

File No. 120487

Committee Item No. 1

Board Item No. 15

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Sub-Committee Date 7/18/12

Board of Supervisors Meeting

Date 7/24/12

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form (for hearings) |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Subcontract Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
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Completed by: Victor Young Date July 13, 2012

Completed by: Victor Young Date 7-19-12

An asterisked item represents the cover sheet to a document that exceeds 25 pages.
The complete document can be found in the file.

[Appropriating \$155,000,000 of Certificate of Participation Proceeds for the Department of War Memorial in FY2012-2013]

Ordinance appropriating \$155,000,000 of Certificate of Participation for the Veterans Building Seismic Upgrade and Improvement project of the Department of War Memorial for FY2012-2013:

Note: Additions are single-underline italics Times New Roman; deletions are ~~strikethrough italics Times New Roman~~. Board amendment additions are double underlined. Board amendment deletions are ~~strikethrough normal~~.

Be it ordained by the People of the City and County of San Francisco:

Section 1. The sources of funding outlined below are herein appropriated to reflect the funding available in Fiscal Year 2012-2013.

SOURCES Appropriation

Fund	Index/Project Code	Subsubject	Description	Amount
3C XCF COP	465100/	80141	Proceeds from	\$155,000,000
City Facility Improvement Projects – COP Budget	CWMVBR 01		Certificates of Participation	
Total SOURCES Appropriation				\$155,000,000

Section 2. The uses of funding outlined below are herein appropriated in the Subsubjects 06700 (Buildings, Structures, and Improvement Project-Budget), 07311 (Cost of Bond Issuance), 07000 (Debt Service - Budget), and reflects the projected uses of funding for Veteran Building Seismic Upgrade and Improvement project.

1 **USES Appropriation**

2

3

Fund	Index Code / Project Code	Subobject	Description	Amount
4 3C XCF COP	465100/	06700	Certificate of	\$117,192,990
5 City Facility Improvement	CWMVBR 01	Buildings, Structures,	Participation	
6 Projects – COP Budget		and Improvement	Project Fund	
7		Project-Budget		
8				
9 3C XCF COP	465100/	07000	Debt Service	\$12,299,400
10 City Facility Improvement	CWMVBR 01	Debt Service – Budget	Reserve	
11 Projects – COP Budget				
12				
13 3C XCF COP	465100/	07000	Capitalized Interest	\$22,117,250
14 City Facility Improvement	CWMVBR 01	Debt Service – Budget		
15 Projects – COP Budget				
16				
17 3C XCF COP	465100/	07311	Other Costs of	\$402,185
18 City Facility Improvement	CWMVBR 01	Costs of issuance	Issuance	
19 Projects – COP Budget				
20				
21 3C XCF COP	465100/	07311	Other Underwriter's	\$840,575
22 City Facility Improvement	CWMVBR 01	Costs of issuance	Discount	
23 Projects – COP Budget				

24

25

Fund	Index Code / Project Code	Subobject	Description	Amount
3C XCF COP	465100/	07311	Reserve Pending	\$1,885,000
City Facility Improvement Projects – COP Budget	CWMVBR 01	Costs of issuance	Bond Sale	
3C XCF COP	465100/	081C4	City Services	\$262,600
City Facility Improvement Projects – COP Budget	CWMVBR 01	Controller Internal Audits	Auditor 0.2% allocation for the Controller's Audit Fund	
Total Uses Appropriation				\$155,000,000

Section 3. The Controller is authorized to record transfers between funds and adjust the accounting treatment of sources and uses appropriated in this ordinance as necessary to conform with Generally Accepted Accounting Principles.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

