

File No. 110684

Committee Item No. 14

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee

Date: September 7, 2011

Board of Supervisors Meeting

Date _____

Cmte Board

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OTHER

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Completed by: Victor Young

Date: Sept 2, 2011

Completed by: Victor Young

Date: _____

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

1 [Master Lease Amendment - U.S. Navy - Treasure Island Land and Structures]

2
3 **Resolution approving the Thirty-Fifth Amendment to the Treasure Island Land and**
4 **Structures Master Lease between the Treasure Island Development Authority and the**
5 **U.S. Navy to extend the term.**

6
7 WHEREAS, The Treasure Island Development Authority ("Authority") and the United
8 States of America, acting by and through the Department of the Navy (the "Navy"), entered
9 into master lease agreement no. N6247499RP42P12, dated November 19, 1998, for the
10 Authority to use and sublease certain land and structures on former Naval Station Treasure
11 Island (as amended from time to time, the "Land and Structures Master Lease") at no rent;
12 and

13 WHEREAS, The Land and Structures Master Lease enables the Authority to sublease
14 portions of the master leased area for interim uses and generate revenues to support the
15 interim uses and the future redevelopment of the former Naval Station Treasure Island; and

16 WHEREAS, The term of the Land and Structures Master Lease expires on November
17 30, 2011; and

18 WHEREAS, The Authority wishes to extend the term of such lease for a period of one
19 (1) year beginning on December 1, 2011 and ending on November 30, 2012, unless sooner
20 terminated in accordance with the terms and conditions of the Master Lease; and

21 WHEREAS, The Navy concurs with such amendment and the amendment has been
22 approved by the Authority Board of Directors at its May 11, 2011 meeting; and

23 WHEREAS, The Authority's Bylaws require that the Authority obtain Board of
24 Supervisors approval of any agreements having a term in excess of ten (10) years or
25 anticipated revenues of \$1,000,000 or more; and

Treasure Island Development Authority
BOARD OF SUPERVISORS

1 WHEREAS, Because the cumulative term of the Land and Structures Master Lease
2 exceeds ten (10) years, the Authority is requesting that the Board of Supervisors approve the
3 Thirty-Fifth Amendment to extend the term of such lease for a period of one (1) year
4 beginning on December 1, 2011 and ending on November 30, 2012, unless sooner
5 terminated in accordance with the terms and conditions of the Master Lease; now, therefore,
6 be it

7 RESOLVED, That the Board of Supervisors hereby approves and authorizes the
8 Director of Island Operations of the Authority or her designee to execute and enter into the
9 Thirty-Fifth Amendment to the Land and Structures Master Lease in substantially the form
10 filed with the Clerk of the Board of Supervisors in File No. 110684, and any additions,
11 amendments or other modifications to such Thirty-Fifth Amendment (including, without
12 limitation, its exhibits) that the Director of Island Operations of the Authority or her designee
13 determines, in consultation with the City Attorney, are in the best interests of the Authority and
14 do not otherwise materially increase the obligations or liabilities of the Authority, and are
15 necessary or advisable to effectuate the purpose and intent of this resolution.

**THIRTY FIFTH AMENDMENT
TO LEASE AGREEMENT N6247499RP42P12
BETWEEN
THE UNITED STATES OF AMERICA
AND
TREASURE ISLAND DEVELOPMENT AUTHORITY**

THIS LEASE AMENDMENT made this _____ day of _____ 2011, by and between the UNITED STATES OF AMERICA, acting by and through the Department of the Navy, hereinafter called the "Government", and the TREASURE ISLAND DEVELOPMENT AUTHORITY, hereinafter called the "Lessee";

WHEREAS, the parties hereto, as of 19 November 1998, entered into Lease Agreement N6247499RP42P12 under the terms of which the Lessee uses certain real property for space located at the former Naval Station, Treasure Island; and

WHEREAS, the parties agree to amend the terms of the Lease Agreement.

