more than 100 projects throughout the Bay Area being planned on top of, next to, or within blocks of a BART station on private property as well. The following includes all projects within a half-mile of an existing or under-construction station that are in concept, proposed, approved, or have broken ground⁶.

Public Safety

In the 2016 Sperling's Best Places Ranking, the San Francisco-Oakland-Hayward MSA ranked 28th lowest in overall crime rate out of 100 large metros in the U.S.

BART Development Summary – Product⁷

Status	Station	Total Units	Affordable Units	% Affordable	Office (SF)	Retail (SF)
Completed	Castro Valley	96	96	100%		
	Fruitvale Phase I	47	10	21%	27,000	37,000
	Pleasant Hill Phase I	422	84	20%		35,590
	Hayward	170	0	0%		
	Ashby	0	0	0%	80,000	
	Richmond Phase I	132	66	50%		9,000
	MacArthur Phase I	90	90	100%		
	San Leandro Phase I	115	115	100%	5,000	1,000
	West Dublin	309	0	0%		
	East Dublin	240	0	0%		
	South Hayward Phase I	354	152	43%		
Total Completed		1,975	613	31%	112,000	82,590
Construction/ Planned	MacArthur Phase II	787	56	7%		39,100
	San Leandro Phase II	85	85	100%		
	Walnut Creek	596	0	0%		
	Coliseum Phase I	110	55	50%		
	West Pleasanton	0	0	0%	410,000	
	Pleasant Hill Block C	200	0	0%		
	Fruitvale Phase IIA	94	92	98%		
Total Under Const. & Planned		1,872	288	15%	410,000	39,100
Grand Total		3,847	901	23%	522,000	121,690

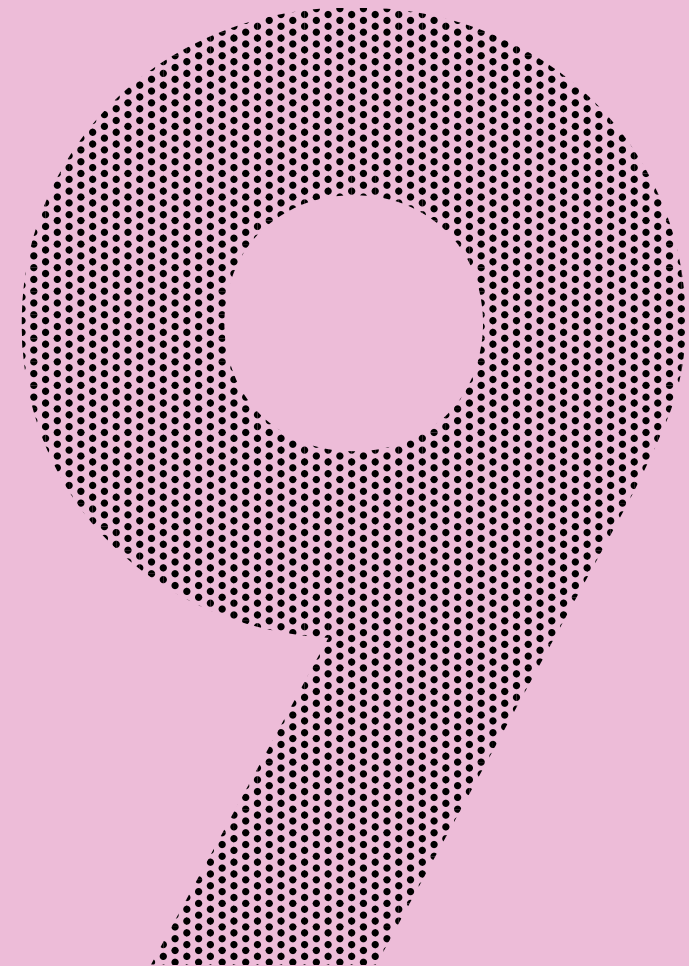
For a more detailed overview of BART's TOD Policy and Development Program, including completed projects and projects either planned or already under construction, please visit: https://www.bart.gov/sites/default/files/docs/BART%20TOD%20Overview%2009-06-17_O.pdf

Sources

1 <http://www.2040.planbayarea.org/reports>
2 http://default.sfplanning.org/publications_reports/residential-pipeline-quarterly-dashboard/2017Q1_RHNA_Progress.pdf and <https://data.sfgov.org/Housing-and-Buildings/Map-SF-Pipeline-2017-Q1/5z5s-trir/data>
3 <https://www.paragon-re.com/trend/san-francisco-home-prices-market-trends-news>

4 http://www.bart.gov/sites/default/files/docs/BART%20Board%20-%20TOD%20Policy%20Draft%206-9-16%20Adopted%20FINAL_O.pdf
5 <https://www.bizjournals.com/sanfrancisco/news/2017/07/26/bart-development-oakland-boston-properties-bxp.html>
6 <https://media.bizj.us/view/img/10554766/bart-development-map-2017.pdf>
7 http://www.bart.gov/sites/default/files/docs/BART%20TOD%20Overview%2009-06-17_O.pdf

Sustainability



Epicenter of Climate Action

Like Amazon, California is committed to sourcing its energy from renewable sources, incorporating energy efficiencies into existing buildings and improving freight efficiencies by supporting zero-emission freight technologies. In 2014, California per-capita emissions were just 54% of the national average, and its carbon-reduction policies are emulated around the world. As a committed partner in sustainability, we will help you reduce your carbon footprint.

