



Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105

Meeting Agenda

Bay Area Headquarters Authority

Authority Members:

Jake Mackenzie, Chair Scott Haggerty, Vice Chair

*Alfredo Pedroza, Federal D. Glover
Warren Slocum, Amy R. Worth*

Wednesday, February 27, 2019

1:35 PM

Board Room - 1st Floor

*** PLEASE NOTE MEETING DATE AND TIME ***

This meeting is scheduled to be webcast live on the Metropolitan Transportation Commission's Web site: <http://mtc.ca.gov/whats-happening/meetings> and will take place at 1:35 p.m. or immediately following the 1:30 p.m. BATA Oversight Committee meeting.

1. Roll Call/Confirm Quorum

Quorum: A quorum of this committee shall be a majority of its regular voting members (4).

2. Consent Calendar

- 2a. [18-0969](#) Minutes of the September 26, 2018 meeting
- Action:* Authority Approval
- Attachments:* [2a_09-26-2018_BAHA_Draft_Minutes_ver1.pdf](#)
- 2b. [18-0982](#) Second Quarter BAHA Financial Statements - December 2018
- Action:* Information
- Presenter:* Brian Mayhew
- Attachments:* [2b_BAHA_FY 2018-19 2nd Qtr Financials.pdf](#)
- 2c. [19-0072](#) Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C:
 Bay Area Headquarters Authority - FasTrak® Regional Customer Service
 Center (estimated at \$4,200,000)
- Action:* Authority Approval
- Presenter:* Stephen Wolf
- Attachments:* [2c_FasTrak CSC Lease Extension.pdf](#)

- 2d. [19-0083](#) Contract Amendment - Architectural and Engineering Services: TEF
Architecture and Interior Design, Inc. (\$50,000)

Action: Authority Approval

Presenter: Gary Szeto

Attachments: [2d_TEF_Contract_Amendment.pdf](#)

3. Authority Approval

3a. [18-0968](#)

Bay Area Metro Center - Large Retail Space:

i. BAHA/ BAAQMD Funding Agreement: 375 Beale St. Large Retail Space Development (\$3,000,000)

A request to enter into a funding agreement with Bay Area Air Quality Management District ("BAAQMD") to support the build-out of the approximately 4,300-square-foot retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.

ii. BAHA Resolution No. 20, Revised, FY 2018-19 Operating and Capital Budgets Revision

A request to amend the FY 2018-19 Capital and Operating Budgets to include a funding agreement of \$3,000,000 to the Capital Commercial Development Budget as part of build-out of the Large Retail Space.

iii. Contract Amendment - Large Retail Space Tenant Improvements: Swinerton Builders (\$4,132,536 plus \$400,000 Owner's contingency)

A request for approval of a contract amendment with Swinerton Builders for the build-out of the Large Retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.

Action: Authority Approval

Presenter: Gary Szeto

Attachments: [3a.i. Funding Agreement Air District.pdf](#)
[3a.ii. BAHA Reso-20 Budget Amendment.pdf](#)
[3a.iii. Contract Amendment Swinerton.pdf](#)

4. Public Comment / Other Business

5. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority will be held on March 27, 2019 at 9:40 a.m. in the Board Room at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA.

Public Comment: The public is encouraged to comment on agenda items at Authority meetings by completing a request-to-speak card (available from staff) and passing it to the Authority secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

Meeting Conduct: If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Authority may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

Record of Meeting: Authority meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site (mtc.ca.gov) for public review for at least one year.

Accessibility and Title VI: MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 415.778.6757 or 415.778.6769 for TDD/TTY. We require three working days' notice to accommodate your request.

可及性和法令第六章: MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者，請致電 415.778.6757 或 415.778.6769 TDD / TTY。我們要求您在三個工作日前告知，以滿足您的要求。

Acceso y el Titulo VI: La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 415.778.6757 o al 415.778.6769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

Attachments are sent to Authority members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Authority. Actions recommended by staff are subject to change by the Authority.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 18-0969 **Version:** 1 **Name:**
Type: Minutes **Status:** Consent
File created: 10/26/2018 **In control:** Bay Area Headquarters Authority
On agenda: 2/27/2019 **Final action:**
Title: Minutes of the September 26, 2018 meeting
Sponsors:
Indexes:
Code sections:
Attachments: [2a_09-26-2018_BAHA_Draft_Minutes_ver1.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes of the September 26, 2018 meeting