NOW THEREFORE, in consideration of the terms, covenants and conditions hereinafter set forth; the following paragraphs to Lease N6247499RP42P12 are hereby amended to reflect the following changes;

1. Paragraph 2 **TERM**, delete in its entirety and the following paragraph is inserted therefore:

"The term of this Lease shall be for a period of one (1) year beginning on 1 December 2011 and ending on 30 November 2012, unless sooner terminated in accordance with the provisions of Paragraph 14, Termination."

All other terms and conditions of the Lease Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have, on the respective dates set forth above duly executed this amendment to the Lease as of the day and year first above written.

UNITED STATES OF AMERICA

TREASURE ISLAND DEVELOPMENT
AUTHORITY

Title _____

Title _____

APPROVED AS TO FORM:

CITY ATTORNEY

Items 10, 11, 12, 13, 14 and 15
Files 11-0680, 11-0681, 11-0682, 11-0683, 11-0684 & 11-0685

Department:
Treasure Island Development Authority

EXECUTIVE SUMMARY

Legislative Objectives

- File No. 11-0680: The proposed resolution would approve the 27th Amendment to the Treasure Island South Waterfront Master Lease between the Treasure Island Development Authority (TIDA) and the U.S. Navy (the Navy) to extend the term of the Lease by one year, from December 1, 2011 through November 30, 2012, unless sooner terminated in accordance with the terms and conditions of the Master Lease.
- File No. 11-0681: The proposed resolution would approve the 7th Amendment to the Treasure Island Childcare Master Lease between TIDA and the Navy to extend the term of the Lease by one year, from December 1, 2011 through November 30, 2012, unless sooner terminated in accordance with the terms and conditions of the Master Lease.
- File No. 11-0682: The proposed resolution would approve the 26th modification to the Cooperative Agreement between TIDA and the Navy to extend the term of the Agreement by one year, from October 1, 2011 through September 30, 2012.
- File No. 11-0683: The proposed resolution would approve the 23rd Amendment to the Treasure Island Event Venues Master Lease between TIDA and the Navy to extend the term of the Lease by one year, from December 1, 2011 through November 30, 2012, unless sooner terminated in accordance with the terms and conditions of the Master Lease.
- File No. 11-0684: The proposed resolution would approve the 35th Amendment to the Treasure Island Land and Structures Master Lease between TIDA and the Navy to extend the term of the Lease by one year, from December 1, 2011 through November 30, 2012, unless sooner terminated in accordance with the terms and conditions of the Master Lease.
- File No. 11-0685: The proposed resolution would approve the 15th Amendment to the Treasure Island Marina Master Lease between TIDA and the Navy to extend the term of the Lease by one year, from December 1, 2011 through November 30, 2012, unless sooner terminated in accordance with the terms and conditions of the Master Lease.

Key Points

- The Board of Supervisors approved the Economic Development Conveyance Memorandum of Agreement (EDC MOA) between TIDA and the Navy on June 7, 2011 (File 11-0290). Under the terms of the EDC MOA, the Navy will convey Treasure Island property to TIDA in phases, beginning with the Navy's completion of ongoing environmental remediation. According to TIDA Director of Island Operations Ms. Mirian Saez, the first phase conveyance of Treasure Island property from the Navy to TIDA is scheduled for late spring of 2012. According to Ms. Saez, the Master Leases will terminate for the properties as they are conveyed to TIDA, which is expected to be completed in 2019.

Fiscal Analysis

- TIDA anticipates generating \$8,372,448 in FY 2011-2012 from leasing existing residential and commercial facilities and special events. Such revenues would offset the \$8,212,320 expected to be incurred by TIDA under the Cooperative Agreement between TIDA and the Navy. According to Ms. Saez, the estimated amount of \$160,128 representing revenue surplus would be held in TIDA's reserve.

Recommendation

- Approve the proposed resolutions.

MANDATE STATEMENT/ BACKGROUND**Mandate Statement**

In accordance with Charter Sections 9.118(b) and 9.118(c), any agreements or leases with a term of ten years or more and/or over \$10,000,000 of expenditures is subject to Board of Supervisors approval.

