

File No. 130362

Committee Item No. 14

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Sub-Committee

Date: 06/05/2013

Board of Supervisors Meeting

Date: _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
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OTHER

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Completed by: Victor Young

Date May 31, 2013

Completed by: Victor Young

Date _____

1 [Lease Extension Agreement - 711 Van Ness Avenue - Emergency Management and Assessor-
2 Recorder - 14.5 Months for \$17,996.67 Per Month]

3 **Resolution authorizing a 14.5 month extension of the Lease with SFOC, LLC, of 9,800**
4 **sq. ft. at 711 Van Ness Avenue, for a total lease term of thirty-five months, for the**
5 **Department of Emergency Management and the Office of the Assessor-Recorder.**

6
7 WHEREAS, The Department of Emergency Management (DEM) office lease at 10
8 Lombard Street expired on July 15, 2012 and DEM needed to vacate the property on or
9 before that date; and

10 WHEREAS, The space for the Office of the Assessor-Recorder (Assessor's Office) at
11 City Hall were not sufficient to address interim space demands from program growth; and

12 WHEREAS, Both DEM and the Assessor's Office had an immediate need of short-
13 term office space in the Civic Center area; and

14 WHEREAS, DEM and the Assessor's Office, with the Real Estate Division's
15 assistance, determined that a suite within 711 Van Ness Avenue was the best site then
16 available; and

17 WHEREAS, The Board of Supervisors passed and the Mayor signed Resolution 277-
18 12, on file with the Clerk of the Board of Supervisors in File No. 120675; and

19 WHEREAS, Resolution 277-12 authorized the Director of Real Estate to take all
20 actions, each on behalf of the City and County of San Francisco, as tenant, to execute a lease
21 and other related documents with SFOC, LLC, ("Landlord"), in the building commonly known
22 as 711 Van Ness Avenue, San Francisco, California, for the Premises which comprise an
23 area of approximately 9,800 square feet, (known as "Suite 400"), on the terms and conditions
24 contained in the lease ("Lease"), a copy of which is on file with the Clerk of the Board of
25 Supervisors in File No.120675; and

1 WHEREAS, DEM has a desire and need to extend the current Lease on the same
2 terms and conditions until June 30, 2015 in order to have the Lease termination coincide with
3 its funding cycle; and

4 WHEREAS, The Assessor's Office has a need to extend the current Lease on the
5 same terms and conditions until June 30, 2015 to address interim space demands from
6 program growth; now, therefore, be it

7 RESOLVED, That the Director of Real Estate is hereby authorized to take all actions,
8 each on behalf of the City and County of San Francisco, as tenant, to execute the Lease
9 Extension Agreement and other related documents with SFOC, LLC, ("Landlord"), at 711 Van
10 Ness Avenue, Suite 400, San Francisco, California, for the Premises on the terms and
11 conditions contained in the Lease Extension Agreement (a copy of which is on file with the
12 Clerk of the Board of Supervisors in File No. 130362); and, be it

13 FURTHER RESOLVED, That the Lease shall be for a term of thirty-five (35) months
14 commencing upon August 1, 2012. The Lease shall be at a base rent of \$17,966.67 per
15 month (\$22.00 per square foot per year) and shall be fully serviced. The base rent will not
16 increase during the term of the Lease or the Lease Extension Agreement. The City shall
17 only pay for parking (\$1,200.00 per month) and any utility usage costs above those of a
18 typical tenant; and, be it

19 FURTHER RESOLVED, That the Lease shall include the lease clause indemnifying
20 and holding harmless the Landlord, from and agreeing to defend the Landlord against
21 any and all claims, costs and expenses, including, without limitation, reasonable
22 attorney's fees, incurred as a result of City's use of the premises, any default by the City
23 in the performance of any of its obligations under the lease or any acts or omissions of
24 City or its agents, in, on or about the premises or the property on which the premises are
25 located, excluding those claims, costs and expenses incurred as a result of the