Recommended Action:
Authority Approval



Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105

Meeting Minutes

Bay Area Headquarters Authority

Authority Members:

Jake Mackenzie, Chair Scott Haggerty, Vice Chair

***Alfredo Pedroza, Federal D. Glover
Warren Slocum, Amy R. Worth***

Wednesday, September 26, 2018

9:30 AM

Board Room - 1st Floor

Call Meeting to Order

1. Roll Call/Confirm Quorum

Present: 4 - Vice Chair Haggerty, Chair Mackenzie, Commissioner Pedroza and Commissioner Worth

Absent: 2 - Commissioner Glover and Commissioner Slocum

2. Pledge of Allegiance

3. Compensation Announcement

4. Consent Calendar

Approval of the Consent Calendar

**Upon the motion by Vice Chair Haggerty and the second by Commissioner Worth,
the Consent Calendar was unanimously approved by the following vote:**

Aye: 4 - Vice Chair Haggerty, Chair Mackenzie, Commissioner Pedroza and Commissioner Worth

Absent: 2 - Commissioner Glover and Commissioner Slocum

4a. [18-0702](#) Minutes of the July 25, 2018 meeting

Action: Authority Approval

4b. [18-0708](#) Contract Amendment - Webcasting, Agenda Management and Audio Visual Services: Network Television Time, Inc. (\$300,000)

Action: Authority Approval

Presenter: Nick Roethel

- 4c. [18-0703](#) Fourth Quarter Unaudited BAHA Financial Statements - June 2018

Action: Information

Presenter: Brian Mayhew

5. Authority Approval

- 5a. [18-0804](#) Lease Agreement: Twilio Inc.

A request for authorization to proceed with final negotiations on an expansion of leased space with Twilio Inc. and to enter into a lease for Suite 510 at 375 Beale Street with a net effective rent of \$840,000 over a 9-month term.

Action: Authority Approval

Presenter: Andrew Fremier

Upon the motion by Vice Chair Haggerty and the second by Commissioner Worth, the Authority unanimously approved the Lease Agreement with Twilio Inc. The motion carried by the following vote:

Aye: 4 - Vice Chair Haggerty, Chair Mackenzie, Commissioner Pedroza and Commissioner Worth

Absent: 2 - Commissioner Glover and Commissioner Slocum

6. Public Comment / Other Business

7. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority will be held on October 24, 2018 at 9:35 a.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 18-0982 **Version:** 1 **Name:**
Type: Report **Status:** Consent
File created: 10/31/2018 **In control:** Bay Area Headquarters Authority
On agenda: 2/27/2019 **Final action:**
Title: Second Quarter BAHA Financial Statements - December 2018
Sponsors:
Indexes:
Code sections:
Attachments: [2b_BAHA_FY 2018-19 2nd Qtr Financials.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Second Quarter BAHA Financial Statements - December 2018

Presenter:
Brian Mayhew

Recommended Action:
Information

**BAY AREA HEADQUARTERS AUTHORITY**

Regional Agency Headquarters
375 Beale Street, San Francisco, CA 94105

TEL 415.543.BAHA (2242)

EMAIL info@mtc.ca.gov

WEB www.mtc.ca.gov

Memorandum**Agenda Item 2b**

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W. I. 9110, 9120, 9130

RE: Second Quarter Bay Area Headquarters Authority (BAHA) Financial Statements for December 31, 2018

Attached are the BAHA Operating and Capital Financial Statements for the Fiscal Year 2018-19 second quarter ending on December 31, 2018.

Combined Operations: BAHA is the operating authority and provides oversight for the entire Bay Area Metro Center (BAMC) enterprise, including the operation of the 375 Beale Condominium Corporation (375 Beale Inc.). As of the end of the second quarter, the combined operating financials (Attachment A Page 1) show a surplus of \$2.5 million before transfer out and depreciation.

BAHA Building Operations: BAHA Building Operations represents the BAHA commercial building operations. These operations reported a \$1.9 million surplus before transfer out and depreciation (Attachment A Page 2). Total revenue of \$7.7 million is 40% of the approved budget. The main reason the revenue has come in below budget is because the proceeds from the sale of additional space to Bay Area Air Quality Management District (BAAQMD) were budgeted in Building Operations but reported in the Building Development Budget. Staff will propose amending the BAHA FY 2018-19 Operating Budget later in the year to increase the transfer amount to BATA and eliminate the sales proceeds line from the revenue section of the operating budget, since it has already been accounted for in the Building Development Budget.

