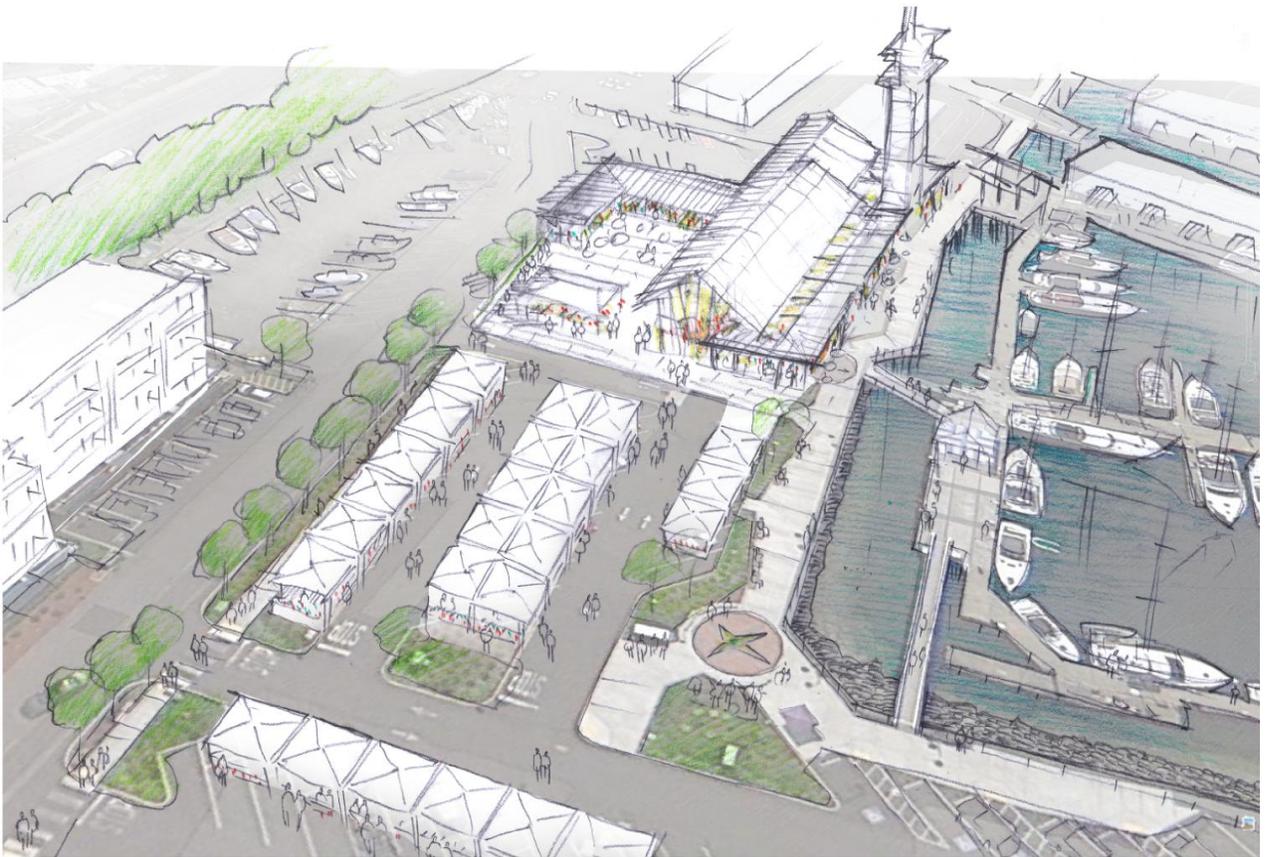


EPICUREUM

Epicureum = Epicurean + Emporium



Des Moines Marina and Beach Park Redevelopment Plan

Submission to Request for Qualifications issued April 19, 2013.

Good Fit Development, LLC | May 31, 2013

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A. Summary

Good Fit Development, LLC (GFD) is honored to submit a proposal to initiate the development of the Des Moines marina floor plan.

Epicureum is conceived as a premier venue for Phase 1 of the marina floor development establishing the infrastructure to promote a collection of food & beverage (F&B) vendors. It will be a simple, high quality, market with a butcher paper type approach along with an understated accent promoting marina and Puget Sound lifestyle. The goals of Epicureum are:

1. Build off the momentum of the farmer's market and provide it the opportunity to expand,
2. Create a national identity for Des Moines promoting tourism and increasing draw to the marina,
3. Business development for the community including an "incubator" for vendors, and
4. Continue momentum towards Phase 2 of the marina floor development plan.