1 negligence or willful misconduct of Landlord or its agents; and, be it

2 FURTHER RESOLVED, That all actions heretofore taken by the officers of the City
3 with respect to such lease extension are hereby approved, confirmed and ratified; and, be it

4 FURTHER RESOLVED, That the Board of Supervisors authorizes the Director of
5 Real Estate to enter into any amendments or modifications to the Lease or Lease
6 Extension Agreement (including without limitation, the exhibits) that the Director of Real
7 Estate determines, in consultation with the City Attorney, are in the best interest of the
8 City, do not increase the rent or otherwise materially increase the obligations or liabilities
9 of the City, are necessary or advisable to effectuate the purposes of the Lease and/or
10 Lease Extension Agreement or this resolution, and are in compliance with all applicable
11 laws, including City's Charter; and, be it

12 FURTHER RESOLVED, That the City shall occupy the entire Premises for the full term
13 of the lease unless funds for rental payments are not appropriated in any subsequent fiscal
14 year. Said lease shall be subject to certification as to funds by the Controller, pursuant to
15 Section 3.105 of the Charter.

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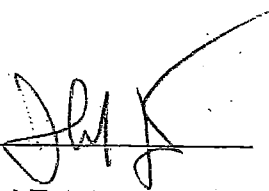
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Controller~~

RECOMMENDED:




John Updike
Director of Real Estate

* Subject to
available funds
in the FY 2013-2014
appropriation ordinance.

RECOMMENDED:

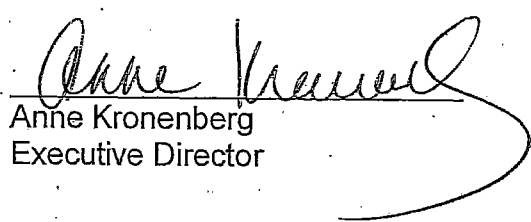
OFFICE OF THE
ASSESSOR-RECORDER



Carmen Chu
Assessor-Recorder

RECOMMENDED:

DEPARTMENT OF EMERGENCY MANAGEMENT



Anne Kronenberg
Executive Director

Item 14
File 13-0362

Department:
Emergency Management
Assessor-Recorder

EXECUTIVE SUMMARY

Legislative Objectives

- The proposed resolution would authorize an amendment to the existing lease, between the City, as tenant, and SFOC LLC, as landlord, for the City to continue to occupy the approximately 9,800 square feet of office space and five parking spaces at 711 Van Ness for the Department of Emergency Management and the Assessor-Recorder's Office, by extending the existing lease for 14 ½ months to June 30, 2015.

Key Points

- On July 17, 2012 the Board of Supervisors approved a new lease (File 12-0675) between the City, as tenant and SFOC LLC, as landlord for approximately 9,800 square feet of office space at 711 Van Ness for the Department of Emergency Management and the Assessor-Recorder's Office for approximately 20 ½ months, beginning August 1, 2012 and ending on April 14, 2014.
- The existing lease provides for: (a) fixed rent of \$22 per square foot per year, or approximately \$215,600 per year for 9,800 square feet; (b) five parking spaces rented by the City at a rate of \$1,200 per month, or approximately \$14,400 per year; and (c) all utilities, insurance, taxes and custodial services to be paid by the landlord.
- Under the proposed amendment to the existing lease, the term of the lease is extended for 14 ½ months to June 30, 2015. Therefore, the total term of the amended lease is approximately two years and eleven months, beginning August 1, 2012 and ending on June 30, 2015. Except for the proposed lease term extension of 14½ months the other provisions of the lease remain the same.

Fiscal Impacts

- The total rent for the amended lease agreement, including parking, over the extended term of the lease is \$670,833. Of the \$670,833, \$491,167 or 73.2% would be paid by the Department of Emergency Management's Bay Area Urban Areas Security Initiative (BAUASI) grant funds and \$179,667 or 26.8% would be paid by General Fund monies.
- The BAUASI currently has been awarded Department of Homeland Security grant funds Federal through May 31, 2015 and possibly may be able to extend by one additional month through June 30, 2015.
- The Assessor-Recorder's Office has carried-forward unexpended General Fund monies, previously appropriated by the Board of Supervisors for rent, sufficient to pay the proposed rent in FY 2013-14. The rent in FY 2014-15 will be paid with General Fund monies and has been requested in the FY 2014-15 proposed budget of the Assessor-Recorder.