Total operating expense was slightly below the approved budget at 47% or \$3 million at the half way point of the fiscal year.

BAHA transferred \$11.4 million to the Bay Area Toll Authority (BATA) in the second quarter. As of the end of the second quarter, BAHA has returned to BATA \$41 million of the \$163 million of toll contribution made by BATA for building purchase and development.

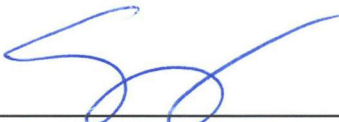
375 Beale Inc.: The board of directors of 375 Beale Inc., composed of representatives of the condominium owners, oversees the condominium operations. As of December 31, 2018, the condominium operations show a surplus of \$557,252 (Attachment A Page 3). Any surplus revenue at the end of the fiscal year will be returned to the condominium owners based on the assessment allocation formula.

Property Manager: Cushman & Wakefield of California, Inc. (CW) is hired by BAHA as the property manager for the BAMC. CW is responsible for ensuring the building is in operating condition throughout the fiscal year by managing utilities services, building security, janitorial service, and building maintenance. Total operating expense incurred by CW at the end of the second quarter was \$3.8 million, 49% of the approved budget. CW expenses were split between BAHA Building Operations and 375 Beale Inc. Detail can be found in Attachment A Page 4.

BAHA Building Development: BAHA received \$4.4 million from BAAQMD for the sale of additional space when the sale transaction closed in November. The capital budget is 99% expended. The project budget has \$715,549 remaining after expenditures and encumbrances (Attachment A Page 5). Staff anticipate closing the building development project by the fiscal year end.

Commercial Development: Tenant improvements are now 92% complete with three open projects remaining. The entire development project has \$1.7 million budget remaining after expenditures and encumbrances (Attachment A Page 6), largely reserved for the Retail Space project.

Building Improvement: This capital fund, establish in current fiscal year, is used for capital building improvement projects. Total budget for the fund is \$1.2 million. As of the end of December, the project budget has \$310,905 remaining after expenditures and encumbrances (Attachment A, Page 7).



Steve Heminger

SH:bm
Attachment

BAHA Building and 375 Beale Inc. Operations
BAHA Operating Budget by Group
As of December 31, 2018

	FY2018-19 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired	Enc	YTD Total (YTD + Enc)
Revenue:							
Assessment Fee - Shared Services	\$ 2,044,713	\$ 1,022,357	\$ (1,022,356)	50%	50%	\$ -	\$ 1,022,357
Assessment Fee - Common Area	3,414,726	1,707,363	(1,707,363)	50%	50%	-	1,707,363
Special Assessment for Ada's	152,000	-	(152,000)	0%	50%	-	-
Lease income	8,963,946	4,705,774	(4,258,172)	52%	50%	-	4,705,774
Expense reimbursements	206,368	81,253	(125,115)	39%	50%	-	81,253
Sales proceeds	4,389,000	-	(4,389,000)	0%	50%	-	-
Other income - Parking/Antenna	230,100	90,368	(139,732)	39%	50%	-	90,368
Other income	-	8,979	8,979	N/A	50%	-	8,979
Interest Income	-	85,954	85,954	N/A	50%	-	85,954
Total Operating Revenue	19,400,853	7,702,048	(11,698,805)	40%	50%	-	7,702,048
Expense:							
Staff Cost (In-House)							
Salaries and Benefits	1,270,919	416,999	(853,920)	33%	50%	-	416,999
Overhead	634,790	220,051	(414,739)	35%	50%	-	220,051
Total Staff Cost	1,905,709	637,050	(1,268,659)	33%	50%	-	637,050
Property Management Op Exp (CW)							
375 Beale Inc (SSO)	3,414,726	1,523,977	(1,890,749)	45%	50%	-	1,523,977
Building Op Exp	4,480,597	2,306,888	(2,173,709)	51%	50%	-	2,306,888
Total Property Management Op Exp	7,895,323	3,830,865	(4,064,458)	49%	50%	-	3,830,865
In-House Op Exp							
375 Beale Inc (SSO)	1,160,000	348,485	(811,515)	30%	50%	557,395	905,880
Building Op Exp	1,031,744	433,738	(598,006)	42%	50%	385,040	818,778
Total In-House Op Exp	2,191,744	782,223	(1,409,521)	36%	50%	942,435	1,724,658
Total Operating Exp	11,992,776	5,250,138	(6,742,638)	44%	50%	942,435	6,192,573
Total Operating Suplus (Deficit) before Transfer and Depreciation	7,408,077	2,451,910	(4,956,167)	33%	50%		
Transfer In/(Out)	(7,370,634)	(11,400,000)	(4,029,366)	155%	50%		
Depreciation	6,814,218	3,321,827	(3,492,391)	49%	50%		
Total Operating Suplus (Deficit)	\$ (6,776,775)	\$ (12,269,917)					