FUNDS AVAILABLE
Ben Rosenfield, Controller

By: 
Deputy City Attorney

By: 
Date: June 15, 2012

Item 1 File 12-0487	Departments: Department of Public Works (DPW), War Memorial
EXECUTIVE SUMMARY	
Legislative Objective	
<p>The proposed ordinance would appropriate \$155,000,000 of Certificates of Participation proceeds for the Veterans Building Seismic Upgrade and Improvements Project to the Department of War Memorial for FY 2011-12.</p>	
Key Points	
<ul style="list-style-type: none"> • On July 13, 2011, the Board of Supervisors approved the execution and delivery of Certificates of Participation (COPs) in an aggregate principal amount not to exceed \$170,000,000 to finance the seismic upgrade of and certain improvements to the War Memorial Veterans Building (File 11-0750). To date, the Board of Supervisors has appropriated \$15,000,000 of the \$170,000,000 to the War Memorial Seismic Upgrade and Improvement Project, through the FY 2010-11 Annual Appropriation Ordinance. • The Department of Public Works (DPW) is the project manager for the War Memorial Seismic Upgrade and Improvement Project. • DPW is now requesting appropriation of the remaining \$155,000,000 of the \$170,000,000 project cost, in order to enter into necessary preconstruction and construction agreements. DPW anticipates entering into agreements for (a) preconstruction services in September 2012 and (b) construction services in January 2013. • War Memorial Veterans Building tenants, including (a) the Department of the War Memorial; (b) the San Francisco Posts of the American Legion and other veteran organizations; (c) the City's Law Library; and (d) the City's Arts Commission will need to vacate the Veterans Building on or before June 30, 2013 to allow for construction. Construction is estimated to take up to two years, from July 1, 2013 through June 30, 2015. • The proposed ordinance would appropriate funds for FY 2011-12. Since FY 2011-12 concluded on June 30, 2012, the proposed ordinance should be amended to provide the requested supplemental appropriation in FY 2012-13. 	
Fiscal Impact	
<ul style="list-style-type: none"> • The source of funds for the proposed \$155,000,000 supplemental appropriation is revenue from the City's Commercial Paper Program, and revenue from Certificates of Participation (COPs), the issuance of which was previously approved by the Board of Supervisors. Any Commercial Paper costs would be refunded by revenue from COPs, which are projected to be issued in December 2012. The COPs would be repaid with General Fund revenues. 	
Recommendations	
<ul style="list-style-type: none"> • Amend page 1, lines 5 and 11 to replace "Fiscal Year 2011-2012" with "Fiscal Year 2012-13." • Approve the proposed ordinance as amended. 	

MANDATE STATEMENT & BACKGROUND**Mandate Statement**

Under San Francisco Administrative Code Section 3.15, supplemental appropriations are subject to appropriation approval by the Board of Supervisors.

Background

The San Francisco War Memorial complex includes two buildings, the Veterans Building and the War Memorial Opera House, and the adjoining outdoor Memorial Court, all of which were completed in 1932. The complex is designated as both a City Landmark and State Landmark. The Veterans Building currently provides: (a) office, exhibit, and meeting space for the San Francisco Posts of the American Legion and other veteran organizations; (b) office space for the City's War Memorial staff; (c) exhibition space for the San Francisco Arts Commission; (d) office and exhibition space for various local non-profit organizations; (e) office space for the Mayor's Office of Disability; (f) the City's Law Library; and (g) meeting space for the City's Department of Environment. In addition, the Veterans Building also houses the Herbst Theatre and the Green Room performance and reception hall.

On July 13, 2011, the Board of Supervisors approved the execution and delivery of \$170,000,000 of Certificates of Participation (COPs) to finance the seismic upgrade of and certain improvements to the War Memorial Veterans Building (File 11-0750). The Veterans Building Seismic Upgrade and Improvements Project consist of the following improvements:

- Seismic upgrades and earthquake damage repair;
- Hazardous materials mitigation;
- Improvements to preserve and improve building facilities, including:
 - Roof and skylights renovation;
 - Replacement or upgrade of attic catwalks and service platforms; and
 - Elevator upgrades;
- Accessibility upgrades;
- Local, State, and Federal Building Code-mandated upgrades, including:
 - Energy efficiency upgrades;
 - Mechanical system upgrades; and
 - Central plant replacement; and
- Replacement of the building's water piping and drinking water system.

The City's FY 2010-11 Annual Appropriation Ordinance (AAO), as previously approved by the Board of Supervisors, included \$15,000,000 in the War Memorial's departmental budget for the Veterans Building Seismic Upgrade and Improvements Project (File 10-0701). The proposed supplemental appropriation ordinance would appropriate the remaining \$155,000,000 of the \$170,000,000 budget for the Veterans Building Seismic Upgrade and Improvements Project (\$170,000,000 less \$15,000,000).

DETAILS OF PROPOSED LEGISLATION

The proposed supplemental appropriation ordinance would appropriate \$155,000,000 of Certificates of Participation proceeds for the Veterans Building Seismic Upgrade and Improvements Project for FY 2011-12. The requested \$155,000,000 supplemental appropriation request, plus \$15,000,000 previously appropriated to the Veterans Building Seismic Upgrade and Improvements Project in the FY 2010-11 Annual Appropriation Ordinance, equals the \$170,000,000 total cost of the War Memorial Seismic Upgrade and Improvement Project.

The proposed supplemental appropriation of \$155,000,000 would be expended on seismic upgrades and other improvements to the War Memorial Veterans Building as described in the Fiscal Impacts section below.

Veterans Building Seismic Upgrade and Improvements Project preconstruction activities have already commenced. Current tenants of the War Memorial Veterans Building, including the Department of the War Memorial; the San Francisco Posts of the American Legion and other veteran organizations; the City's Law Library; and the City's Arts Commission will need to vacate the Veterans Building on or before June 30, 2013. Construction is anticipated to last for up to two years, from July 1, 2013 to June 30, 2015.