Recommendation

- Approve the proposed resolution.

MANDATE STATEMENT / BACKGROUND**Mandate Statement**

In accordance with Sections 23.26 and 23.27 of the City's Administrative Code, leases of \$5,000 or more per month that extend for more than one year in which the City is the tenant are subject to Board of Supervisors approval by resolution.

Background

In late 2011 the Department of Emergency Management and the Assessor-Recorder's Office separately requested the Real Estate Division to find temporary office space for their respective departments. The Real Estate Division proposed a short-term lease for new temporary office space at 711 Van Ness Avenue, to be shared by the Assessor-Recorder's Office and Department of Emergency Management.

On July 17, 2012 the Board of Supervisors approved a new lease (File 12-0675) between the City, as tenant and SFOC LLC, as landlord for approximately 9,800 square feet of office space at 711 Van Ness for the Department of Emergency Management and the Assessor-Recorder's Office for approximately 20 ½ months, beginning August 1, 2012 and ending on April 14, 2014.

Department of Emergency Management

The Department of Emergency Management required new office space to house the Bay Area Urban Areas Security Initiative (BAUASI), which is funded by a federal Department of Homeland Security grant, because the Department's two lease agreements for Port-owned property at 10 Lombard Street expired on July 13, 2012 and July 14, 2012 respectively.

According to Mr. William Lee, Director of Finance and Administration for the Department of Emergency Management, the 711 Van Ness Avenue lease site is suitable due to the proximity to the Department of Emergency Management offices at 1011 Turk Street. According to Mr. Lee, the current federal Department of Homeland Security BAUASI grant for Federal Fiscal Year 2012 (October 1, 2011 through September 30, 2012) expires in May 31, 2014. The Department of Emergency Management was recently notified of new grant funding that will extend through May 2015, as noted below and therefore, will continue to need this office space for the BAUASI program.

Assessor-Recorder's Office

The Assessor-Recorder's Office's FY 2011-12 budget included funding for temporary and limited term staff to process the backlog in real property assessment appeals, as well as funding for office space rental and associated costs. These rental and other funds were not expended in FY 2011-12 and were carried forward to FY 2012-13.

According to Ms. Kimberlee Kimura, Assessor-Recorder's Office Director of Finance and Administration, the Assessor-Recorder's Office did not have sufficient space in the department's City Hall offices for the 13 temporary and limited term staff assigned to assessment appeals processing, and therefore, required the additional office space at 711 Van Ness Avenue. According to Ms. Kimura, the Assessor-Recorder's Office initially anticipated that processing of the backlog in assessment appeals would be completed by 2014; however, the Assessor-Recorder's Office renewed the project in response to the still very high appeals caseload at the Assessment Appeals Board. In July 2012, when the existing lease was initiated, the Assessor-

Recorder's Office had 7,729 outstanding appeals, and 4,943 additional appeals have been filed since July 2012, for a total of 12,672 appeals. According to Ms. Kimura, from FY 2000-01 through FY 2008-09, the average total number of appeals filed was 1,500 per year, as compared to 4,943 to date in FY 2012-13. Ms. Kimura reports that approximately 8,131 appeals are currently open, and therefore the Assessor-Recorder's Office will request funding for the project through FY 2014-15 and will continue to need the office space at 711 Van Ness Avenue.

The existing lease provides for: (a) fixed rent of \$22 per square foot per year, or approximately \$215,600 per year for 9,800 square feet; (b) five parking spaces rented by the City at a rate of \$1,200 per month, or approximately \$14,400 per year; and (c) all utilities, insurance, taxes and custodial services to be paid by the landlord.