BAHA Building Operations
As of December 31, 2018

	FY2018-19 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired	Enc	YTD Total (YTD + Enc)
Revenue							
Special Assessment for Ada's	\$ 152,000	\$ -	\$ (152,000)	0%	50%	\$ -	\$ -
Lease income	8,963,946	4,705,774	(4,258,172)	52%	50%	-	4,705,774
Expense reimbursements	206,368	81,253	(125,115)	39%	50%	-	81,253
Sales proceeds	4,389,000	-	(4,389,000)	0%	50%	-	-
Other income - Parking/Antenna	230,100	88,514	141,586	38%	50%	-	88,514
Other income - Antenna	3,600	1,854	1,746	52%	50%	-	1,854
Other income	-	8,979	(8,979)	N/A	50%	-	8,979
Interest Income	-	79,040	79,040	N/A	50%	-	79,040
Total Revenue	13,945,014	4,965,414	(8,710,894)	36%	50%	-	4,965,414
In-House Op Exp							
Salaries and Benefits	680,903	216,096	(464,807)	32%	50%	-	216,096
Overhead	340,093	114,034	(226,059)	34%	50%	-	114,034
Contractual services	250,000	3,055	(246,945)	1%	50%	40,673	43,728
IT Licenses, Maintenance	288,000	197,213	(90,787)	68%	50%	81,270	278,483
Audit/Accounting/Other	129,088	45,910	(83,178)	36%	50%	4,434	50,344
Other Op Exp	150,520	82,855	(67,665)	55%	50%	37,202	120,057
Insurance	17,000	11,631	(5,369)	68%	50%	-	11,631
Art Related	75,000	27,754	(47,246)	37%	50%	39,166	66,920
Contribution to Ada's	172,000	65,320	(106,680)	38%	50%	79,872	145,192
Total In-House Op Exp	2,102,604	763,868	(1,338,736)	36%	50%	282,617	1,046,485
Property Management Op Exp (CW)							
Contractual services	499,403	233,082	(266,321)	47%	50%	-	233,082
Building Repair and Maint.	1,133,176	443,446	(689,730)	39%	50%	-	443,446
Security	524,606	257,842	(266,764)	49%	50%	-	257,842
Parking	272,011	130,512	(141,499)	48%	50%	-	130,512
Other Op Exp	26,305	11,949	(14,356)	45%	50%	-	11,949
Insurance	176,070	84,753	(91,317)	48%	50%	-	84,753
Utility - Ele	353,332	181,780	(171,552)	51%	50%	-	181,780
Utility - Gas	48,810	14,897	(33,913)	31%	50%	-	14,897
Utility - Water	61,857	19,554	(42,303)	32%	50%	-	19,554
Janitorial Service	742,686	306,904	(435,782)	41%	50%	-	306,904
Landscape	42,341	23,167	(19,174)	55%	50%	-	23,167
Possessory Tax	600,000	599,002	(998)	100%	50%	-	599,002
Total Property Management Op Exp	4,480,597	2,306,888	(2,173,709)	51%	50%	-	2,306,888
Total Operating Exp	6,583,201	3,070,756	(3,512,445)	47%	50%	282,617	3,353,373
Total Operating Suplus (Deficit) before Transfer and Depreciation	7,361,813	1,894,658	(5,198,449)	26%	50%		
Transfer In/(Out)	(7,370,634)	(11,400,000)	(4,029,366)	155%	50%		
Depreciation	6,814,218	3,321,827	(3,492,391)	49%	50%		
Total Operating Suplus (Deficit)	<u>\$ (6,823,039)</u>	<u>\$ (12,827,169)</u>					