California has not only been an environmental leader but has demonstrated that sustainability and economic growth can go hand in hand. Our pioneering cap-and-trade program was recently extended through 2030 with bipartisan support, and we have linked our market with Quebec and Ontario – with more to come. Overall, California will reduce carbon emissions 40% below 1990 levels by 2030, and by that year will generate half of its electricity from renewable sources.

California is also leading the way to bring zero-emission vehicle technologies from concept to market, with an action plan to bring the number of zero-emission vehicles in the state to 1.5 million by 2025. Already, California has over 325,000 such

vehicles on the road, making up 47% of national zero-emission vehicle sales in the U.S. The state is on track to help build out the infrastructure for one million zero-emission vehicles by 2020. Under the leadership of Governor Jerry Brown, California continues to lead the world in efforts to combat climate change and environmental degradation. We have built strong coalitions of partners committed to curbing carbon pollution in both the United States through the U.S. Climate Alliance and around the globe with the Under2 Coalition. In July, Governor Brown also launched America's Pledge on climate change with Michael Bloomberg to help compile and quantify the actions of states, cities, and businesses in the U.S. to drive down GHG emissions.

In 2016 in recognition of our global leadership, California was invited to host the 7th Clean Energy Ministerial (CEM7) and tasked the Bay Area Council to host this global conference. CEM7 was the follow-up meeting to the COP21 U.N. Convention of Parties climate-change talks last December in Paris. The participating energy ministries include Australia, Brazil, Canada, China, Denmark, the European Commission, Finland, France, Germany, India, Indonesia, Italy, Japan, Korea, Mexico, Norway, Russia, Saudi Arabia, South Africa, Spain, Sweden, the United Arab Emirates, the United Kingdom, and the United States.

In September 2018, the State of California will convene the Global Climate Action Summit in San Francisco, where representatives from subnational governments, businesses, and civil society will gather with the direct goal of supporting and implementing the Paris Agreement.

Reaffirming California's pioneering climate leadership, our state passed legislation in July that extends and improves the state's world-leading cap-and-trade program and establishes a groundbreaking program to measure and combat air pollution at the neighborhood level. In recent years, California has passed numerous bills establishing the most ambitious greenhouse gas (GHG) emission reduction targets in North America; setting the nation's toughest restrictions on destructive super pollutants; directing cap-and-trade funds to GHG-reducing programs that benefit disadvantaged communities, support clean transportation, and protect natural ecosystems; and requiring the state to generate half of its electricity from renewable sources by 2030 and double the rate of energy efficiency savings in buildings.

According to the Solar Energy Industries Association (SEIA)¹ California ranks as the number one state for residential rooftop solar with almost 5 million homes equipped with solar. We have some of the most energy-efficient building codes in Title 24, and the cleanest gasoline and the most electric and hybrid vehicles of any state in the U.S. We have banned plastic bags, divested from coal, and mandated recycling; in short, sustainability is in our DNA.

The San Francisco Exploratorium houses an innovative cooling system utilizing water from the San Francisco Bay. Through energy efficiency and a 1.3 MW PV system, the Exploratorium achieved zero-net energy (ZNE). PG&E staff from several departments partnered to help. The Exploratorium received PG&E energy efficiency incentives of nearly \$317,000.



The Bay Area also boasts one of the cleanest utility companies in the world. Pacific Gas & Electric Company (PG&E) consistently ranks at the top for cleanest energy portfolio and least amount of carbon produced. Over 70% of PG&E's energy mix is GHG-gas free and this percentage continues to trend upwards. By 2020, PG&E forecasts that over 40% and 78% of its energy will be delivered from renewable resources and GHG free resources respectively. If Amazon HQ2 were to be sited within PG&E's service area in Northern and Central California, PG&E will commit to immediate energy availability and that any additional infrastructure

will be in place for Phase I (500,000 to 1,000,000 sf) by 2019. Furthermore, Amazon's HQ2 would qualify for PG&E's Economic Development Rate, an incentive meant to attract jobs to California. Under this program, Amazon's HQ2 could receive 12% off its electric costs.

Below is a preliminary rates analysis, based on characteristics of a tech office campus similarly sized to Amazon's HQ2 Phase I specifications. The electric cost estimates are based on the usage/demand characteristics estimated below and are based on current rates effective 03/01/2017.

Electric Demand/Usage Characteristics			
Max Demand (kW)	Annual Usage (kWh)	Operational Hours	Load Factor (Average)
4,622	16,839,950	7-7/M-F	41.6%

The estimate, below, is at the 12% ED rate.