DETAILS OF PROPOSED LEGISLATION

The proposed resolution would authorize an amendment to the existing lease, between the City, as tenant, and SFOC LLC, as landlord, for the City to continue to occupy the approximately 9,800 square feet of office space and five parking spaces at 711 Van Ness for the Department of Emergency Management and the Assessor-Recorder's Office, by extending the existing lease for 14 ½ months to June 30, 2015. Therefore, the total term of the amended lease is approximately two years and eleven months, beginning August 1, 2012 and ending on June 30, 2015. Except for the proposed lease term extension of 14½ months the other provisions of the lease remain the same. A summary of the proposed amended lease is shown in Table 3 below:

Term	Two years and eleven months (August 1, 2012 through June 30, 2015)
Square feet (approximate)	9,800
Average rent per square foot per month	Approximately \$1.83 (or \$22 per year)
Total rent per month	\$17,967
Total annual rent for office space	<u>Approximately \$215,600</u>
Rent per month for five parking spaces	\$1,200
Total annual rent for parking space	<u>\$14,400</u>
Total Annual Rent including five parking spaces	Approximately \$230,000
Annual rent increases	None
Utilities and services	The lease is fully serviced and utilities, insurance, taxes and custodial service are paid by the landlord
Options to further extend	None

According to Mr. Andrico Penick, Assistant Director of Real Estate, the proposed rent of \$22 per square foot per year is below market rate for comparable office space, which is approximately \$40 per square foot per year, because the landlord desires to keep the option to repurpose or sell the building, depending on the economy. The proposed amended lease provides no additional opportunity to extend or hold-over past the June 30, 2015 expiration date. The proposed amended lease provides the option for the landlord to terminate prior to June 30, 2015, provided the landlord provides the City: (i) six months' notice and (ii) two months' rent credit if early termination notice is given prior to April 14, 2014 and one month rent credit if early termination notice is given after April 14, 2014.

Parking

In addition to the office space, the amended lease continues to provide for five parking spaces, to be used by the Department of Emergency Management. According to Mr. Lee, the BAUASI work involves regular meetings with local law enforcement and other partners throughout 12 counties in the greater Bay Area, including in areas without ready access to public transit, which necessitate the availability of vehicles for the use of BAUASI staff and the associated parking spaces.

FISCAL IMPACTS

The total rent for the amended lease agreement, including parking, is \$670,833 over the extended term of the lease, as shown in Table 2 below. Of the \$670,833, \$491,167 or 73.2% would be paid by the Department of Emergency Management's Bay Area Urban Areas Security Initiative (BAUASI) grant funds and \$179,667¹ or 26.8% would be paid by General Fund monies..

Table 2: Total Rent FY 2012-13 through FY 2014-15²

	FY 2012-13	FY 2013-14	FY 2014-15	TOTAL	Percent of Total
Assessor-Recorder (General Fund)					
Rent (2,800 square feet @ \$22/sq. ft./ year)	\$56,467	61,600	61,600	\$179,667	
Assessor-Recorder subtotal	\$56,466	\$61,600	\$61,600	\$179,667	26.80%
Department of Emergency Management (BAUASI Grant Funds)					
Rent (7,000 square feet @ \$22/ sq. ft./ year)	\$141,167	154,000	154,000	\$449,167	
Parking	\$13,200	14,400	14,400	\$42,000	
Department of Emergency Management subtotal	\$154,366	\$168,400	\$168,400	\$491,167	73.20%
Total Lease Amount For 711 Van Ness					
Subtotal - Rent	\$197,633	\$215,600	\$215,600	\$628,833	
Subtotal - Parking	\$13,200	\$14,400	\$14,400	\$42,000	
Total	\$ 210,833	\$ 230,000	\$ 230,000	\$ 670,833	100.00%

¹ \$1 difference due to rounding

² \$1 difference due to rounding

The current Federal Department of Homeland Security grant for BAUASI expires in May 31, 2014. Mr. Tristan Levaró, Chief Financial Officer for the BAUASI Program, states that BAUASI received new grant funding during the week of May 23, 2013 for Federal Fiscal Year 2013 (October 1, 2012 through September 30, 2013), which extends grant funds through May 31, 2015 and possibly by one additional month through June 30, 2015. Additional Department of Homeland Security grant funds are expected for the Federal Fiscal Year 2014 (October 1, 2013 through September 30, 2014) and information about the next grant cycle will become available in September 2013, allowing BAUASI to adjust its space needs accordingly at the expiration of the lease.