375 Beale Inc. Operations
As of December 30, 2018

	FY2018-19 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired	Enc	YTD Total (YTD + Enc)
Revenue							
Assessment Fee - Shared Services	\$ 2,044,713	\$ 1,022,357	\$ (1,022,356)	50%	50%	\$ -	\$ 1,022,357
Assessment Fee - Common Area	3,414,726	1,707,363	(1,707,363)	50%	50%	-	1,707,363
Interest Income	-	6,914	6,914	N/A	50%	-	6,914
Total Revenue	5,459,439	2,736,634	(2,722,805)	50%	50%	-	2,736,634
In-House Op Exp							
Salaries and Benefits	590,016	200,903	(389,113)	34%	50%	-	200,903
Overhead	294,697	106,017	(188,680)	36%	50%	-	106,017
IT Licenses, Maintenance	802,000	218,460	(583,540)	27%	50%	370,519	588,979
Audit/Accounting/Other	40,000	35,995	(4,005)	90%	50%	5,336	41,331
Office Supplies	121,000	11,202	(109,798)	9%	50%	46,578	57,780
Coffee/Tea Service	96,000	40,638	(55,362)	42%	50%	39,362	80,000
Other Op Exp	101,000	42,190	(58,810)	42%	50%	33,314	75,504
Total In-House Op Exp	2,044,713	655,405	(1,389,308)	32%	50%	495,109	1,150,514
Property Management Op Exp (CW)							
Contractual services	578,249	289,594	(288,655)	50%	50%	-	289,594
Building Repair and Maint.	839,624	328,570	(511,054)	39%	50%	-	328,570
Security	390,985	191,587	(199,398)	49%	50%	-	191,587
Other Op Exp	19,491	8,853	(10,638)	45%	50%	-	8,853
Insurance	130,458	62,798	(67,660)	48%	50%	-	62,798
Utility - Ele	539,956	287,685	(252,271)	53%	50%	-	287,685
Utility - Gas	36,165	11,038	(25,127)	31%	50%	-	11,038
Utility - Water	45,833	14,488	(31,345)	32%	50%	-	14,488
Janitorial Service	797,662	311,869	(485,793)	39%	50%	-	311,869
Landscape	36,303	17,495	(18,808)	48%	50%	-	17,495
Total Property Management Op Exp	3,414,726	1,523,977	(1,890,749)	45%	50%	-	1,523,977
Total Operating Exp	5,459,439	2,179,382	(3,280,057)	40%	50%	495,109	2,674,491
Total Operating Suplus (Deficit)	\$ -	\$ 557,252					

Property Management Operations (CW)
As of December 31, 2018

	FY2018-19 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired
Op Exp - Split among 375 Beale Inc. and BAHA Building Operation					
Contractual services	812,687	405,784	(406,903)	50%	50%
Building Repair and Maint.	1,972,800	772,016	(1,200,784)	39%	50%
Security	913,311	448,889	(464,422)	49%	50%
Parking	272,011	130,512	(141,499)	48%	50%
Other Op Exp	45,796	20,802	(24,994)	45%	50%
Insurance	306,528	147,551	(158,977)	48%	50%
Utility - Ele	615,133	316,470	(298,663)	51%	50%
Utility - Gas	84,975	25,935	(59,040)	31%	50%
Utility - Water	107,690	34,042	(73,648)	32%	50%
Janitorial Service	1,292,976	534,303	(758,673)	41%	50%
Landscape	73,714	40,332	(33,382)	55%	50%
Total Op Exp	6,497,621	2,876,636	(3,620,985)	44%	50%
Op Exp - 375 Beale Inc.					
Contractual services	232,369	116,892	(115,477)	50%	50%
Security	2,280	540	(1,740)	24%	50%
Utility - Ele	278,155	152,995	(125,160)	55%	50%
Janitorial Service	247,372	84,470	(162,902)	34%	50%
Landscape	4,930	330	(4,600)	7%	50%
Total Op Exp - 375 Beale Inc.	765,106	355,227	(409,879)	46%	50%
Op Exp - BAHA Building Operation					
Contractual services	32,596	-	(32,596)	0%	50%
Possessory Tax	600,000	599,002	(998)	100%	50%
Total Op Exp - BAHA Building Operation	632,596	599,002	(33,594)	95%	50%
Total Operating Exp	\$ 7,895,323	\$ 3,830,865	(4,064,458)	49%	50%
Depreciation - BAHA Building Operation	1,514,218	757,109	(757,109)	50%	50%
Transfer Out - BAHA Building Operation	-	2,500,000	2,500,000	N/A	50%
Total Expense	\$ 9,409,541	\$ 7,087,974	\$ (2,321,567)	75%	50%