Electric Cost Estimate					
Schedule	Annual Pre-Tax Bill	Average Rate (\$/kWh)	EDR Reduction	EDR Reduction (\$)	Annual Bill with EDR Reduction (\$)
E-20 Primary Voltage	\$2,760,357	0.14425	12%	\$(331,243)	\$2,429,114

Electric Cost Estimate					
Schedule	Annual Pre-Tax Bill	Average Rate (\$/kWh)	EDR Reduction	EDR Reduction (\$)	Annual Bill with EDR Reduction (\$)
E-20 Transmission Voltage	\$2,188,319	0.11435	12%	\$(262,598)	\$1,925,721

Sustainability & Energy Management Incentives

PG&E offers unmatched experience in the design, implementation, and management of alternative energy generation systems, networks, and energy efficiency programs. By dynamically harnessing industry-leading expertise, we can enable Amazon HQ2 to reduce energy and operational costs with a focus on efficiency, renewables, and clean transportation. PG&E's expertise is awaiting a partnership with Amazon to build a vibrant new community in California.

PG&E's Sustainable Solutions Turnkey (SST) Program:

can provide Amazon HQ2 the ability to rapidly implement, innovate, and integrate energy projects. PG&E will work to strategically assess and prioritize all energy-related opportunities. Whether planning for solar, fuel cell, Energy storage, energy efficiency, or capitalizing on other new building technologies, our process allows for a level of collaborative support, guided by your review and approval of all procurement decisions. PG&E is a transparent pricing provider, with all of its costs and competitive bidding procedures open for your review.

- **PG&E is a national leader in energy efficiency and renewable energy programs and services.** Elements include the PG&E Savings-By-Design (SBD) program, enabling free design assistance, owners' incentives, design team incentives, and energy design resources. If Amazon HQ2 participates in the SBD program and exceeds Title 24 Standards by at least 10%, the project can receive a financial incentive up to **\$150,000 per commercial building**. PG&E's Retro-commissioning program provides ongoing energy efficiency support, with average savings of 16% after construction has been completed.

- **PG&E offers Demand Response Programs that pay a financial rewards** for installing energy management technology that allows Amazon HQ2 (or individual buildings) to perform demand response, with incentives for curtailing on event days **(\$200-\$400/per-single kW)**.
- PG&E provides financial incentives for business customers installing new, qualifying equipment for generating energy. **The Self-Generation Incentive Program** (SGIP) applies both to renewable and non-renewable technologies, with incentives varying depending on type of system, size, fuel source, and out-of-pocket costs involved. Assessing opportunities for Thermal Energy Storage can yield incentives as much as **\$1.5M**, with an additional design team incentive of **\$50,000**.
- **Energy Efficiency Financing** provides up to **\$100,000** in 0%-interest financing (per building); a dedicated Account Manager would be able to provide additional details.
- **PG&E offers considerable savings in installing EV charging.** Through our new EV Charge Network program, PG&E will build 7,500 level 2 EV charging stations across Northern and Central California. PG&E will install and own the "make-ready" electric infrastructure that brings power from the grid to the charger, saving customers approximately two-thirds on installation costs. Amazon HQ2 would receive a rebate from PG&E to cover a portion of the cost of the charger.

Water Supplies & Sea Level Rise

The Bay Area also manages some of the most reliable, highest quality water supplies in California, allowing our population and economy to grow throughout the recent historic drought. What's more, Bay Area political, business, and environmental leaders are united in making the Bay Area the most climate-resistant coastal region on earth. In June 2016, 71% of Bay Area voters approved Measure AA, a ballot measure that will generate \$500 million for sea level rise defense infrastructure around the San Francisco Bay shoreline, the first measure of its kind in the U.S. In recognition of the Bay Area's support for Measure AA, the Rockefeller Foundation chose the Bay Area to host the Resilient by Design competition, bringing together engineers from around the world to propose 10 innovative projects to improve regional sea level rise resilience.