According to Ms. Kimura, the Assessor-Recorder's Office has carried-forward unexpended General Fund monies, previously appropriated by the Board of Supervisors for rent, sufficient to pay the proposed rent in FY 2013-14. The rent in FY 2014-15 will be paid with General Fund monies and has been requested in the FY 2014-15 proposed budget of the Assessor-Recorder. Ms. Kimura states that currently the project to process the appeal backlogs is funded only through FY 2014-15, coinciding with the termination of the proposed amended lease. According to Ms. Kimura, if sufficient funding is not approved by the Board of Supervisors for future years, the temporary and limited term employees will be terminated; however, if funding is approved, then the Assessor-Recorder's Office will work with the Department of Real Estate to relocate the project team to another space.

RECOMMENDATION

Approve the proposed resolution.

LEASE EXTENSION AGREEMENT

This agreement ("**Lease Extension Agreement**") by and between the City of San Francisco (hereinafter referred to as "**Tenant**") and SFOC, LLC ("**Landlord**") sets forth terms and conditions under which Landlord will grant Tenant's request for an extension of the existing lease agreement dated July 27, 2012 (the "**Lease**") by and between Landlord and Tenant for the premises located at 711 Van Ness Ave., Suite 400, San Francisco, California.

Terms of Lease Extension. On February 28, 2012, Tenant requested an extension of the Lease for a period of fourteen and a half (14.5) months from April 14, 2014 through June 30, 2015 (the "**Extension Period**"). All of the existing terms of the current Lease will continue in full force and effect during this Extension Period, except that:

- A. the Expiration date in Section 1, Base Lease Information shall be amended to read June 30, 2015 instead of April 14, 2014; and
- B. Section 22 of the Lease below shall govern prior to April 14, 2014 at which time it shall automatically become void and superseded by Section 22A below which shall govern for the remainder of the Extension Period.

22. SPECIAL PROVISIONS

Landlord shall have the right to terminate the Lease before the Expiration Date but in no event shall the Early Termination Date (as hereinafter defined) be earlier than November 30, 2013. In the event that Landlord elects to exercise this termination option, Landlord shall notify City in writing not less than six (6) months before the new termination date (the "**Early Termination Date**"). In the event that Landlord exercises this option, (i) the City shall receive a rent credit equal to two (2) months of Base Rent for the two (2) months immediately following such notice (the "**Rent Credit**"), and (ii) this Lease shall terminate on the Early Termination Date. On the Early Termination Date, City shall vacate and deliver possession of the Premises to Landlord in the condition required by this Lease for surrender of the Premises.

22A. SPECIAL PROVISIONS

Landlord shall have the right to terminate the Lease during the Extension Period. In the event that Landlord elects to exercise this termination option, Landlord shall notify City in writing not less than six (6) months before the new termination date (the "**Early Extension Termination Date**"), which in no event shall be later than June 30, 2015. In the event that Landlord exercises this option, (i) the City shall receive a rent credit equal to one (1) month of Base Rent for the month immediately following such notice (the "**Rent Credit**"), and (ii) this Lease shall terminate on the Early Extension Termination Date unless earlier terminated by the City's surrender of the Premises prior to the Early Extension Termination Date. In the event such a notice is given by the Landlord, the City will use its best efforts to vacate the Premises in less than six (6) months if possible in order to facilitate the Landlord's renovation and retentanting efforts. The City understands that other floors in the building will be under construction and it will have to put up with a reasonable amount of noise and dust from the construction. City shall vacate and deliver

possession of the Premises to Landlord in the condition required by the Lease for surrender of the Premises.