According to DPW Project Manager Ms. Tara Lamont, DPW cannot enter into preconstruction or construction service agreements for the Veterans Building Seismic Upgrade and Improvements Project until the proposed supplemental appropriation has been approved. Ms. Lamont notes that without the proposed supplemental appropriation, DPW cannot approve the contractors to commence work. Preconstruction is currently scheduled to commence in September 2012 and initial construction is scheduled to commence in January 2013. Therefore, according to Ms. Lamont, delay or inaction on the proposed supplemental appropriation ordinance could result in (a) delays to the Veterans Building Seismic Upgrade and Improvements Project; (b) conflicts with Herbst Theatre commitments; and (c) potentially jeopardize the San Francisco Opera's gift of \$21,000,000 for improvements to the fourth floor of the Veterans Building that are in addition to the \$170,000,000 budget for the Veterans Building Seismic Upgrade and Improvements Project.

FISCAL IMPACTS

Funding for the proposed supplemental appropriation ordinance would be provided by a combination of Commercial Paper and Certificates of Participation (COPs), both of which have been previously approved by the Board of Supervisors (Files 10-0701 and 11-0750, respectively). According to Mr. Anthony Ababon of the Office of Public Finance, the City anticipates issuing the COPs in December 2012. Until the COPs are issued, the City's Commercial Paper program would provide any necessary funding. All Commercial Paper would be repaid by revenue from the issuance of the COPs. The COPs would be repaid from General Fund revenues, subject to future Board of Supervisors appropriation approval.

According to the Office of Public Finance, the planned use of Commercial Paper is in accordance with the City's Commercial Paper program, previously approved by the Board of Supervisors on April 6, 2010 (File 10-0269). The Office of Public Finance notes, "Commercial paper is an alternative form of short-term (or interim) financing for capital projects that permits the City to pay project costs as project expenditures are incurred."

Uses of the proposed \$155,000,000 supplemental appropriation are shown in Table 1, below.

Table 1. Uses of the Proposed Supplemental Appropriation

Uses	Cost
Construction and Preconstruction Costs	\$117,192,900
Debt Service Reserve, Capitalized Interest, and Costs of Issuance	<u>35,659,410</u>
Debt Service Reserve	12,299,400
Capitalized Interest	22,117,250
Other Costs of Issuance	402,185
Other Underwriter's Discount	840,575
Reserve Pending COP Sale*	1,885,000
City Services Auditor	262,600
Total Uses	\$155,000,000

* This amount is set-aside in case of fluctuations in market rates for the Certificates of Participation. It cannot be used for other uses.

As is noted above, the total cost of this project is \$170,000,000. A budget for the total project amount of \$170,000,000 (\$15,000,000 previously approved in FY 2010-11 and \$155,000,000, which is the subject supplemental appropriation ordinance) is shown in Table 2 below.

Table 2: Veterans Building Seismic Upgrade and Improvements Project Budget

Hard Costs - Construction Contract Costs	\$101,940,800
Soft Costs - Project Management, Design, Permits, etc.	27,859,200
a. Basic Engineering/Architectural Services	11,055,000
b. Supplemental Engineering/Architectural Services	2,412,589
c. Additional Construction Management Services, Geotech, Surveys	2,633,811
d. Construction Management and Related Services	4,690,800
e. DPW Project Management Services	3,095,030
f. City Administrative Services	884,400
g. Regulatory Agency Approvals	3,087,570
Commercial Paper Program Interest	1,155,590
Relocation Costs for Existing Veterans Building Tenants	1,000,000
HazMat Abatement	500,000
Debt Service Reserve, Capitalized Interest and Costs of Issuance	35,659,410
Reserve Pending COP Sale	1,885,000
Total Project Costs	\$170,000,000

Source: Department of Public Works.

POLICY CONSIDERATIONS

The Board of Supervisors Has Previously Approved the Funding Source and Initial Appropriation for the Proposed Supplemental Appropriation for the War Memorial Seismic Upgrade and Improvement Project

As noted above, the Board of Supervisors has previously approved (a) the issuance of Certificates of Participation (COPs) to fund the Veterans Building Seismic Upgrade and Improvements Project (File 11-0750); and (b) the appropriation of \$15,000,000 of the total project costs of \$170,000,000 (File 10-0701). In addition, the Board of Supervisors recently approved an amendment to an agreement between DPW and Simpson Gumpertz & Heger, Inc. (SGH) in order for SGH to provide the initial engineering and architectural services for the Veterans Building Seismic Upgrade and Improvements Project (File 12-0255). Therefore, the proposed supplemental appropriation ordinance is consistent with these actions previously taken by the Board of Supervisors.