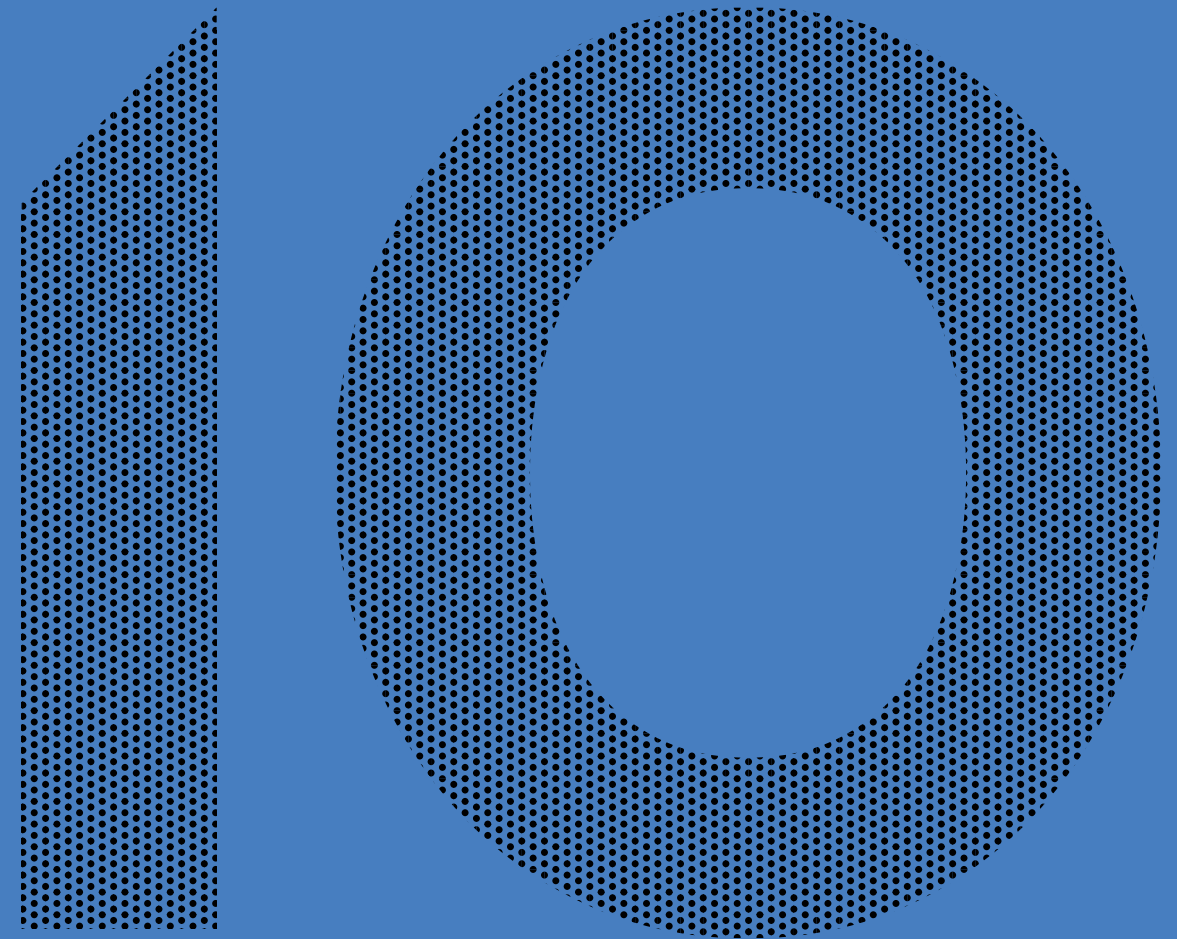
District-Level Energy and Water Solutions

At The San Francisco Shipyard, an "Eco-Grid" district utility system has been proposed where conventional utility infrastructure would be replaced with technology designed to enhance energy efficiency, reduce carbon emissions from fossil fuels, and recycle and reuse water. The Eco-Grid concept includes on-site distributed generation (solar PV), a geothermal-based district thermal energy loop to provide hot and chilled water, and a recycled water system. The Eco-Grid would provide these benefits without burdening tenants and future occupants with energy costs beyond what they would pay under a conventional HVAC system. The Eco-Grid will be a collection of privately owned assets that will be built, owned, operated, and maintained to deliver energy services to the project that have been planned with the following goals and benefits in mind:

- **Renewable Electricity** – The goal is to provide all electricity from renewable sources through pioneering energy storage and management techniques. Natural gas- and oil-fueled heating is intended to drop sharply.
- **Battery Storage** – Advanced lithium-ion batteries could be used in the initial phases to store surplus energy generated from the solar PV systems, and to provide backup power for critical customer loads. Other battery technologies (e.g., reduction-oxidation flow batteries and metal-air batteries) are quickly maturing and may be considered in future phases.
- **Recycled Water** – The guidelines are to reduce consumption while promoting maximum reuse of water resources, ensuring ample supplies at favorable cost.
- **HVAC Savings** – The SF Shipyard's new technology is intended to cut HVAC consumption by 68%, dramatically softening environmental impact with the goal of saving 150 million gallons of water per year.

