

File No. 096679

Committee Item No. 1

Board Item No. 3

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee BUDGET AND FINANCE

Date 12/2/09

Board of Supervisors Meeting

Date 12/8/09

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget Analyst Report |
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| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Department/Agency Cover Letter and/or Report |
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| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
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OTHER

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Completed by: Gail Johnson

Date 11/25/09

Completed by: [Signature]

Date 12/3/09

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

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Pol/2/2:

11/11/2020

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1 Amendment to the John Stewart Company Sublease

2
3 **Resolution Approving and Authorizing the Execution of a Fifth Amendment to Sublease**
4 **with the John Stewart Company to Discontinue Earthquake and Flood Insurance.**

5
6 WHEREAS, Naval Station Treasure Island is a military base located on Treasure Island
7 and Yerba Buena Island (together, the "Base"), which is currently owned by the United States
8 of America; and,

9 WHEREAS, The Base was selected for closure and disposition by the Base
10 Realignment and Closure Commission in 1993, acting under Public Law 101-510, and its
11 subsequent amendments; and,

12 WHEREAS, On May 2, 1997, the Board of Supervisors passed Resolution No. 380-97,
13 authorizing the Mayor's Treasure Island Project Office to establish a nonprofit public benefit
14 corporation known as the Treasure Island Development Authority (the "Authority") to act as a
15 single entity focused on the planning, redevelopment, reconstruction, rehabilitation, reuse and
16 conversion of the Base for the public interest, convenience, welfare and common benefit of
17 the inhabitants of the City and County of San Francisco; and,

18 WHEREAS, Under the Treasure Island Conversion Act of 1997, which amended
19 Section 33492.5 of the California Health and Safety Code and added Section 2.1 to Chapter
20 1333 of the Statutes of 1968 (the "Act"), the California legislature (i) designated the Authority
21 as a redevelopment agency under California redevelopment law with authority over the Base
22 upon approval of the City's Board of Supervisors, and, (ii) with respect to those portions of the
23 Base which are subject to the Tidelands Trust, vested in the Authority the authority to
24 administer the public trust for commerce, navigation and fisheries as to such property; and,

1 WHEREAS, The Board of Supervisors approved the designation of the Authority as a
2 redevelopment agency for Treasure Island in 1997; and,

3 WHEREAS, On March 17, 1999, The John Stewart Company ("JSCO") and the
4 Authority entered into a Sublease, Development, Marketing and Property Management
5 Agreement (the "Sublease") for the development, marketing and property management of up
6 to 766 housing units, as shown on Exhibits B-1 and B-2 of the Sublease (the "Premises") at
7 former Naval Station, Treasure Island, in San Francisco, California; and,

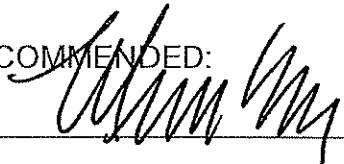
8 WHEREAS, The parties have entered into the following amendments to the Sublease
9 with the approval of the Authority's Board of Directors and the Board of Supervisors: a First
10 Amendment dated August 15, 2000, to amend the Premises; a Second Amendment dated
11 June 12, 2003, to amend the Phase 1 and 2 Premises and the Rent Schedule; a Third
12 Amendment dated March 22, 2006, to extend the term of the Sublease on a month-to-month
13 basis not to exceed the effective date of a disposition and development agreement between
14 the Authority and a master developer for Treasure Island and Yerba Buena Island; and a
15 Fourth Amendment dated August 8, 2006, to increase residential utilities rates; and,

16 WHEREAS, Under Section 25.1 (e) of the Sublease, JSCO is required to provide
17 Earthquake and Flood Insurance coverage totaling \$8,000,000 after a \$1,000,000 deductible
18 per occurrence costing JSCO approximately \$276,000 annually; and,

19 WHEREAS, The Risk Manager for the City and County of San Francisco has reviewed
20 the requirement that JSCO secure Earthquake and Flood Insurance for the Sublease
21 Premises and concluded the current coverage would not be of benefit to the Authority given
22 both the limited level of coverage and requirements under the policy to replace the structures
23 that may sustain major damage, which may not be allowed due to the existence of the
24 Tidelands Trust; now, therefore be it

1 RESOLVED, That the Board of Supervisors hereby approves and authorizes the
2 Director of Island Operations of the Authority to execute and enter into the Fifth Amendment
3 to the Sublease, Development, Marketing and Property Management Agreement between the
4 Authority and JSCO, in substantially the form filed with the Clerk of the Board of Supervisors
5 in File No. 090679, and any additions, amendments or other modifications to such
6 Fifth Amendment (including, without limitation, its exhibits) that the Director of Island
7 Operations of the Authority or her designee determines, in consultation with the City Attorney,
8 are in the best interests of the Authority and do not otherwise materially increase the
9 obligations or liabilities of the Authority, and are necessary or advisable to effectuate the
10 purpose and intent of this resolution.