Epicureum is anticipated to be 10,200 square feet, including a partial adaptive reuse of the existing Harbor Master's facility with an addition constructed to the north on the available lot. All development will orient itself to maximize the relationship between the marina, people, westward views and provide synergies with the farmer's market. The site layout will enhance the pedestrian flow along the waterfront, optimize use of the east end of the site with the market and create a node on the south perimeter in anticipation of Phase 2 of the marina development. Prominent facility features include a common area with capacity to transition to indoor expansion area for the farmer's market and private events and a wood burning oven centrally located creating a cozy environment for evenings and colder months.

The market will feature an executive chef who will provide an anchor concept and serve as a mentor for other vendors, creating a true culinary incubator environment, with the farmer's market as the main source of product.

The site and concept offer the potential benefits utilizing principles similar to a traditional Public-Private Partnership (PPP). Recognition of this opportunity and structuring the relationship through a transparent stepped rent lease mitigates risk and maximizes opportunity for each stakeholder, while enhancing the capacity for sustained revenues.

As of the submission, GFD entity partners include a lead developer and architect. GFD intends to align with a representative of the City of Des Moines Farmer's market for consultation purposes at a minimum and will consider making this role a member of the development team. GFD is pursuing additional partners including construction

contractor (i.e. Powell Homes) and finance partner. GFD can more easily secure these roles as additions to the development entity if selected to continue for further consideration with the submission of the RFQ. GFD is also open to discussing a PPP approach with the City of Des Moines and has a depth of expertise in this area.

Phase 2 of the marina floor development plan will target a boutique hotel along with a conceptual expansion of Epicureum. Phase 3 will include additional development of mixed use commercial space.

B. Developer Identification

Development Entity

Good Fit Development, LLC

2522 North Proctor, Suite 230

Tacoma, WA 98406

Established: 2013

Principal Point of Contact

Stephen Monkewicz, no limitations of negotiation authority and is the sole partner of the development entity.

Team Members

Stephen Monkewicz, Development entity lead. See attached resume for qualifications.

Matt Wittman, Architect. See attached resume for qualifications.

Development Entity Anticipated Organization

Development Lead: Stephen Monkewicz

Development Partner: TBD

Architect: Matt Wittman

Construction Contractor: TBD

Financing: TBD

Marketing/Branding Consultant: Tacoma Design Collective

City of Des Moines Farmer's Market Representative

C. Relevant Development Team Experience

Stephen D. Monkewicz, LEED AP

Steve, has a unique combination of 20+ years in private and public sector development experience including approximately 10 years in large scale commercial real estate acquisition and development for the federal government and 10 years of private sector experience with a boutique hospitality company. In addition to countless real estate transactions and a specialization in large and complex projects, Steve's commercial real estate experience includes portfolio management and leading efforts in strategic development for the U.S. General Services Administration's Office of Lease Acquisition (the largest commercial real estate portfolio in the world) as well as public private partnerships strategies. Steve has represented GSA as a spokesperson on national panels for PPPs.

He also spent nearly a decade in Manhattan with an upscale restaurant and bakery company as a member of the business, conceptual and property development team working with some of the top restaurateurs, architects, marketers, chefs and minds in the industry. While there, Steve learned food and beverage operations at all levels ranging from casual to formal including training in culinary technique and beverage program development. Steve rounded out his hospitality experience with Hyatt Hotels International as part of the resort F&B management team.

Steve earned a MBA from Columbia Business School with a focus on real estate finance and development. And while not an architect, Steve has taken courses at Columbia's Graduate School of Architecture in responsible development, toured facilities throughout Europe for large scale adaptive reuse studies in food and beverage operations and is a U.S. Green Building Council LEED Accredited Professional.

He has a BA from Purdue University and was raised in Indiana, has lived in NYC, Micronesia, and San Francisco before moving to Seattle to finally settle down in the Puget Sound area.

Good Fit Development, LLC, 2013

Founder of a real estate development company that specializes in projects featuring elements of culinary, architecture and community.

GFD focused on identifying strategic opportunities in real estate development that leverage synergies with culinary elements and promotes community enhancement.

Community: Human scale development emphasizing local production with a holistic perspective yielding equitable returns for all stakeholders;

Food (& beverage): Core epicurean values celebrating purity of ingredients and

simplicity;

Architecture: A creative aesthetic formed at the axis of intelligent design with materials indigenous to the surrounding environment;

...and a never ending desire for a great meal in a great setting.