Background

File No. 11-0680: The Treasure Island Development Authority (TIDA) and the Navy entered into a two-year South Waterfront Master Lease on September 4, 1998, for TIDA to use and sublease certain land and facilities at Treasure Island, including the Administration Building, Building 180, Hangar 2, and Hangar 3. The Lease is at no cost to TIDA. Since that time, the South Waterfront Master Lease has been amended 26 times. The 26th amendment was approved by the Board of Supervisors on July 20, 2010 (File No. 10-0780).

File No. 11-0681: TIDA and the Navy entered into a five-year Childcare Master Lease on October 1, 2001, for TIDA to sublease land and structures, including Building 502, at Treasure Island to Catholic Charities for the purpose of operating a childcare center. The Lease is at no cost to TIDA. Since that time, the Lease has been amended six times. The 6th amendment was approved by the Board of Supervisors on July 20, 2010 (File No. 10-0783).

File No. 11-0682: The City and the Navy entered into a one-year Cooperative Agreement, for the City to assume responsibility for various services on Treasure Island, which was approved by the Board of Supervisors on October 1, 1997 (File 244-97-4). Such services include: (i) operation and maintenance of the water, waste water, storm water, electric and gas utility systems, (ii) security, public health and safety services, (iii) grounds and street maintenance and repair, and (iv) property management and caretaker services. The Cooperative Agreement was modified in 1998 to make TIDA, rather than the City, party to the Cooperative Agreement with the Navy, which was approved by the Board of Supervisors on November 19, 1998 (File No. 98-1751). Under the original Cooperative Agreement, reimbursements paid by the Navy to TIDA for the TIDA services provided to the Navy were negotiated on an annual basis as the Cooperative Agreement was renewed each year. In all, the Navy paid TIDA a total of \$12,848,213 from FY 1997-1998 through FY 2001-2002, when such payments by the Navy ended¹. According to Ms. Mirian Saez, TIDA Director of Island Operations, revenues generated from leasing of existing residential and commercial facilities and special events have offset the costs associated with the Cooperative Agreement since FY 2002-2003.

The Cooperative Agreement has been modified 25 times. The 25th amendment was approved by the Board of Supervisors on July 20, 2010 (File 10-0785).

¹ TIDA was advised by the U.S. Navy that the U.S. Navy reimbursements would be eliminated based on the U.S. Navy's determination that the Treasure Island Development Authority was earning sufficient revenues to pay for all of the costs of providing services at Treasure Island.

File No. 11-0683: TIDA and the Navy entered into a two-year Event Venues Master Lease on September 4, 1998, for TIDA to use and sublease certain land and structures at Treasure Island, at no cost to TIDA. Since that time, the Lease has been amended 22 times. The 22nd amendment was approved by the Board of Supervisors on July 20, 2010 (File No. 10-0784).

File No. 11-0684: TIDA and the Navy entered into a one-year Land and Structures Master Lease on November 19, 1998, for TIDA to use and sublease certain land and structures at Treasure Island that are subleased to non-profit agencies and commercial interests. The Lease is at no cost to TIDA. Since that time, the Land and Structures Master Lease has been previously amended 34 times. The 34th amendment was approved by the Board of Supervisors on July 20, 2010 (File No. 10-0781).

File No. 11-0685: TIDA and the Navy entered into a two-year Marina Master Lease on September 4, 1998, for TIDA to use and sublease certain facilities at Treasure Island, including the Treasure Island Marina, the marina boat slips, and the Treasure Island Yacht Club. The Lease is at no cost to TIDA. Since that time, the Lease has been amended 14 times.

DETAILS OF PROPOSED LEGISLATION

The six proposed resolutions would extend the term of the following Leases and the Cooperative Agreement between the Treasure Island Development Authority (TIDA) and the U.S. Navy (Navy) by one year, as detailed in Table 1 below.

Table 1. Proposed Term Period Extensions of TIDA’s Leases and Cooperative Agreement

File No.	Lease/Agreement	Term Period Extensions
11-0680	Treasure Island South Waterfront Master Lease	December 1, 2011 - November 30, 2012
11-0681	Treasure Island Childcare Master Lease	December 1, 2011 - November 30, 2012
11-0682	Cooperative Agreement	October 1, 2011 - September 30, 2012
11-0683	Treasure Island Event Venues Master Lease	December 1, 2011 - November 30, 2012
11-0684	Treasure Island Land and Structures Master Lease	December 1, 2011 - November 30, 2012
11-0685	Treasure Island Marina Master Lease	December 1, 2011 - November 30, 2012

The only change being proposed to the existing five leases and one cooperative agreement, between TIDA and the Navy, is to extend the leases and agreement by one year, as detailed in Table 1 above. The proposed extensions have been approved by the Navy and were approved by TIDA’s Board of Directors on May 11, 2011.

