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Committee Item	No <u>. 12</u>	
Board Item No.		

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee:	Budget and Finance Committee	Date: September 7, 2011
Board of Su	pervisors Meeting	Date
Cmte Boa	rd	
	Motion Resolution Ordinance Legislative Digest Budget & Legislative Analyst Report Ethics Form 126 Introduction Form (for hearings) Department/Agency Cover Letter an MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Award Letter	
	Application	
OTHER	(Use back side if additional space is	s needed)
	by: Victor Young Date by: Victor Young Date	e: <u>Sept 2, 2011</u> e:

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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Treasure Island Development Authority BOARD OF SUPERVISORS

[Cooperative Agreement Modification - U.S. Navy - Treasure Island]

Resolution approving and authorizing the Treasure Island Development Authority to enter into a modification of the Cooperative Agreement with the U.S. Navy to extend the Cooperative Agreement from October 1, 2011, to September 30, 2012.

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

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

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

WHEREAS, On September 3, 1997, the Board of Supervisors passed Resolution No. 806-97, authorizing the City to enter into a Cooperative Agreement with the Navy under which the City (initially) and the Authority (subsequently) agreed to assume certain responsibilities for (i) operation and maintenance for the water, waste water, storm water, electric and gas utility systems on the Base, (ii) security and public health and safety services, (iii) grounds and street maintenance and repair, and (iv) property management and caretaker services; and

WHEREAS, The Cooperative Agreement has been amended numerous times and the current term of the Cooperative Agreement expires on September 30, 2011; and

WHEREAS, The Authority and the Navy wish to extend the term of the Cooperative Agreement to September 30, 2012 by entering into a Modification to the Cooperative Agreement in substantially the form of the Cooperative Agreement Modification filed with the Clerk of the Board of Supervisors in File No. 110682 (the "Modification"); and

WHEREAS, The Authority's organizational documents require the Board of Supervisors' approval of any contract that the Authority enters into prior to the adoption of a redevelopment plan for the Base if the contract is worth more than \$1,000,000 or has a term of 10 years or more; and

WHEREAS, The Cooperative Agreement, as amended, is a contract for an amount in excess of \$1,000,000 and with a term in excess of 10 years; now, therefore, be it

RESOLVED, That the Board of Supervisors hereby approves the Modification and authorizes the Director of Island Operations of the Authority or her designee to execute and enter into the Modification in substantially the form of the Cooperative Agreement Modification filed with the Clerk of the Board of Supervisors in File No. 110682 and any additions, amendments or other modifications to such Modification (including, without limitation, its exhibits) that the Director of Island Operations of the Authority or her designee determines, in consultation with the City Attorney, are in the best interests of the Authority and do not otherwise materially increase the obligations or liabilities of the Authority, and are necessary or advisable to effectuate the purpose and intent of this resolution.

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

- <u>File No. 11-0680</u>: 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.
- <u>File No. 11-0681</u>: 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.
- <u>File No. 11-0682</u>: 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.
- <u>File No. 11-0683</u>: 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.
- <u>File No. 11-0684</u>: 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.
- <u>File No. 11-0685</u>: 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

<u>File No. 11-0680</u>: 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).

<u>File No. 11-0681</u>: 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 ended 1. 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.

<u>File No. 11-0683</u>: 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).

<u>File No. 11-0684</u>: 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).

<u>File No. 11-0685</u>: 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 Rev	enues Under Leases
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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.

	TIDA AT DIOVOU	
	FVE (04)	
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 OFFFICE	\$0	NA
DTIS SERVICES (AAO)	\$40,000	\$40,000
DEPARTMENT OF BUILDING INSPECTION	\$0	NA 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	
IS-PURCH-CENTRAL SHOPS-FUEL STOCK (AAO)	\$3,500	
IS-PURCH-REPRODUCTION (AAO)	\$6,000	
GF-PUC-HETCH HETCHY (AAO) (\$648,000 Utility Bills, \$150,000 Generators, \$200,000 MOU)	\$998,000	
SR-DPW-BUILDING REPAIR (AAO)	\$679,000	
SR-DPW-BUREAU OF STREET ENVIRONMENTAL SERVICES	\$188,480	
SR-DPW-BUREAU OF STREETS AND SEWER REPAIR SERVICES	\$80,265	
SR-DPW-BUREAU OF URBAN FORESTRY SERVICES	\$160,000	
SR-DPW-BUREAU OF OPERATIONS FACILITIES MANGEMENT SERVICES (Department of Real Estate)	\$0 \$28,236	
San Francisco Police Department	\$20,236 NA	\$28,240 \$60,000
Redevelopment City Work-Orders	NA NA	Ψ00,000
TIDA FACILITIES MANGEMENT SERVICES	\$256,772	
CAPITAL IMPROVEMENT PROJECTS	\$361,000	
	\$4,108,013	
TOTAL OPERATIONS EXPENDITURES		
	772 to 1	
		\$8:372.448
TOTAL REVENUES Surplus		
		\$180,128