GFD values market insight, due diligence relationships and an ability to adapt to unforeseen circumstances as critical to sustained success in projects. GFD's depth of experience in both public and private sector projects fosters ability to deliver results and the wisdom to recognize that persistence, while always listening with an open mind, provides the insights to create something remarkable.

U.S. GENERAL SERVICES ADMINISTRATION, PUBLIC BUILDINGS SERVICE • 2002-2013

GSA is a full services real estate organization serving the federal government owning and managing 360 million square feet of Class A office, laboratory, high security, court house, industrial and special use space.

Roles

Office of Leasing: Office of Strategy and Measures

Lead the strategic planning for the national leasing program with a focus on public private partnerships, National Broker Partnerships, and Portfolio Management Division liaison for financial structuring and client portfolio strategies.

Real Estate Acquisition: 2004-2010: Unlimited financial signature authority to obligate the U.S. Government in contracts related to real estate acquisition. Lead and mentor teams for realty projects with multiple year schedules including site acquisition, repair & alteration, adaptive reuse, new construction, lease procurement, and build to suit leases. Establish team processes to improve corporate knowledge, market research capacity, negotiation results, and transaction quality assurance. Presenter at professional seminars on leasing processes.

- Managed program of realty projects and completed \$300,000,000 of transactions.
- Manage teams and programs up to 120 projects simultaneously for portfolios totaling 10,600,000 square feet (670 leases) in areas including Alaska, California, Hawaii, Idaho, Oregon, Northern Mariana Islands, and Washington.
- Specialize in large and complex projects and led teams in over 35 build to suit projects.
- Strategic negotiator having met 100% of 2004-2010 business performance metrics
- Managed realty acquisition and property management program with a 25 person staff and 8,300,000 square feet of owned and leased assets (200 leases) generating \$238,000,000 annual revenue.
- Member of lease acquisition reform team that created and implemented five acquisition models. This evolved the organizational process from a singular model to a sophisticated culture of increased strategic options, enhanced customer focus and continuous improvement.

- Member of team developing and implementing organization wide (12,000 employees) training in negotiations.

Senior Realty Specialist, Washington D.C. JAN 2011-Present (Promotion)

Real Estate Acquisition Branch, Chief, Auburn, WA, 2008-2010

Acting Supervisory Asset Manager, Seattle, WA, 2007- 2008 (Temporary Promotion)

Real Estate Acquisition Team Lead, Seattle, WA, 2006-2007 (Relocation)

Real Estate Acquisition Area Manager, San Francisco, CA, 2004-2006 (Promotion)

Portfolio Management: Asset Manager, San Francisco, CA, 2002-2004: Develop asset strategy, investment analysis, and secure funding to optimize real estate portfolio. Advise clients on the development real estate requirements up to 30 years in the context of benchmarking needs, options, risk, and investment metrics. Administer due diligence contracts for studies including: feasibility, market analysis, site acquisition, appraisal, retention & disposal, asset repositioning and adaptive reuse. Presented to funding gatekeepers including: U.S. Senate, Congress, and Judiciary on investment justifications. Cultivate relationships with local & national developers, municipal & state planning departments, and national fund managers to facilitate development opportunities.

- Developed investment positions, prospectus submissions, and led strategic planning to procure funding of projects valued from \$8,000,000 to \$460,000,000 for 12,000,000 square foot portfolio generating \$360,000,000 in annual revenue throughout the West Coast, Hawaii and Saipan.
- Part of national team that established protocol for asset strategy and investment position development.
- Led team to develop investment options and a creative solution of asset retention by reprogramming \$65,000,000 targeted for facility modernization. Preserved the asset instead via a public-private partnership with marginal investment needs. This strategy was highlighted in a Harvard case study on asset disposition considerations taught through GSA's corporate knowledge curriculum.
- Trainer on investment metrics including capital lease scoring principals.

HOSPITALITY DEVELOPMENT CONSULTING SERVICES • San Francisco, CA • 2000-2001

HDC was an entrepreneurial venture consulting to hospitality property investment opportunities.

SANTO FAMILY GROUP • New York, NY • 1992-1995 & 1996-1999

SFG was a privately held boutique hospitality & real estate holding company with upscale food & beverage retail concepts throughout Manhattan. In 1997, SFG began liquidating assets through a luxury residential development venture via Related Companies and eventually sold all assets to capitalize on the real estate market cycle.