According to Ms. Saez, TIDA seeks to extend all master agreements with the Navy in order to continue operations as per the Cooperative Agreement with the Navy, which assigns TIDA the responsibility for municipal services and allows TIDA to sublease property to generate revenue pending conveyance of the Treasure Island property from the Navy to TIDA.

FISCAL ANALYSIS

Revenues Generated from Leases and Costs Associated with the Cooperative Agreement

Continuation of the subject (a) Treasure Island South Waterfront Master Lease, (b) Treasure Island Land and Structures Master Lease, (c) Treasure Island Marina Master Lease, (d) Treasure Island Childcare Master Lease, and (e) Treasure Island Event Venues Master Lease will allow TIDA to continue to generate revenues to support TIDA's interim operations of Treasure Island until the Navy transfers Treasure Island in full to TIDA (see Policy Consideration section below).

As shown in Table 2 below, TIDA expects to receive \$8,026,805 from various revenue sources in FY 2010-2011² and TIDA has budgeted for \$8,372,448 in revenue for FY 2011-2012, an increase of \$345,643 or 4.3 percent than FY 2010-2011.

Table 2. Projected Revenues Under Leases

TIDA Revenue Sources as of 07/13/2011	Expected 2010-11 Revenue	Budgeted 2011-12 Revenue
Joint Venture Special Events	\$377,410	\$362,245
TIDA Special Events Revenues	157,000	272,850
TI Commercial Revenues	2,021,030	2,073,917
Film Revenues	12,000	25,000
YBI Filming/Cellsites/ Banner Revenues	399,550	320,550
Maritime Revenues	90,000	90,000
John Stewart Company Housing Revenues	4,680,395	4,748,856
Other Housing Common Area Maintenance (CAM)	139,420	479,030
SFFD Training Academy	0	0
Carryforward/Year End Balance	150,000	0
Grand Totals	\$8,026,805	\$8,372,448

As shown in the Attachment to this report, provided by Ms. Saez, TIDA's expenditures associated with the Cooperative Agreement are estimated to total \$8,212,320 in FY 2011-2012. According to Ms. Saez, the projected amount of \$160,128 representing revenues over expenditures in FY 2011-2012, as shown in the Attachment, would be held in TIDA's reserve.

² According to Ms. Saez, the final tabulation of FY 2010-11 revenues has not yet been completed.

POLICY CONSIDERATION**Status of the Conveyance of Treasure Island Property**

The Board of Supervisors approved the Economic Development Conveyance Memorandum of Agreement (EDC MOA) between the Treasure Island Development Authority (TIDA) and the Navy on June 7, 2011 (File 11-0290). Under the terms of the EDC MOA, the Navy will convey Treasure Island property to TIDA in phases, starting upon the Navy's completion of ongoing environmental remediation. According to Ms. Saez, the first phase conveyance of Treasure Island property from the Navy to TIDA is scheduled for late spring of 2012. The properties that are not conveyed will continue to be managed by TIDA, as per the Cooperative Agreement (File 11-0682), until the conveyance is complete. According to Ms. Saez, the Master Leases will terminate for the properties as the properties are conveyed to TIDA, per the EDC MOA.

According to Ms. Saez, the final estimated date for the full conveyance of Treasure Island to TIDA is sometime in 2019.

RECOMMENDATIONS

Approve the proposed resolutions.