UNITED STATES NAVY NAVAL FACILITIES ENGINEERING COMMAND WASHINGTON NAVY YARD 1322 PATTERSON AVENUE SE, SUITE 1000 WASHINGTON, DC 20374-5065 COOPERATIVE AGREEMENT NO. N62474-97-2-0003 MODIFICATION P00026

COOPERATIVE AGREEMENT

GRANTEE:

CITY OF COUNTY OF SAN FRANCISO TREASURE ISLAND DEVELOPMENT AUTHORITY ONE AVENUE OF THE PALMS, BUILDING 1, ROOM 237

TREASURE ISLAND, SAN FRANCISCO, CA 94130

AUTHORITY: 31 U.S.C. Section 6305 & 10 U.S.C. Section 2687 note, section 204 (a) (2) of Defense Base Closure Act of 1988 (P. L. 100-526)

COOPERATIVE AGREEMENT MODIFICATION

The purpose of this modification, in accordance with Section 701 of the General Provisions, is to extend the current Cooperative Agreement from 01 October 2011 to 30 September 2012.

As mutually agreed herein by both parties, the costs of extended caretaker services shall be borne exclusively of and by the caretaker as an offset of existing revenue generating sources, present and future, through the extended period of the Cooperative Agreement ending 30 September 2012.

The general provisions, terms and conditions of the basic Cooperative, and all previous modifications remain the same as previously adopted.

As a result of this Modification, the total funded amount of the Cooperative Agreement remains the same at \$12,848,213.00.

UNITED STATES NAVY NAVAL FACILITIES ENGINEERING COMMAND WASHINGTON NAVY YARD 1322 PATTERSON AVENUE SE, SUITE 1000 WASHINGTON, DC 20374-5065 COOPERATIVE AGREEMENT NO. N62474-97-2-0003 MODIFICATION P00026

For the United S	States Navy:		
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Robert M. G	riffin		
ants Officer			
	Robert M. G ants Officer	Robert M. Griffin ants Officer	

Treasure Island Development Authority City and County of San Francisco

Resolution approving and authorizing the Treasure Island Development Authority to enter into a modification to the Cooperative Agreement with the U.S. Navy to extend the Cooperative Agreement to September 30, 2012.

SUMMARY OF PROPOSED ACTION:

This item seeks approval and authorization to extend the Cooperative Agreement between the Treasure Island Development Authority (the "Authority") and the U.S. Navy through which the Authority provides caretaker services at former Naval Station Treasure Island (the "Base") from October 1, 2011 to September 30, 2012.

BACKGROUND:

With the approval of the Board of Supervisors, the City and the Authority entered into a Cooperative Agreement with the United States Navy, and numerous modifications to the Cooperative Agreement, under which the City (initially) and the Authority (subsequently) agreed to assume certain responsibilities for (i) operation and maintenance for the water, waste water, storm water, electric and gas utility systems on the Base, (ii) security and public health and safety services, (iii) grounds and street maintenance and repair, and (iv) property management and caretaker services.

The current term of the Cooperative Agreement, as amended, expires on September 30, 2011. The Authority and the Navy wish to extend the term of the Cooperative Agreement from October 1, 2011 to September 30, 2012 under the same terms and conditions that exist prior to the expiration of the current term of the Cooperative Agreement.

At its May 11, 2011 meeting, the Treasure Island Development Authority Board approved the extension of the Cooperative Agreement from October 1, 2011 to September 30, 2012. Pursuant to the Authority's Bylaws, modifications to the Cooperative Agreement shall be referred to the Board of Supervisors for approval because the overall value of the Cooperative Agreement is in excess of \$1 million and the term of the Cooperative Agreement exceeds 10 years.

RECOMMENDATION:

Approve the modification to the Cooperative Agreement between the Authority and the United States Navy as described above.

Mirian Saez, Director of Island Operations

SOUL JUN 20 PM I2: 35
BOARD OF SUPERVISORS
ROARD OF SUPERVISORS

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

BOARD OF SUPERVISORS
2011 JUN 20 PM 12: 34

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:

1/068D - Extension of the term of the Treasure Island South Waterfront Master Lease between

TIDA and the United States Navy ("Navy")

- Extension of the term of the Treasure Island Land and Structures Master Lease between

TIDA and the Navy

//0685 - Extension of the term of the Treasure Island Marina Master Lease between TIDA and the

Navy

10681 - Extension of the term of the Treasure Island Childcare Center Master Lease between

TIDA and the Navy

Extension of the term of the Treasure Island Events Venues Master Lease between TIDA

and the Navy

//0682 - 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.

Sincerel

Director of Island Operations

Cc: file

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