Business Development Manager, Ascended via several promotions from entry-level management to Marketing Director and Director of Operations managing a 180 person staff and operations with \$10,000,000 in annual revenue. A year after departing SFG in 1995, they offered a role to return and lead the re-structure of operations and join the

business development team. Responsibilities included: concept development, business planning, investment analysis, capital use strategy, site selection, and project management. Developed six units in 15 months and quoted in *New York Times*, *USA Today*, & *Sante* with appearances on MSNBC as industry expert.

HYATT HOTELS INTERNATIONAL • Tamuning, Guam • 1995-1996

Food & Beverage Division Manager: Hyatt operates resorts in the Micronesian Islands and globally.

EDUCATION

Masters of Business Administration, 2000

Columbia Business School, New York, NY

Bachelor of Arts, 1991

Purdue University, West Lafayette, IN

PROFESSIONAL TRAINING & AWARDS

- Columbia Business School courses in Real Estate: Finance, Valuation, Law, Negotiations and Strategic Market Analysis through Statistical Regression.
- Columbia Graduate School of Architecture courses in Design and Responsible Development.
- Real Estate Acquisition Courses from MCI, Inc. and GSA: Lease Process; Price and Cost Analysis; Negotiations; Law, Tenant Improvement Processes, and Managing Projects in Organizations.
- 2011: Selected to GSA's Advanced Leadership Development Program, an 18 month training curriculum.
- LEED Accredited Professional, 2008
- MAI Appraisal Institute: Advanced Income Capitalization.
- Extensive European travel for architectural study of facility adaptive re-use for hospitality and retail outlets.
- Studied multiple languages including French, Italian, Spanish, and Japanese.
- 2002-Present: 20 + organizational awards, including two "Team of the Year" awards.

The link below provides an example of a 9 acre site, land lease, campus development completed in 2011 in Portland, OR as a project that Steve completed including acquisition, design, construction in a public, private partnership arrangement between the U.S. Government, Portland Port Authority, and a private sector developer.

<http://www.djc.com/news/co/12053534.html>

See attached photographs for further examples of project work including site and waterfront development.



MATT WITTMAN, AIA

Wittman Estes Architecture + Landscape

Mr. Wittman was the lead designer for several high profile waterfront development projects in San Francisco and Buenos Aires. He is an architect and landscape architect with over a decade of experience in urban infill, mixed-use, and waterfront design. Key strengths in combining architecture, urban design, and landscape design into an interconnected whole. Licensed architect in the State of Washington, and a LEED-accredited professional.

Education:

Master of Architecture, University of California, Berkeley, 2003
Bachelor of Science, Landscape Design and Construction, Magna Cum Laude, Colorado State University, 1997 Landscape Architecture Studies, Lincoln University, Canterbury, New Zealand 1996

Architectural Registration:

Washington, Architecture, 2003 9509

Professional Experience:

Wittman Estes Architecture+Landscape 2012-Present
Bohlin Cywinski Jackson Architects, Seattle, Washington, 2005-2012
GLS Architecture / Landscape Architecture, San Francisco, California, 2003-05
Design Workshop, Inc. Colorado/South America 1998-2000

Honors, Publications and Awards:

Honor Award for Excellence in Masonry Design, (w/ BCJ) AIA/MIW Washington, 6/12
Winner, Bellevue Towers Mixed Use Competition, (w/ BCJ) 2/11
'The Exploratorium' (w/ GLS & EHDD) New Generation of Berkeley Designers Exhibition, UC Berkeley 4/05 'Reclaiming Prisons' (w/ artist/experimental geographer Trevor Paglen), LAB Gallery, San Francisco 4/05 'Second Nature: Landscape as Infrastructure' (w/ GLS), Future Metropolitan Landscape Exhibition, UC Berkeley 3/05
LBC Museum of Contemporary Art Competition Finalist (w/ GLS & Kava Massih) 10/04
'Morphology as Cultural Distinction', Paul Groth in Urban Morphology UK, contributing illustrator 1/04 'Housing+Water', UC Berkeley Architecture Centennial Exhibition, 9/03
'The Prison Alternative', AIA San Francisco Exhibition, 7/03
Gerson Prize for Design Excellence, UC Berkeley, 5/03

Relevant Projects:

- New Residence Hall, University of Puget Sound, Tacoma, WA 6/12
- Center for Health Sciences, Tacoma, WA 8/11
- Bellevue Towers, Bellevue, WA, 6/08
- Suiter Residence, Seattle, WA, 3/07
- Exploratorium Museum, San Francisco, CA 3/05
- 990 Polk St. Housing, San Francisco, CA 2/05
- Salvation Army Housing, San Francisco, CA 1/05
- 426 Alice St. Housing, Oakland, CA 11/04
- Martin Residence, Mill Valley, CA 10/04
- Jesuit School of Theology, Berkeley, CA 2/04
- Urban Design, Dique3 Este Puerto Madero, Buenos Aires, Argentina 2/99

See attached photographs for further examples of project work including site and waterfront development.

D. Initial Development Concept

Epicureum is conceived as a premier venue establishing the infrastructure to promote a collection of food & beverage (F&B) vendors. It will be a simple, high quality, market with a butcher paper type approach along with an understated accent promoting marina and Puget Sound lifestyle. The goals of Epicureum^{PB} are:

5. Build off the momentum of the farmer's market and provide it the opportunity to expand,
6. Create a national identity for Des Moines promoting tourism and increasing draw to the marina,
7. Business development for the community including an "incubator" for vendors, and
8. Continue momentum towards Phase 2 of the marina floor development plan.

Epicureum is anticipated to be 10,200 square feet, including a partial adaptive reuse of the existing Harbor Master's facility with an addition constructed to the north on the available lot. All development will orient itself to maximize the relationship between the marina, people, westward views and provide synergies with the farmer's market. The site layout will enhance the pedestrian flow along the waterfront, optimize use of the east end of the site with the market and create a node on the south perimeter in anticipation of Phase 2 of the marina development. Prominent facility features include a common area with capacity to transition to indoor expansion area for the farmer's market and private events and a wood burning oven centrally located creating a cozy environment for evenings and colder months.

The site and concept offer the potential benefits utilizing principles similar to a traditional Public-Private Partnership (PPP). Recognition of this opportunity and structuring the relationship through a transparent stepped rent lease mitigates risk and maximizes opportunity for each stakeholder, while enhancing the capacity for sustained revenues.

Design

The architecture for the market will utilize sustainability principles and promote highest and best use of the site, while lending itself to promote the greatest asset, which is the west facing promenade. All development will orient itself to maximize the relationship between the building, people, views and exposure to the marina as well as provide for synergies with the farmer's market and with phase 2 of the Marina Development Plan. The site layout will enhance the pedestrian flow along the waterfront walk way and create lines for a pathway on the south perimeter in the event a hotel is placed adjacent in the future.

The south end of the site provides opportunity for a moment in which the energy from a potential observation tower, boat launch/approach and facility mezzanine seating intersect with a hotel entry pathway.

The east end of the site will provide opportunity for permanent farmer's market structures of a canopy nature, complimenting the existing market layout.

Materials will feel native to the place and a marina and beach setting: weathered, friendly, simple and low-tech combining elements of cape-cod and boat shed aesthetic.

The views from the piers back toward the building are important, including the posture of the facility along the sidewalk edge. It will be a destination, both unique and iconic.

Facility

- Approximately 10,200,000 square feet (SF)
- Adaptive reuse of existing Harbor Master’s facility, preserving offices as needed
- Remove adjacent rest room facility, preserving existing plumbing lines
- Construct an addition to the north of the HM’s facility on the available lot
- Operational layout to promote pedestrian thoroughfare with farmer’s market
- Exterior seating on the west perimeter
- South east border of the site will provide opportunity for semi permanent farmer’s market structures.

Prominent features:

1. Common area: vaulted ceiling and walls that open during warmer weather creating an outdoor/indoor symmetry. This area will serve three distinct purposes:
 - Tables and places to sit for eating, sipping coffee and beverages during normal market hours. A mix of restaurant seating, common tables and coffee house type seating;
 - The area clears out offering expanded venue for farmer’s market vendors (and incubating) within an enclosed area to promote the opportunity to extend the market throughout the year and area to offer space for semi permanent structures;
 - A venue for private events.

2. Fire: Large wood burning oven creating a warm hearth atmosphere for evenings and colder months along with fire pit(s) in common area

TENANT MIX

With existing restaurants such as Anthony’s Home Depot, the need for this kind of setting meal and setting is met within the marina floor. Epicureum ^{PB} will offer a selection of local vendors including an anchor tenant with ability to draw visitors and a complimentary mix of tenants aligned with contemporary culinary trends. Similar examples are Melrose Market in Seattle, Oxbow Market in Napa, CA and, on a larger scale, San Francisco’s Ferry Market building and Pike’s Place Market.