The Proposed Supplemental Appropriation Is for FY 2012-13

The proposed ordinance would appropriate funds for FY 2011-12. Since FY 2011-12 concluded on June 30, 2012, the proposed ordinance should be amended to provide the requested supplemental appropriation in FY 2012-13.

RECOMMENDATIONS

1. Amend page 1, lines 5 and 11 to replace "Fiscal Year 2011-2012" with "Fiscal Year 2012-13," as noted above.
2. Approve the proposed ordinance as amended.

OFFICE OF THE MAYOR
SAN FRANCISCO



EDWIN M. LEE
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: *Ed* Mayor Edwin M. Lee *gc*
RE: Appropriating \$155,000,000 of Certificate of Participation proceeds for the
Department of War Memorial in Fiscal Year 2011-2012
DATE: June 26, 2012

Attached for introduction to the Board of Supervisors is the ordinance appropriating \$155,000,000 of Certificate of Participation for the Veterans Building Seismic Upgrade and Improvement project of the Department of War Memorial for Fiscal Year 2011-2012.

Please note this item is cosponsored by Supervisor Olague.

I request that this item be calendared in Budget and Finance Committee.

Should you have any questions, please contact Jason Elliott (415) 554-5105.

cc. Supervisor Christina Olague

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2012 JUN 26 PM 3:23
ALK



Re: Veterans Building COP appropriation (File #120487) 
Judson True to: Murray, Elizabeth, Alisa Somera
Cc: "Tang, Katy", "Goyal, Manish", "Lamont, Tara", "Young, Victor"

07/12/2012 09:47 AM

Alisa - please waive the 30 day hold on the below item.

Thank you,
Judson

Judson True
Office of Supervisor David Chiu
City Hall, Room 264
San Francisco, CA 94102
415.554.7451 desk
415.554.7454 fax

From: "Murray, Elizabeth" <elizabeth.murray@sfgov.org>
To: "True, Judson" <judson.true@sfgov.org>
Cc: "Young, Victor" <victor.young@sfgov.org>, "Goyal, Manish" <manish.goyal@sfgov.org>, "Tang, Katy" <katy.tang@sfgov.org>, "Lamont, Tara" <tara.lamont@sfdpw.org>
Date: 07/09/2012 12:38 PM
Subject: Veterans Building COP appropriation (File #120487)

Judson,

The War Memorial and Department of Public Works are requesting a waiver that the 30 day rule for "Appropriating \$155,000,000 of Certificate of Participation Proceeds for the Department of War Memorial in FY 2011-2012" (File #120487), which was introduced on June 26, 2012.

We had originally thought this would be heard by the Budget and Finance Committee on July 11, but it is now targeted to be heard on July 18, 2012. This is critical to our ability to continue the project's design/construction documents phase and meet the project schedule.

Thank you for your consideration and help with this.

Elizabeth Murray
San Francisco War Memorial and Performing Arts Center
401 Van Ness Avenue, Suite 110
San Francisco, CA 94102
(415) 554-6306
Elizabeth.murray@sfgov.org