1. <https://www.seia.org/research-resources/top-10-solar-states>

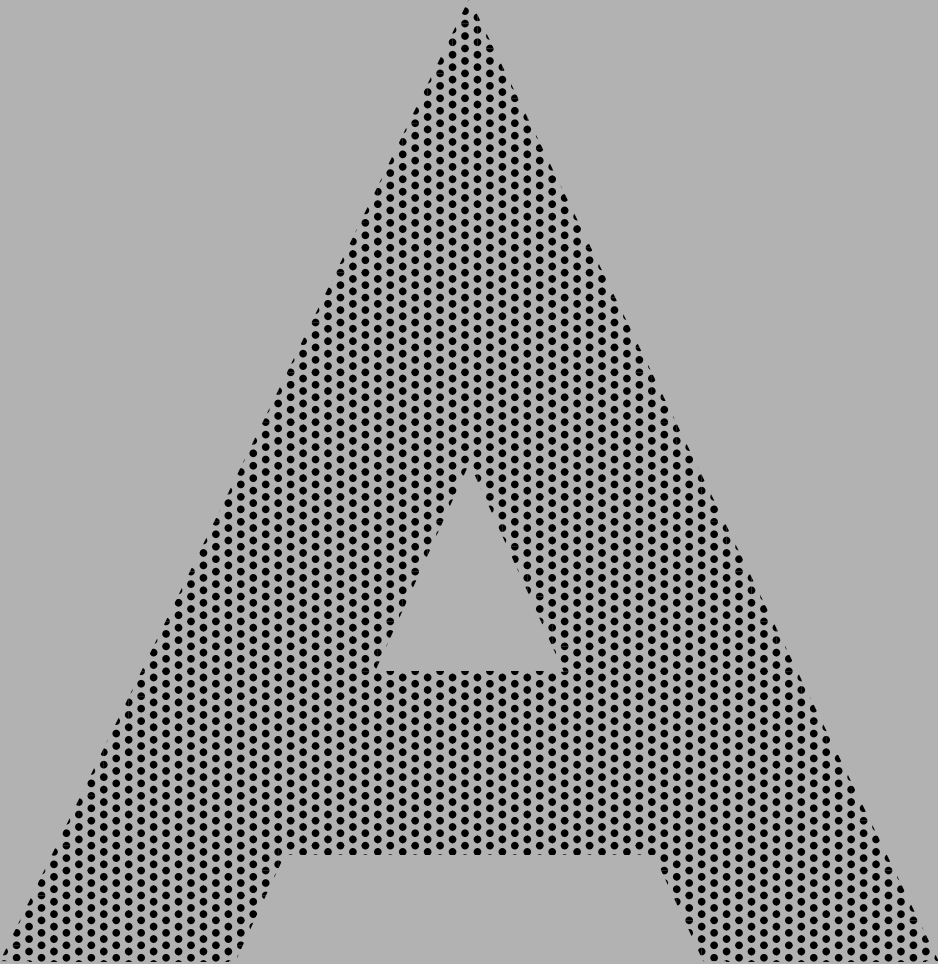
Thank You



**LET'S
SCRAMBLE!**



**Appendix A:
The State of California**



Appendix A: The State of California

California is the best place to innovate and invest in the world – with its talented workforce, global connections, premier universities, technology ecosystem that creates transformative products and patents, and policies to invest billions of dollars into sustainable infrastructure and housing and protect the environment.

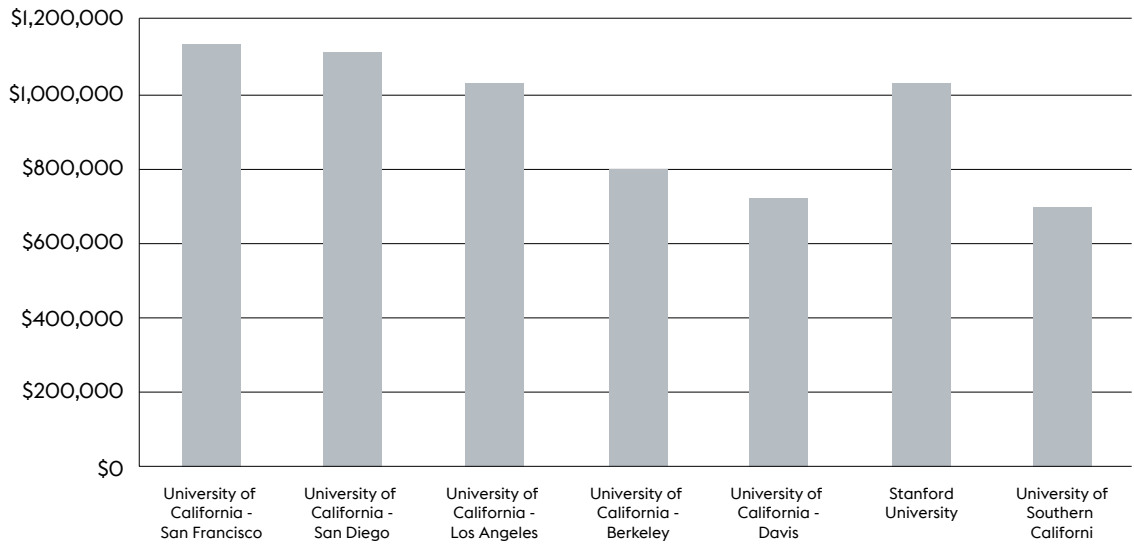
These business factors combined with the state’s unmatched quality of life – surf in the morning, ski in the afternoon – make California an ideal partner for Amazon as it seeks out a home for its second headquarters.

California: Knowledge-Economy Powerhouse
Locating in California will give Amazon access to the greatest system of research and postsecondary education in the world, with 146 public colleges and universities. More than 40 percent of the

workforce is college-educated. California graduates more students in science, technology, engineering, arts and math than any other state, with 91,643 degrees awarded. Sixteen percent of the 1,369 Ph.D. degrees in computer science awarded by U.S. public universities in 2014-15 were awarded in California.

Our universities, in addition to educating students for the jobs of the future, are engines of research and development. About one-third of the 41 living Turing Award winners worldwide currently hold a position at a campus or company in California. Seven of the top 30 campuses nationwide for R&D expenditures are located in California. (The next-ranked state, Pennsylvania, has three campuses on the list.) Together, these seven campuses put \$6.2 billion into R&D in 2015, representing nine percent of higher education R&D nationwide.