11
12 RECOMMENDED:



13 _____
14 Mirian Saez, Director of Island Operations
15 Treasure Island Development Authority

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CITY AND COUNTY



OF SAN FRANCISCO

BOARD OF SUPERVISORS

BUDGET ANALYST

1390 Market Street, Suite 1025, San Francisco, CA 94102 (415) 554-7642
FAX (415) 252-0461

November 25, 2009

TO: Budget and Finance Committee

FROM: Budget Analyst

SUBJECT: December 2, 2009 Budget and Finance Committee Meeting

Item 1 - File 09-0679

Department: Treasure Island Development Authority (TIDA)

Item: Resolution authorizing the Treasure Island Development Authority (TIDA) to execute the Fifth Amendment to the existing sublease with the John Stewart Company (JSCO), for the purposes of removing the requirement for the John Stewart Company to maintain earthquake and flood insurance, which presently insures JSCO against property damage caused by earthquakes or floods on the up to 766 residential housing units managed by JSCO on Treasure Island.

**Estimated Increased
Rental Revenue Paid
by JSCO to TIDA:**

The proposed Fifth Amendment is estimated to potentially increase the rental revenues paid by JSCO to TIDA by up to \$262,200 per year (see Fiscal Impact Section below).

Background:

Based on a Request for Qualifications process, on February 22, 1999, the Board of Supervisors authorized TIDA to execute a sublease with the

John Stewart Company (JSCO) beginning on March 17, 1999 and ending on April 17, 2007 (File 99-0126), to provide property management and marketing services for the up to 766 residential housing units on Treasure Island.

Subsequently, the Board of Supervisors approved four amendments to the original sublease with JSCO which (1) changed the specific housing units to be managed by JSCO, (2) added hospital medical personnel to the list of persons who have the right of first refusal for leasing the housing units which are available on Treasure Island, (3) provided for a month-to-month extension of the sublease after the sublease expired on April 17, 2007 (see Comment No. 1), and (4) approved an increase in the price of utility services provided by the PUC to JSCO¹.

The existing sublease between TIDA and JSCO requires JSCO to maintain \$8,000,000 in earthquake and flood insurance with a \$1,000,000 deductible. According to Ms. Mirian Saez, Director of Island Operations at TIDA, in the event of an earthquake or flood, such insurance would reimburse JSCO up to \$8,000,000 for any repairs performed on the up to 766 residential housing units due to earthquake or flood damage, after a \$1,000,000 deductible. According to Ms. Saez, the annual cost of the insurance premiums is \$276,000, which is fully paid by JSCO.

Description:

The proposed resolution would authorize TIDA to execute the Fifth Amendment to the existing sublease with JSCO, to remove the existing requirement for JSCO to maintain the \$8,000,000 in earthquake and flood insurance because, according to Ms. Saez and Mr. Matt Hansen, Director of Risk Management, it is unlikely that JSCO would repair the housing units damaged due to earthquake or flood, such that there would be no

¹ According to Ms. Saez, because utility services on Treasure Island are unmetered, it is not possible to bill tenants for their individual utility consumptions. Therefore, the cost of PUC provided utilities is paid by JSCO and considered an operating expense and subject to TIDA approval.

repair costs to be reimbursed by the insurer (see Comment No. 2).

Fiscal Impact:

Under the terms of the current sublease, JSCO is required to pay TIDA lease payments equal to (a) \$500,000 per year (adjusted annually by the Consumer Price Index), plus (b) 95% of net rental revenues realized from the tenants of the up to 766 residential housing units, after deducting JSCO operating expenses. The table below, based on four years of data provided by Ms. Saez, shows the actual annual lease payments paid by JSCO to TIDA.