Expenses	TIDA Approved FY 10-11	Proposed FY 11-12
7/13/2011 TIDA Operations Proposed Budget		
ADMINISTRATION		
MISC-REGULAR (Salaries)		
RETIRE CITY MISC FRINGE BENEFITS		
TIDA INTERNSHIP PROGRAM (Under GSA W-O)	\$0	NA
TRAVEL COSTS	\$5,000	\$4,500
TRAINING COSTS	\$7,000	\$6,300
LOCAL FIELD EXP	\$1,000	\$1,250
MEMBERSHIP FEES	\$3,000	\$2,700
PROMOTIONAL AND MARKETING EXPENSE	\$15,000	\$13,500
DELIVERY & POSTAGE	\$10,000	\$9,000
OFFICE RENTALS & LEASED EQUIPMENT	\$13,000	\$11,700
OFFICE MATERIALS & SUPPLIES	\$14,400	\$12,960
OTHER CURRENT ADMINISTRATIVE EXPENSES	\$20,000	\$18,000
TOTAL ADMINISTRATION	\$88,400	\$79,910
PROFESSIONAL & SPECIALIZED SERVICES		
TREASURE ISLAND BOYS & GIRLS CLUB HOUSE	\$133,000	\$133,000
CHILD CARE FACILITY	\$52,000	\$52,000
TIHDI-OPERATING CONTRACT	\$157,500	\$157,000
TI GYM OPERATIONS YMCA	\$142,500	\$142,500
MARINE SALVAGE	\$15,000	\$10,000
GGEA -PUBLIC ART HISTORICAL PRESERVATION	\$20,000	\$15,000
SCAVENGER SERVICES (GOLDEN GATE DISPOSAL)	\$25,000	\$25,000
JANITORIAL SERVICES (Toolworks)	\$102,600	\$102,600
GROUNDS MAINTENANCE RUBICON	\$641,000	\$641,000
PROTECTIVE SECURITY SERVICES	\$85,000	\$76,500
TIDA DIRECTOR'S LIABILITY INSURANCE	\$45,000	\$90,850
OTHER PROFESSIONAL SERVICES	\$52,000	\$52,000
Redevelopment Professional Services	NA	\$600,000
TOTAL PROFESSIONAL & SPECIALIZED SERVICES	\$1,470,600	\$2,097,450
CITY DEPARTMENT WORK-ORDERS		
DEPARTMENT OF PARKING AND TRAFFIC	\$8,000	\$8,000
CONTROLLER'S OFFICE	\$0	NA
DTIS SERVICES (AAO)	\$40,000	\$40,000
DEPARTMENT OF BUILDING INSPECTION	\$0	NA
RISK MANAGEMENT INSURANCE CONSULTING	\$8,000	\$8,000
GENERAL SERVICES AGENCY	\$1,104,260	\$1,723,625
GF-CITY ATTORNEY-LEGAL SERVICES (AAO)	\$180,000	\$125,000
GF-HR-MGMT TRAINING (AAO)	\$3,000	\$3,000
IS-PURCH-CENTRAL SHOPS-AUTO MAINT (AAO)	\$3,500	\$3,500
IS-PURCH-CENTRAL SHOPS-FUEL STOCK (AAO)	\$3,500	\$3,500
IS-PURCH-REPRODUCTION (AAO)	\$6,000	\$6,000
GF-PUC-HETCH HETCHY (AAO) (\$648,000 Utility Bills, \$150,000 Generators, \$200,000 MOU)	\$998,000	\$998,000
SR-DPW-BUILDING REPAIR (AAO)	\$679,000	\$786,560
SR-DPW-BUREAU OF STREET ENVIRONMENTAL SERVICES	\$188,480	\$208,470
SR-DPW-BUREAU OF STREETS AND SEWER REPAIR SERVICES	\$80,265	\$80,285
SR-DPW-BUREAU OF URBAN FORESTRY SERVICES	\$160,000	\$160,000
SR-DPW-BUREAU OF OPERATIONS	\$0	NA
FACILITIES MANGEMENT SERVICES (Department of Real Estate)	\$28,236	\$28,240
San Francisco Police Department	NA	\$60,000
Redevelopment City Work-Orders	NA	\$1,342,800
TIDA FACILITIES MANGEMENT SERVICES	\$256,772	\$200,000
CAPITAL IMPROVEMENT PROJECTS	\$361,000	\$250,000
TOTAL CITY DEPARTMENT WORK-ORDERS	\$4,108,013	\$6,034,960
TOTAL OPERATIONS EXPENDITURES	\$5,667,013	\$8,212,320
SURPLUS AVAILABLE FOR CONTRIBUTION TO THE GENERAL FUND	\$2,359,792	NA
TOTAL REVENUES	\$8,026,805	\$8,372,448
Surplus	NA	\$160,128

**Treasure Island Development Authority
City and County of San Francisco**

Resolution Authorizing the Thirty Fifth Amendment to the Treasure Island Land and Structures Master Lease between the Authority and the Navy to Extend the Term.