R&D Expenditures in Millions

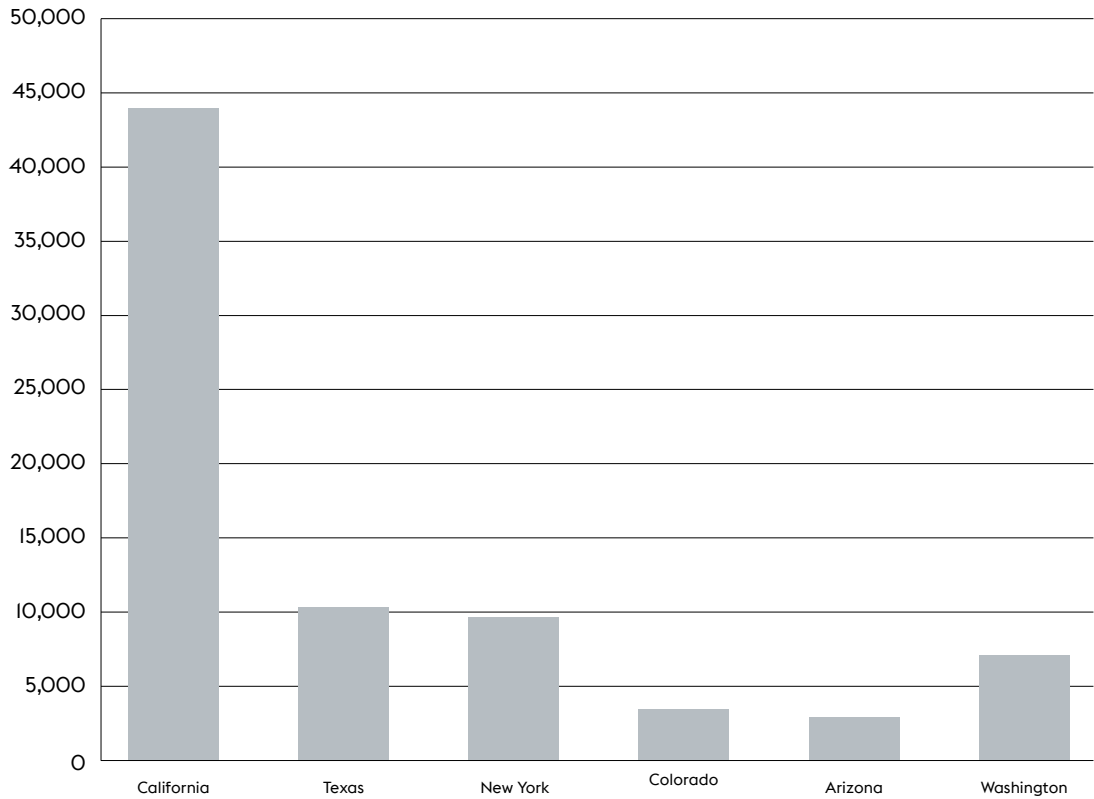


California's higher education system is not only top-notch: it is accessible. Average tuition at a public college or university in the state is \$2,890 per semester, and California’s public 4 year college graduates have the third-lowest average student loan debt of any state – 26 percent lower than the national average. Seven of the top ten universities on the 2017 New York Times College Access Index – based on both the number of lower-and-middle-income students enrolled and the price charged – are located in California.

1. University of California- Irvine
2. University of California- Santa Barbara
3. University of California- Davis
4. University of California- San Diego
5. University of California- Los Angeles
6. University of Florida
7. Amherst College
8. Pomona College
9. University of California- Berkeley
10. Harvard University

These investments in human capital pay off. In 2015, California earned 28 percent of the 140,969 patents issued in the United States – more than twice as many patents-per-capita as the national average and over four times as many patents as the next-ranked state.

2015 Patents by State



California also has the diverse workforce necessary to lead the United States into global markets. More than a quarter of California's population was born outside the country. Among English-speaking residents that are fluent in another language, there are 17 languages represented. The state is also home to many native speakers of other languages who also speak English fluently. There are seventeen languages with more than 50,000 native speakers in California.

California: Bold Investments in Infrastructure and Housing

California is the sixth-largest economy in the world, and it is making the investments in its physical capital and housing stock to sustain and build on that advantage.

Those investments start with transportation. California will invest an additional \$5.2 billion annually over the next decade to rebuild our roads and bridges and expand mass transit. California's urban cores have incorporated bicycle infrastructure and pedestrian-friendly downtowns. We are also building what will be the only high-speed rail system in the United States, which when completed will move passengers from San Francisco to Los Angeles in under 3 hours and will eventually extend into an 800-mile system from Sacramento to San Diego.

The state is also improving access to housing, putting billions of dollars behind affordable housing measures and streamlining the building process. This year's housing package includes a \$4 billion bond measure to kick-start the construction of affordable housing, as well as a permanent revenue source for such housing through a modest fee on real estate transactions.