Year	Lease Payments
FY 2006-2007	\$7,030,151
FY 2007-2008	6,985,232
FY 2008-2009	6,918,341
FY 2009-2010 (budgeted)	6,042,440
Four Year Total	\$26,976,164

As noted above, the subject insurance premiums cost JSCO \$276,000 per year. Because the lease payments paid by JSCO to TIDA includes 95 percent of net rental revenues after JSCO operating costs, removal of the insurance requirement, which costs JSCO \$276,000 per year, would potentially increase the annual lease payments paid by JSCO to TIDA (assuming that other operating increases remain constant) by up to \$262,200 (\$276,000 times 95 percent). Ms. Saez advised that other JSCO operating expenses are increasing due to the age of the housing on Treasure Island, such that some portion of the operational expenses saved by removing the earthquake and flood insurance requirement would be offset by increases in other operational expenses. Ms. Saez further advised that rental revenues paid by Treasure Island tenants to JSCO are projected to decline, "as a result of various factors including units being vacated due to the Navy's ongoing environmental remediation program, transfer of units from the John Stewart Company management portfolio to the Treasure Island

BOARD OF SUPERVISORS
BUDGET ANALYST

Homeless Development Initiative (TIHDI) and increased vacancy as a result of the economic downturn.”

Comments:

1. As discussed above, the third amendment to the sublease between TIDA and JSCO as previously approved by the Board of Supervisors (File 06-1548), authorized the extension of the sublease term on a month-to-month basis since the original term expired on April 17, 2007 until an agreement which provides for the development of Treasure Island between TIDA and the selected real estate developer, Treasure Island Community Development, LLC², is executed. According to Mr. Jack Sylvan, Project Manager for Treasure Island Development at the Office of Economic and Workforce Development, the specifics of what facilities will be developed on Treasure Island have not been finalized, but such specifics will be part of the development agreement between TIDA and the Treasure Island Community Development, LLC. Mr. Sylvan estimates that, subsequent to the completion of the required environmental review of the proposed project, such a development agreement will be finalized by the Fall of 2010, and would be subject to Board of Supervisors approval.

2. As discussed above, the required earthquake and flood insurance only reimburses JSCO up to \$8,000,000 for the costs of repair incurred by JSCO on the up to 766 residential housing units due to earthquake or flood damage. According to Ms. Saez, the estimated value of the housing units is approximately \$54,000,000, or \$46,000,000 in excess of the \$8,000,000 insurance policy. Further, as noted above, there is a \$1,000,000 deductible.

Ms. Saez advised that JSCO would be unlikely to collect on the insurance policy after an earthquake or flood damage occurs because the anticipated development of Treasure Island would make it

² According to Mr. Sylvan, in April of 2003, subsequent to a competitive RFP process, TIDA entered into an exclusive negotiating agreement with Treasure Island Community Development, LLC to negotiate the terms of a development agreement.

impractical to repair the existing housing units and then subsequently have to demolish such housing units as part of the development effort. Therefore, under such a scenario, it is anticipated that JSCO would not incur any repair costs eligible for reimbursement by the insurer.

As noted in the attached memorandum from Mr. Hansen:

“It is our conclusion that this insurance policy, as currently provided, is of little to no potential benefit to TIDA. This finding is based on a variety of combined factors but the essential conclusion is that even in the event of a covered loss, this insurance policy would likely not payout due to its terms and limited scope of coverage.”

3. Since the proposed resolution to remove the requirement that JSCO maintain earthquake and flood insurance would potentially increase annual revenues to TIDA by an estimated amount of up to \$262,200, and, based on the statement made by the City's Director of Risk Management, that the insurance “is of little to no potential benefit to TIDA,” the Budget Analyst recommends approval of the proposed resolution.

Recommendation: In accordance with Comment No. 3 above, approve the proposed resolution.



CITY AND COUNTY OF SAN FRANCISCO

RISK MANAGEMENT DIVISION

GAVIN NEWSOM
MAYOR

DATE: November 20, 2009

TO: Nathan Cruz, Office of the Budget Analyst
San Francisco Board of Supervisors

FROM: Matt Hansen, Director – Risk Management Division

CC: Mirian Saez, Director – TIDA

RE: John Stewart Co Earthquake & Flood Insurance Policy

As we discussed, I have reviewed and analyzed the sub-lease insurance requirements and discussed the terms and coverage amounts of this insurance with TIDA, John Stewart Co. as well as insurance industry experts.

It is our conclusion that this insurance policy, as currently provided, is of little to no potential benefit to TIDA. This finding is based on a variety of combined factors but the essential conclusion is that even in the event of a covered loss, this insurance policy would likely not payout due to its terms and limited scope of coverage.