Lease Still in Force. Attached to this Lease Extension Agreement as Exhibit A is the Lease. Definitions within the Lease are herein incorporated by reference. Notwithstanding any provisions of this Lease Extension Agreement or claims of the parties to the contrary, the Lease is and shall remain in full force and effect and Tenant agrees to comply with all of the terms and conditions contained therein. This Agreement will in no way supersede the Lease or any provision thereof, except as specifically provided in this Lease Extension Agreement.

Financial Terms. Landlord hereby agrees to modification and potential forgiveness of rent under the following financial terms.

Security Deposit. The existing Security Deposit shall remain unchanged.

Lease Payments. All of the existing terms of the Lease regarding rental payment shall remain in effect during the extension period.

Tenant Extension Date and Other Conditions. At the completion of the extension period, Tenant shall completely vacate the Premises no later than June 30, 2015, and leave the Premises in compliance with Section 7.1 and Section 20 of the Lease.

Furnishings. Upon Departure, Tenant has agreed to leave all of the furniture that Tenant borrowed from Landlord at the commencement of the Lease in compliance with Section 7.3 of the Lease.

Miscellaneous, Early Departures, Termination Dates, Waiver. This Extension Agreement supersedes any prior verbal or contemporaneous representations or agreement not contained herein concerning Tenant's desire to extend the current lease.

[Remainder of this Page Intentionally Left Blank]

The parties hereto have caused this Lease Extension Agreement to be executed as of this date on _____ 2013.

LANDLORD: SFOC LLC, a California limited liability Company

By: _____
JACK MAY
Agent for Owner

CITY: CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

By: _____
JOHN UPDIKE
Director of Property

RECOMMENDED:

Department of Emergency Management

RECOMMENDED:

Office of the Assessor-Recorder

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

By: _____
Deputy City Attorney

Copy
✓ Comm. Clerk
COB
Leg. Dep.

President, Board of Supervisors
District 3



City and County of San Francisco

DAVID CHIU

邱信福
市參事會主席

TO: Angela Calvillo, Clerk of the Board
FROM: Supervisor David Chiu *DSC*
DATE: May 30, 2013
RE: Transferring File No. 130362 from Land Use & Economic Development Committee to Business and Finance Sub-Committee

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 MAY 30 AM 11:18
AC

Madam Clerk,

Please transfer the following file from Land Use & Economic Development Committee to Budget & Finance Committee:

No. 130362 – Resolution authorizing a 14.5 month extension of the Lease with SFOC, LLC, of 9,800 sq. ft. at 711 Van Ness Avenue, for a total lease term of thirty-five months with a base rent of \$17,966.67 per month, for the Department of Emergency Management and the Office of the Assessor-Recorder.

Thank you for your prompt assistance in this matter.

###

FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL
(S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information <i>(Please print clearly.)</i>	
Name of City elective officer(s): Members, Board of Supervisors	City elective office(s) held: Members, Board of Supervisors
Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: SFOC, LLC	
Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.	
<ol style="list-style-type: none"> 1. Bruce Spivey, MD – President and CEO; Dale Walker – Vice President; David Cuneo – Treasurer; Carolyn Burnett – Secretary; F. Clark Warden – Member at Large 2. Bruce Spivey – President and CEO 3. None 4. N/A 5. None 	
Contractor address: 711 Van Ness Avenue, 5 th Floor, San Francisco, CA 94102	
Date that contract was approved: <i>(By the SF Board of Supervisors)</i>	Amount of contracts: \$277,321.50 \$260,521.50 (14.5 months Rent) + \$16,800 (14 months Parking)
Describe the nature of the contract that was approved: Lease extension at 711 Van Ness Avenue for 2 City Departments (ASR and DEM)	
Comments: None.	

This contract was approved by (check applicable):

the City elective officer(s) identified on this form

a board on which the City elective officer(s) serves: San Francisco Board of Supervisors
Print Name of Board

the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

Print Name of Board

Filer Information <i>(Please print clearly.)</i>	
Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA 94102	E-mail: Board.of.Supervisors@sfgov.org

Signature of City Elective Officer (if submitted by City elective officer)

Date Signed

Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk)

Date Signed