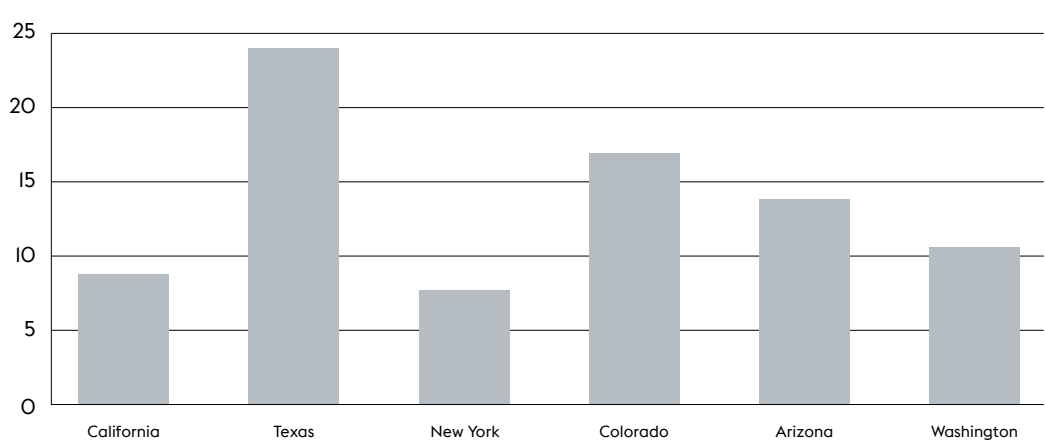
Finally, California will keep investing in livable communities. A \$4 billion bond measure will protect California's natural beauty, increase access to parks and upgrade water systems.

California: Epicenter of Climate Action

Like Amazon, California is committed to sourcing its energy from renewable sources, incorporating energy efficiencies into existing buildings and improving freight efficiencies by supporting zero emission freight technologies. In 2014, California per-capita emissions were just 54 percent of the national average, and its carbon-reduction policies are emulated around the world. As a committed partner in sustainability, we will help you reduce your carbon footprint.

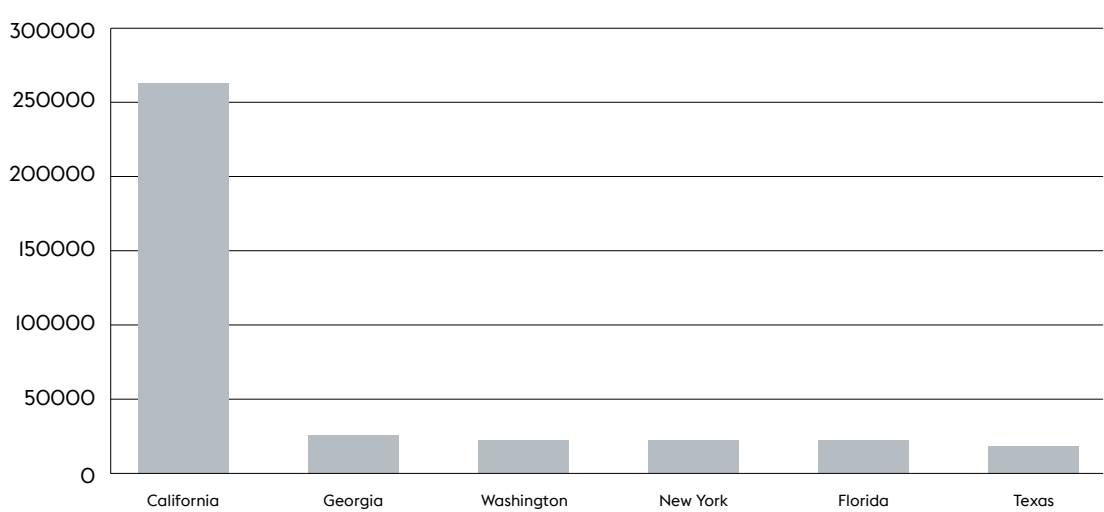
California has not only been an environmental leader but has demonstrated that sustainability and economic growth can go hand-in-hand. Our pioneering cap-and-trade program was recently extended through 2030 with bipartisan support, and we have linked our market with Quebec and Ontario – with more to come. Overall, California will reduce carbon emissions 40 percent below 1990 levels by 2030, and by that year will generate half of its electricity from renewable sources.