SUMMARY OF PROPOSED ACTION:

This item seeks approval and authorization to amend the Master Lease between the Treasure Island Development Authority (the "Authority") and the U.S. Navy for the Land and Structures on former Naval Station Treasure Island to extend the Term of the Lease to November 30, 2012.

BACKGROUND:

On November 19, 1998, the Treasure Island Development Authority (the "Authority") entered into Lease Agreement N6247499RP42P12 with the United States Navy (as amended from time to time, the "Land and Structures Master Lease"). The lease premises include certain buildings and grounds on former Naval Station Treasure Island, including land leased to San Francisco Little League and several facilities in the Authority's commercial leasing portfolio, as well as areas that are subleased to Rubicon Enterprises to support landscape operations on Treasure Island and Yerba Buena Island. The Authority does not pay any base rent under the Land and Structures Master Lease.

The term of the Land and Structures Master Lease will expire November 30, 2011. The proposed Thirty Fifth Amendment extends the term through November 30, 2012 on the same terms and conditions as the existing Land and Structures Master Lease.

The Authority's Board of Directors approved the Thirty Fifth Amendment to the Land and Structures Master Lease at its May 11, 2011 meeting. The Authority's Bylaws require Board of Supervisors approval of any contract or agreement entered into by the Authority with a term longer than ten years. Because the term of the Land and Structures Master Lease exceeds ten years, the Director of Island Operations requests approval of the Thirty Fifth Amendment from the Board of Supervisors to extend the term to November 30, 2012 on the same terms and conditions as the existing Master Lease.

RECOMMENDATION:

Approve the Thirty Fifth Amendment to the Land and Structures Master Lease between the Treasure Island Development Authority and the United States Navy to extend the term to November 30, 2012.

Mirian Saez, Director of Island Operations

CITY & COUNTY OF SAN FRANCISCO

TREASURE ISLAND DEVELOPMENT AUTHORITY
ONE AVENUE OF THE PALMS,
2ND FLOOR, TREASURE ISLAND
SAN FRANCISCO, CA 94130
(415) 274-0660 FAX (415) 274-0299
WWW.SFTREASUREISLAND.ORG



MIRIAN SAEZ
DIRECTOR OF ISLAND OPERATIONS

RECEIVED
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June 9, 2011

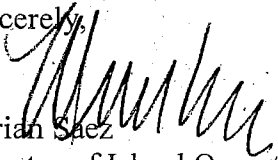
Ms. Angela Calvillo
Clerk of the Board
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102

Dear Ms. Calvillo

The Treasure Island Development Authority ("TIDA") requests that the following six pieces of legislation be formally introduced at the Board of Supervisors and calendared for hearing and consideration of approval at the Boards earliest convenience:

- 11068D - Extension of the term of the Treasure Island South Waterfront Master Lease between TIDA and the United States Navy ("Navy")
- 110684 - Extension of the term of the Treasure Island Land and Structures Master Lease between TIDA and the Navy
- 110685 - Extension of the term of the Treasure Island Marina Master Lease between TIDA and the Navy
- 110681 - Extension of the term of the Treasure Island Childcare Center Master Lease between TIDA and the Navy
- 110683 - Extension of the term of the Treasure Island Events Venues Master Lease between TIDA and the Navy
- 110682 - Extension of the term of the Cooperative Agreement between TIDA and the Navy

Please find enclosed one original and four copies of the materials for each item. Thank you for your attention to this matter. Should your office have any questions, please do not hesitate to contact me at 415-274-0669.

Sincerely,

Mirian Saez
Director of Island Operations

Cc: file