The terms of policies of this type generally require that in the event of a covered loss that any repair or replacement of existing structures be done on a reimbursement basis. Due to this, the level of this coverage is inadequate to cover the scope of replacement construction values and therefore would likely not be accessible to TIDA unless first the significant deductible was funded and second, any shortfall in repair or replacement funds were identified. Given the broad difference in available insurance to building replacement values, as well as the insurance policy and budgetary constraints the subject insurance would likely be rendered uncollectable.

Lastly, we approached the insurance marketplace to determine if more or different coverage would be available and did not find a commercially reasonable insurance alternative at this time.

Please feel free to contact me if you have any additional questions.

25 Van Ness Avenue, Room 750
San Francisco, CA 94102
Telephone (415) 554-2800; Fax (415) 554-2357

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.SFGOV.ORG/TREASUREISLAND



MIRIAN SAEZ
DIRECTOR OF ISLAND OPERATIONS

File 090679

October 22, 2009


Ms. Angela Calvillo, Clerk of the Board
San Francisco Board of Supervisors
1 Dr. Carlton Goodlett Place
Room 224
San Francisco, CA 94102

RECEIVED
SALFORD DEAN MARSH
SALFORD DEAN MARSH
2009 OCT 22 PM 4:27
BY JP

Dear Ms. Calvillo;

Please find the attached resolution and supporting materials requesting authorization of the Fifth Amendment to the Sublease with the John Stewart Company to Discontinue Earthquake and Flood Insurance. The Treasure Island Development Authority's by-laws require Board of Supervisors approval of any agreement entered into by the Authority for a term longer than 10 years or with anticipated revenues of \$1 million or more. The Sublease with the John Stewart Company was executed in March 1999 and the Authority has received in excess of \$1 million of revenues under the Sublease.

The Authority requests that these items be introduced at the Board of Supervisors and calendared for a committee hearing at your office's earliest opportunity. Please contact me directly at (415) 274-0669 with any questions regarding the introduction of this item.

Sincerely,

Mirian Saez
Director of Island Operations

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

Resolution Approving and Authorizing the Execution of a Fifth Amendment to Sublease with the John Stewart Company to Discontinue Earthquake and Flood Insurance.

SUMMARY OF PROPOSED ACTION

This item seeks approval to amend the Sublease, Development, Marketing and Property Management Agreement between the Treasure Island Development Authority and the John Stewart Company, Inc., a California corporation, to delete the requirement for Earthquake and Flood Insurance.

BACKGROUND

On March 17, 1999, the John Stewart Company ("JSCO") and the Treasure Island Development Authority (the "Authority") entered into a Sublease, Development, Marketing and Property Management Agreement (the "Sublease") for the development, marketing and property management of up to 766 housing units on Treasure Island and Yerba Buena Island (the "Premises"). The Sublease was first amended on August 15, 2000, to amend the Premises. On June 12, 2003, a Second Amendment to Sublease was executed to amend the Phase 1 and 2 Premises and the Rent Schedule. A Third Amendment to Sublease was executed on March 22, 2006, to extend the term of the Sublease on a month-to-month basis not to exceed the effective date of a disposition and development agreement between the Authority and a master developer for Treasure Island and Yerba Buena Island. On August 8, 2006, the Parties entered into the Fourth Amendment to increase residential utilities rates.

Under Sublease Section 25.1 (e), JSCO is required to provide Earthquake and Flood Insurance coverage totaling \$8,000,000 after a \$1,000,000 deductible per occurrence. The cost of this coverage is approximately \$276,000 annually. The Risk Manager for the City and County of San Francisco has reviewed the requirement that JSCO secure Earthquake and Flood Insurance for the Sublease Premises and concluded the current coverage would not be of benefit to the Authority given both the limited level of coverage and requirements under the policy to replace the structures that may sustain major damage. Given that the limit on the combined policies is only \$8,000,000 and the current values are in the \$54,000,000 range for 106 structures, recovery of a claim under the policy would have a small impact in the event of a catastrophic Earthquake or Flood loss. In addition, because the Premises are subject to the Tidelands Trust, there are significant limits on the ability to rebuild and replace the structures as required under the policy. Given these circumstances, continuation of the Earthquake and Flood Insurance coverage is not a cost-effective use of funds. All other required forms of coverage including Property Insurance and Commercial General Liability Insurance will not be affected by discontinuation of Earthquake and Flood Insurance.