The market will feature an executive chef who will provide an anchor concept and serve as a mentor for other vendors, creating a true culinary incubator environment, with the farmer’s market as the main source of product. F&B concepts will emphasize flavors of the farmer’s market and Puget Sound including vegetables, meats, seafoods, local wines and beers and other local ingredients.

Breakfast, lunch and dinner will be served.

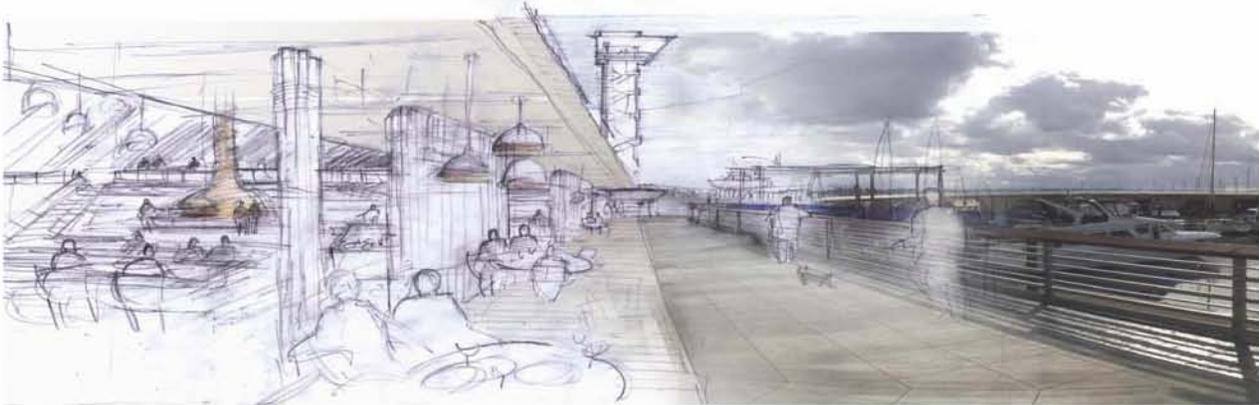
A template of sample vendors follows.

VENDOR	RSF*
Bakery	1000
Coffee shop	650
Fish & Chips	1000

Wood burning oven	1250
Raw bar/Fish monger	900
Wine shop	500
Grocer and culinary equipment	500
Ice Cream	100
Crab, fishing equipment and culinary boat tour	200
Storage	250
Common area	750
Common kitchen area/commissary	700
Harbor Master's Offices	2,500
Total*	10,200

** Varies based on exact site dimensions and the City's intent with existing offices and other variables. For purposes of this draft, the assumption is made that existing City offices will remain.*

Before and After perspectives for sidewalks and aerial shots follow:





E. Financial Capacity

As of the time of submission, GFD is pursuing financing and has positive indications that if selected to continue beyond the RFQ, financing is much more available.

In addition, GFD is open to collaborating with the City towards a Public Private Partnership structure and has a depth of expertise to facilitate this dialogue.

No one in GFD or any aspect of the development entity or any named individual in the proposed project is involved in any litigation or other disputes that could result in a financial settlement having a materially adverse effect on the ability to execute this project.

No one in GFD or any aspect of the development entity or any named individual in the proposed project has ever filed for bankruptcy or had projects that have been foreclosed.

F. Respondent's Certification
- see attached.

EXHIBIT A: RESPONDENT'S CERTIFICATION

By submitting a response, respondent understands, agrees and warrants that:

Respondent has carefully read and fully understands the information provided in this RFQ, including, but not limited to, Section IV (D) (Competitive Integrity).

Respondent has the capability to successfully undertake and complete the responsibilities and obligations of the response being submitted.

All information in the response is true and correct.

The City has the right to negotiate fees and other items it deems appropriate for the benefit of the City and public.

The City has the right to make any inquiry it deems appropriate to substantiate or supplement information supplied by Respondent, and Respondent hereby grants the City permission to make said inquiries and to provide any and all requested documentation in a timely manner.

Dated this 30th day of May, 2013.

(Respondent)

By: Stephen D. Monkewicz

Title: Managing Partner, Good Fit Development, LLC