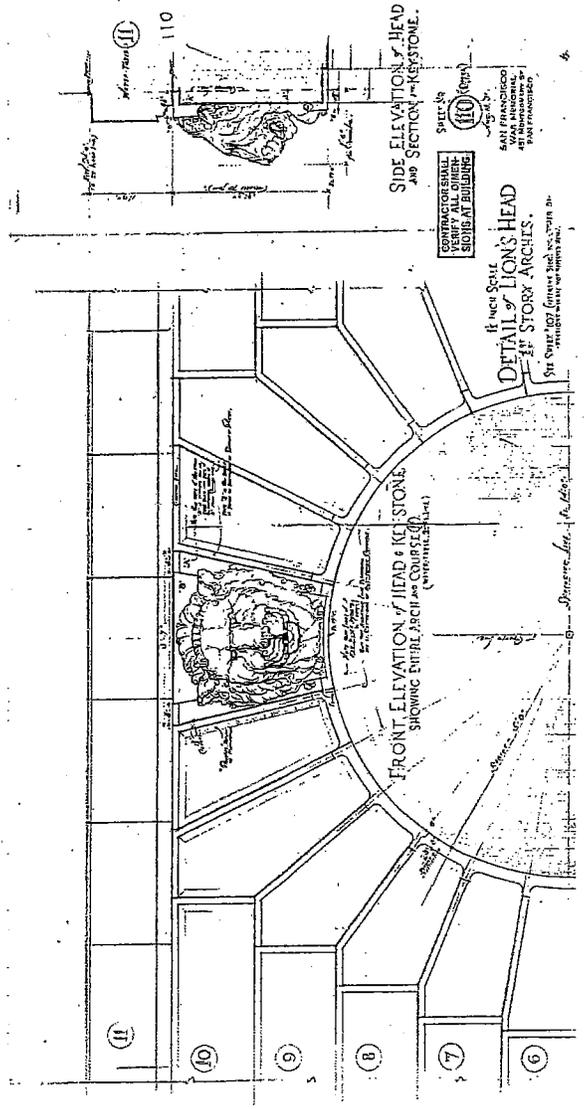


SF BOARD OF SUPERVISORS BUDGET & FINANCE COMMITTEE - JULY 18, 2012

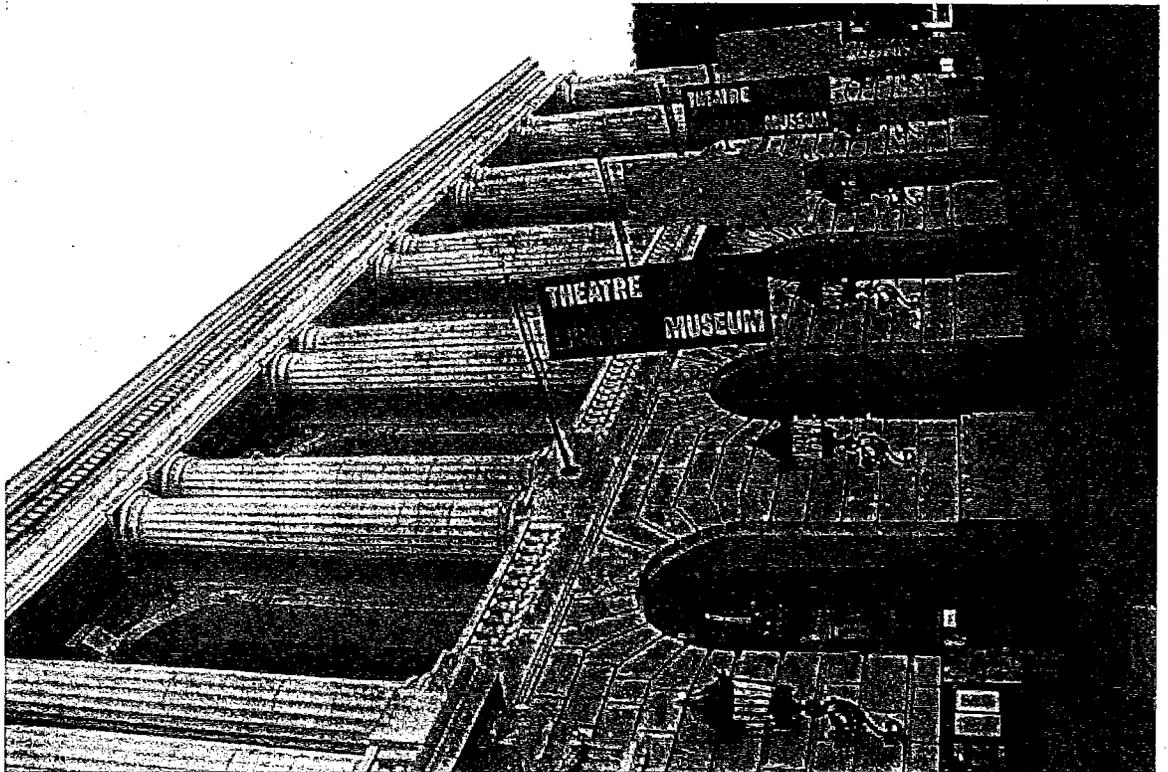
WAB MEMORIAL VETERANS BUILDING SEISMIC UPGRADE & IMPROVEMENTS

HISTORY

- 1932 Completion of the Veterans Building, Opera House & Memorial Court
 - 1945 United Nations Charter signed by President Harry S. Truman on the Stage of the Herbst Theatre
 - 1951 The Japanese Peace Treaty is drawn up in the Veterans Building.
 - 1978 The Veterans Auditorium is renovated & renamed the Herbst Theatre—the last major investment made in the building.
- The War Memorial Complex is designated as City Landmark No. 84 and California State Historical Landmark No. 964.