RECOMMENDATION

Approve the Fifth Amendment to the Sublease, Development, Marketing and Property Management Agreement between the Authority and the John Stewart Company, Inc., a California corporation, to delete Section 25.1(e) (Earthquake and Flood Insurance) from the terms and conditions of the Sublease.

Mirian Saez, Director of Island Operations

FIFTH AMENDMENT TO SUBLEASE, DEVELOPMENT, MARKETING AND PROPERTY MANAGEMENT AGREEMENT

THIS FIFTH AMENDMENT TO SUBLEASE, DEVELOPMENT, MARKETING AND PROPERTY MANAGEMENT AGREEMENT (this "Fifth Amendment"), dated for reference purposes only as of January 1, 2010, is by and between the TREASURE ISLAND DEVELOPMENT AUTHORITY, a California public benefit corporation ("Authority"), and the JOHN STEWART COMPANY, a California corporation ("Subtenant").

RECITALS

A. Sublandlord and Subtenant entered into that certain Sublease dated for reference purposes as of March 17, 1999 (the "Original Sublease"), for the development, marketing and property management of up to 766 housing units, as shown on Exhibits B-1 and B-2 of the Original Sublease (the "Premises") at former Naval Station, Treasure Island, in San Francisco, California. The Original Sublease was first amended on August 15, 2000, to amend the Premises. The Parties entered into the Second Amendment on June 12, 2003 to amend the Phase 1 Premises and the Phase 2 Premises, respectively, and amend the Rent Schedule. On March 22, 2006, the Parties entered into a Third Amendment to extend the term of the Sublease on a month-to-month basis not to exceed the effective date of a disposition and development agreement between the Authority and a master developer for Treasure and Yerba Buena Islands. The Parties entered into the Fourth Amendment on August 8, 2006 to increase residential utilities rates. The Original Sublease as amended by the First, Second, Third and Fourth Amendments are collectively referred to as the "Sublease." All capitalized terms used herein but not otherwise defined shall have the meaning given to them in the Sublease.

B. Sublandlord and Subtenant desire to amend the Sublease to remove the requirement of providing Earthquake and Flood Insurance for the Premises.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, the Sublandlord and Subtenant hereby amend the Sublease as follows:

AGREEMENT

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein by this reference as if fully set forth herein.
2. **Effective Date.** The effective date of this Fifth Amendment shall be January 1, 2010 (the "Effective Date").
3. **Earthquake and Flood Insurance.** As of the Effective Date, Sublease Section 25.1(e) (Earthquake and Flood Insurance) is hereby deleted in its entirety.
4. **Counterparts.** This Fifth Amendment may be executed in counterparts with the same force and effect as if the parties had executed one instrument, and each such counterpart shall constitute an original hereof.
5. **Full Force and Effect.** Except as specifically amended herein, the terms and conditions of the Sublease shall remain in full force and effect.

IN WITNESS WHEREOF, Sublandlord and Subtenant have executed this Fifth Amendment to Sublease at San Francisco, California, as of the date first above written.

SUBLANDLORD:

TREASURE ISLAND DEVELOPMENT AUTHORITY

By: _____
Mirian Saez
Director of Island Operations

SUBTENANT:

JOHN STEWART COMPANY, INC.
a California corporation

By: _____

Its: _____

APPROVED AS TO FORM:

DENNIS J. HERRERA, City Attorney

By: _____
Deputy City Attorney

Amendment Prepared By: Richard A. Rovetti, Deputy Director of Real Estate _____
(initial)

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, SF Board of Supervisors	City elective office(s) held: Members, SF Board of Supervisors
Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: The John Stewart Company	
<i>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.</i>	
1: Members of Board of Directors: John K. Stewart, Jack Gardener, Daniel Levine, Michael Smith-Heimer, Mari Tustin	
2: Jack Gardner, Michael Smith-Heimer, CFO, the company does not have a COO.	
3: All members of the Board have an equal 20% ownership interest in The John Stewart Company	
4: There is no subcontractor listed in the bid or contract.	
5: There is no political committee sponsored or controlled by the contractor.	
Contractor address: 1388 Sutter St, San Francisco, CA 94109-5454	
Date that contract was approved: <i>October 14, 2009</i>	Amount of contract: \$6,042,440 FY 09-10
Describe the nature of the contract that was approved: The nature of the contract was primarily property management, rehabilitation and marketing of 766 housing units on Treasure and Yerba Buena Island.	
Comments: The original contract was approved by the Board of Supervisors on March 5, 1999.	

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:	Contact telephone number:
Address:	E-mail:

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