2014 Carbon Emissions Per Capita

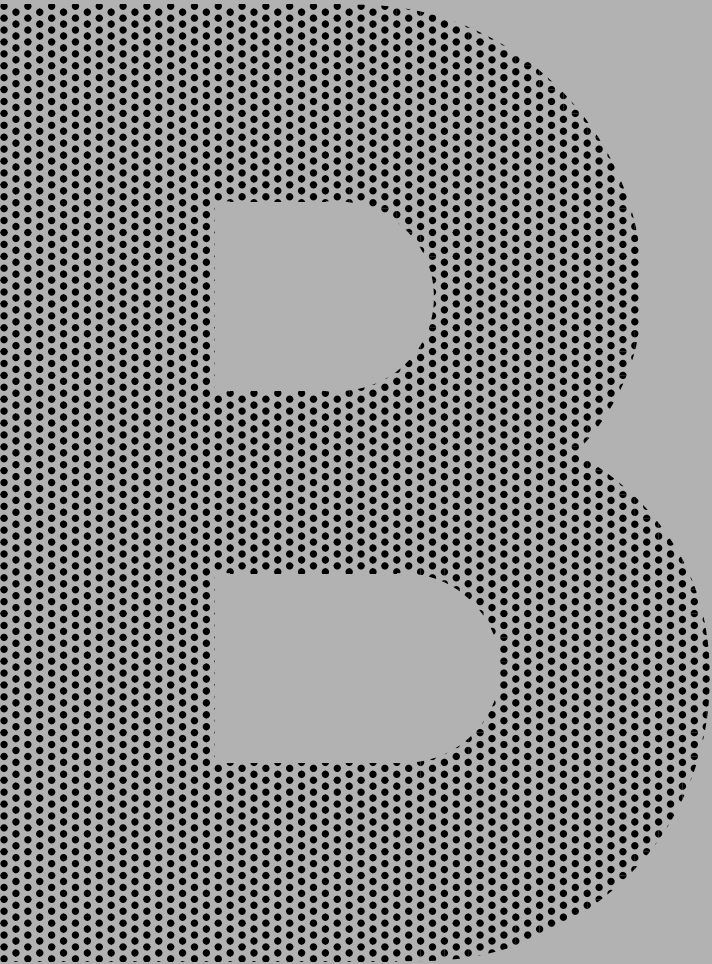


California is also leading the way to bring zero-emission vehicle technologies from concept to market, with an action plan to bring the number of zero-emission vehicles in the state to 1.5 million by 2025. Already, California has over 325,000 such vehicles on the road, making up 47 percent of national zero-emission vehicle sales in the United States. The state is on track to help build out the infrastructure for one million zero-emission vehicles by 2020.

2011-2016 Electric Vehicle Sales



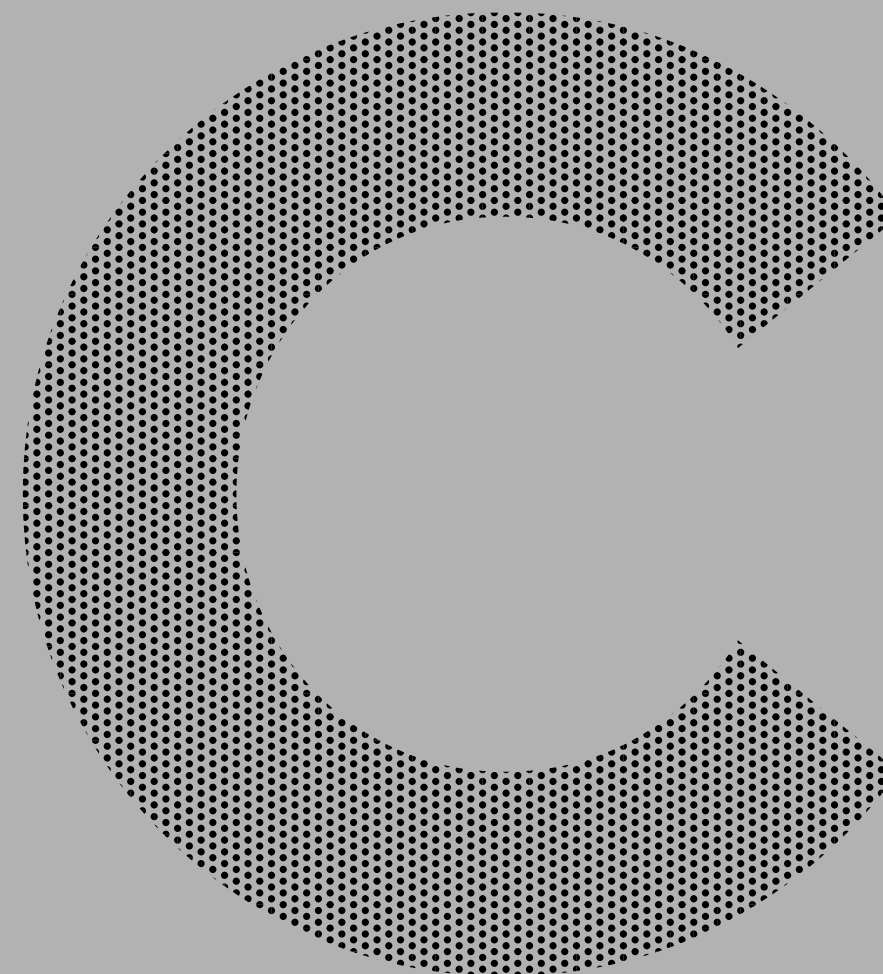
Appendix B:
Acknowledgements



Appendix B: Acknowledgements

- BART
- Bay Area Council
- City of Concord
- City of Fremont
- City of Oakland
- City of Pittsburg
- City of Richmond
- City of San Francisco
- City of Union City
- Cushman & Wakefield
- East Bay Economic Development Alliance
- East Bay Leadership Council
- FivePoint
- GO-Biz
- Metropolitan Transportation Commission
- Office of Governor, State of California
- PG&E
- SAMCEDA
- UC Berkeley
- WETA
- Wordsearch

Appendix C: Contacts



Appendix C: Contacts

Matt Regan | Senior Vice President Government Relations | BAY AREA COUNCIL

353 Sacramento Street 10th Floor | San Francisco, CA 94111

415-946-8710 office | 415-298-0330 cell |

mregan@bayareacouncil.org | www.bayareacouncil.org

Adrian Covert | Vice President, Public Policy | BAY AREA COUNCIL

353 Sacramento Street 10th Floor | San Francisco, CA 94111

415-946-8746 office | 415-519-9141 cell | acovert@bayareacouncil.org | www.bayareacouncil.org