CURRENT PROGRAMS



HERBST THEATRE

- 300+ performances and events annually
- 916 seats, ~200,000 attendees annually

GREEN ROOM

- 200+ events annually
- ~75,000 attendees annually

VETERANS ACTIVITIES

- Facilities for the American Legion Posts, War Memorial Trust beneficiaries & other Veterans organizations
- 450+ meetings annually

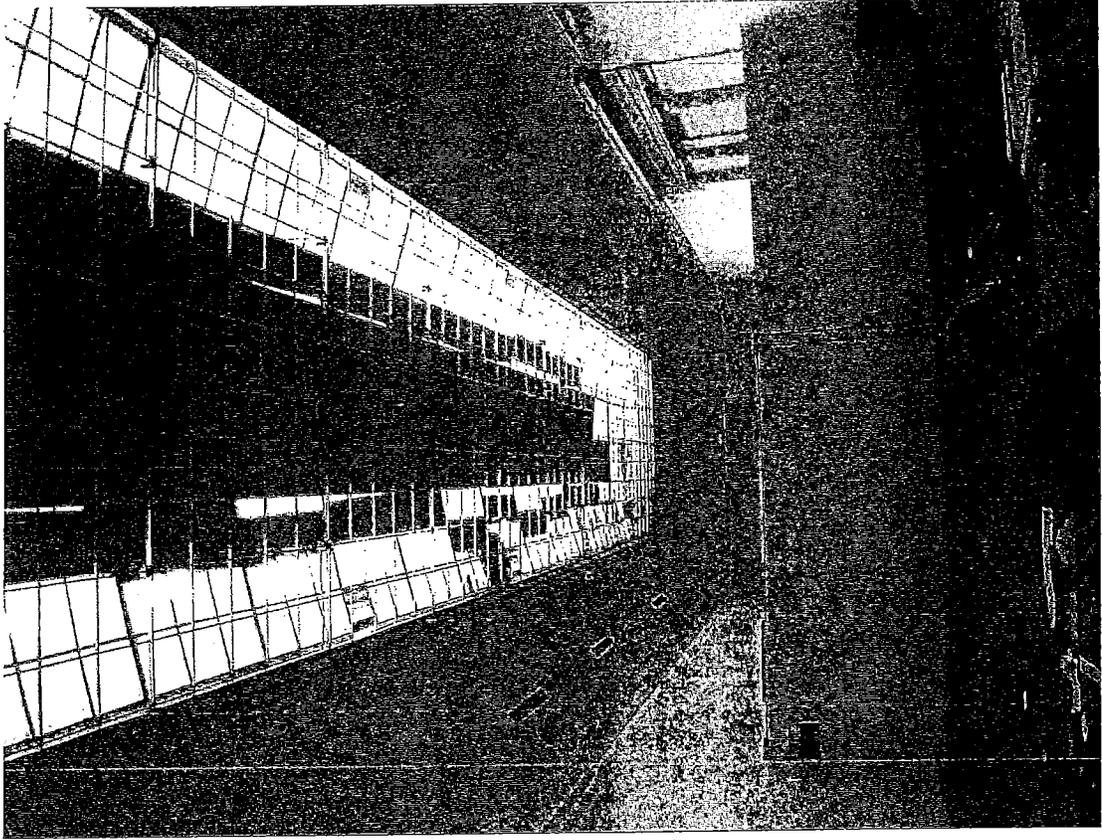
ADDITIONAL OFFICES

- Third & Fourth Floors occupied temporarily by various City offices

BUILDING DEFICIENCIES

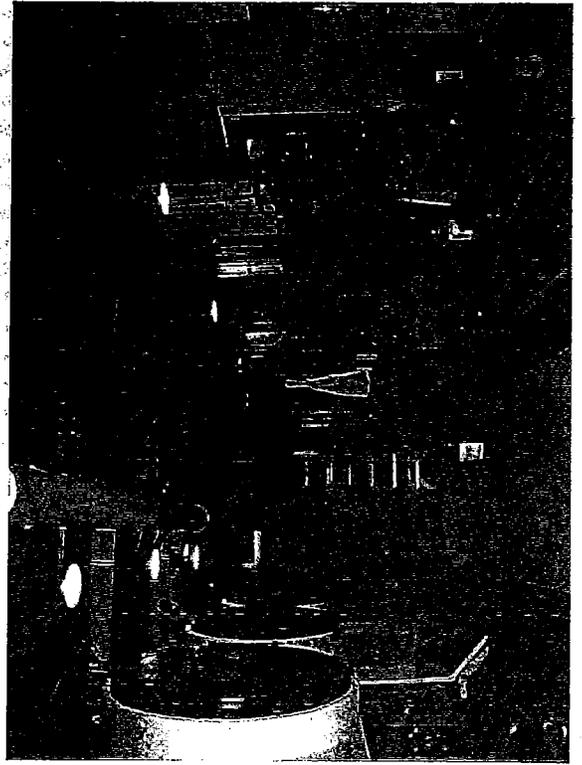
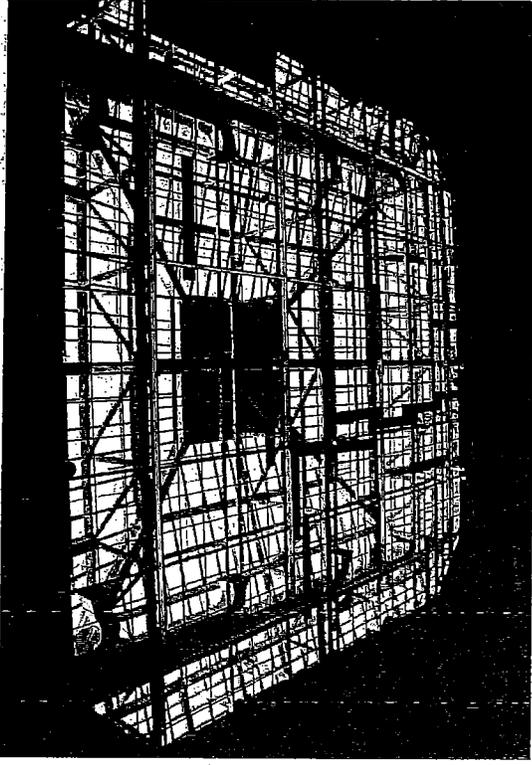
INCLUDING BUT NOT LIMITED TO:

- Seismic Hazard Rating of 3 - significant life hazards to occupants in a major earthquake
- Lack of complete fire alarm and sprinkler systems
- Aged deteriorated building systems
- 80-year old boilers
- Inadequate electrical power distribution & emergency power supply
- Disabled elevators
- Deteriorated domestic & drinking water systems



SEISMIC UPGRADE AND IMPROVEMENTS

- Seismic Upgrade and Earthquake Damage Repair
- Hazardous Materials Mitigation
- Facility Preservation and Modernization Improvements
 - Roof & Skylights Renovation
 - Replacement/Upgrade of Attic Catwalks and Service Platforms
 - Elevator Upgrades
- Accessibility Upgrades
- Code-mandated Upgrades
 - Energy Efficiency Upgrades
 - Mechanical System Upgrades
 - Central Plant Replacement
- Replacement of Water Piping & Drinking Water System



ADDITIONAL IMPROVEMENTS FOR

NEW POST-UPGRADE PROGRAMS

WAR MEMORIAL

Upgrades to Veterans' offices & meeting rooms.

Expansion of Herbst Theatre backstage support spaces & accessible stage-level dressing rooms.

Improvements to Herbst Theatre stage rigging, sound and acoustics.

New Green Room kitchen facilities.

SAN FRANCISCO OPERA

Investment of \$15 - \$20MM

Consolidation of Opera rehearsal, production, and office spaces

Construction of 11,800 square feet of event and rehearsal space. Includes a 300-seat performance space.

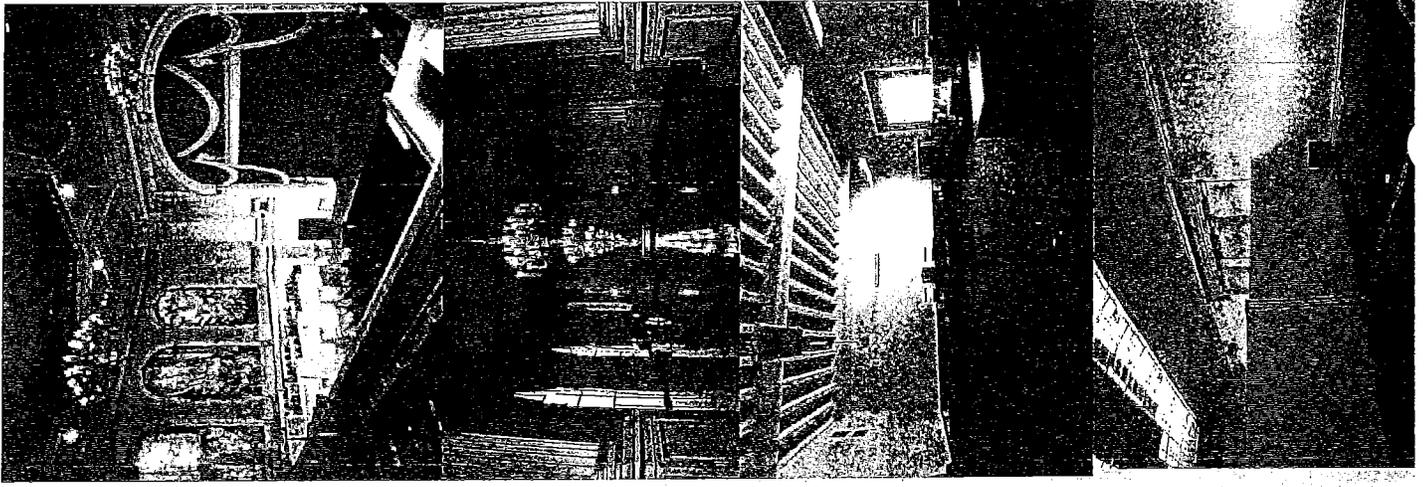
SAN FRANCISCO ARTS COMMISSION

Consolidation of Arts Commission offices, collections storage and public gallery space.

Public gallery/meeting space of 4,400 sf on the first floor to be free and open to the public.

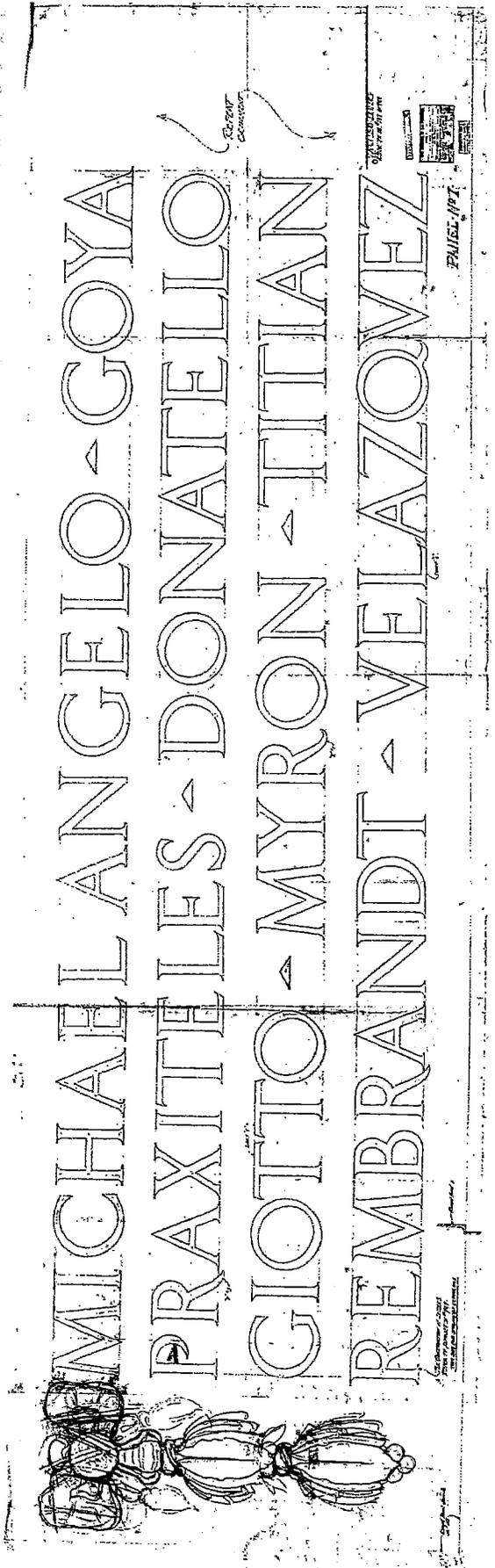
New storage facility for the Civic Art Collection on the basement level.

Arts Commission offices on the third floor.



SOURCES OF FUNDS

Certificates of Participation	\$ 132,455,590
(\$15,000,000 appropriated in FY 2010-11; \$117,455,590 appropriated in FY 2012-13)	
War Memorial Capital Funds	\$ 4,320,000
War Memorial Gift Funds	\$ 2,000,000
SF Arts Commission Funds	\$ 1,000,000
CITY PROJECT	\$ 139,775,590
SF Opera - Private Funds	\$ 15-20,000,000



USES OF FUNDS

SEISMIC/CODE UPGRADE & FACILITY PRESERVATION		\$ 132,455,590
▪ Hard Costs - Construction Cost	\$ 102,052,800	
▪ Soft Costs - Fees, Permits, Project Mgmt. etc.	28,247,200	
Sub-Total	\$ 130,300,000	
▪ Commercial Paper Program Accrued Interest	\$ 1,155,590	
▪ Relocation Cost	\$ 1,000,000	
TOTAL	\$ 132,455,590	

1064

WAR MEMORIAL IMPROVEMENTS

- Herbst Theatre Improvements
- New offices for Veterans organizations
- New Green Room kitchen
- Site Improvements

\$ 6,300,000

SF ARTS COMMISSION

- Gallery
- Offices, Storage for Civic Art Collection

\$ 1,000,000

SF OPERA

- 300-seat performance space
- Education/media center
- Production, offices

\$ 15-20,000,000

PROJECT SCHEDULE

	2011			2012			2013			2014			2015														
	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J
Select Team	█																										
Design				█	█	█	█	█																			
Permit									█	█	█																
Bid & Award									█	█	█																
Relocation																											
Construction																											
COP/CP FUNDS	↔ \$15.0 MM						↔ \$117.5 MM						↔														