**BAHA Building Development Fund
As of December 2018 - Life To Date**

		Budget LTD	Actual LTD	Encumbrances	Total LTD	Budget Balance Over/(Under)	% of Budget
Revenue:							
R1	Insurance Proceeds	\$ 1,817,087	\$ 1,817,087	\$ -	\$ 1,817,087	\$ -	100%
R2	Transfer in from MTC	801,160	801,160	-	801,160	-	100%
R3	Transfer in from SAFE	112,910	112,910	-	112,910	-	100%
R4	Transfer in from BATA	6,906,010	6,906,010	-	6,906,010	-	100%
R6	Purchase from ABAG	1,600,000	5,815,497	-	5,815,497	4,215,497	363%
R7	Purchase from Air District	34,000,000	34,141,265	-	34,141,265	141,265	100%
R8	Reimbursement from PG&E	54,601	54,601	-	54,601	-	100%
R9	TFCA Grant	151,000	-	-	-	(151,000)	0%
R10	Grant Local Match from MTC	119,000	-	-	-	(119,000)	0%
R11	Grant Local Match from Air District	150,000	-	-	-	(150,000)	0%
R12	SPANs Savings	33,000,000	33,000,000	-	33,000,000	-	100%
R13	Capital Contribution (BATA)	193,310,846	193,610,846	-	193,610,846	300,000	100%
R15	Interest Revenue	-	194,364	-	194,364	194,364	-100%
R16	Reimbursement for Capital Expenditure	-	1,091,258	-	1,091,258	1,091,258	-100%
R17	Miscellaneous	-	27,133	-	27,133	27,133	-100%
R18	Transfer in from BAHA Operation	245,634	-	-	-	(245,634)	-100%
Total Revenue		272,268,248	277,572,131	-	277,572,131	5,303,883	
Expenses:							
	Purchase Building	\$ 93,000,000	\$ 93,000,000	\$ -	\$ 93,000,000	\$ -	100%
E1	Building Development	154,207,882	153,311,449	834,253	154,145,702	(62,180)	99%
E2	Insurance	573,017	573,017	-	573,017	-	100%
E3	Development Contingency	400,000	-	-	-	(400,000)	0%
E4	Furniture, Fixtures, Equipment	15,000,000	15,000,000	-	15,000,000	-	100%
E5	12V Feed	307,606	307,606	-	307,606	-	100%
E6	EV Station Project	420,000	276,727	69,144	345,871	(74,129)	66%
E7	Staff Costs	8,359,743	8,180,503	-	8,180,503	(179,240)	98%
Total Expenses		272,268,248	270,649,302	903,397	271,552,699	(715,549)	
Transfer to CDF			5,303,883				

**BAHA Commercial Development Fund
As of December 2018 - Life To Date**

Program #	Budget	Tenant Improvements	Commissions	Total	LTD Expense	Enc Amt	Budget Bal Over/(Under)
	Sales Proceeds			\$ 24,139,154			
	Cubic Reimbursement for TI			100,000			
				<u>\$ 24,239,154</u>			
9135	T.I. Rutherford and Chekene	\$ 1,112,749	\$ 123,181	\$ 1,235,930	\$ 1,235,930	\$ -	\$ -
9136	Conduent	-	110,975	110,975	110,975	-	-
9137	T.I. Degenkolb	1,834,670	452,740	2,287,410	2,287,410	-	-
9138	T.I. Twilio	8,338,957	1,836,460	10,175,417	10,175,417	-	-
9139	Engineering/Architectural	350,000	-	350,000	350,000	-	-
9140	T.I. Ada's Café	465,454	-	465,454	465,454	-	-
9141	BCDC	7,014,940	-	7,014,940	6,995,698	19,242	-
9142	Cubic	550,000	44,000	594,000	547,227	13,761	(33,012)
9144	Retail Space	2,000,000	-	2,000,000	144,565	218,285	(1,637,150)
	Total Tenant Improvements	<u>\$ 21,666,770</u>	<u>\$ 2,567,356</u>	<u>\$ 24,234,126</u>	<u>\$ 22,312,676</u>	<u>\$ 251,288</u>	<u>\$ (1,670,162)</u>
	Total Budgeted CDF Expenses			\$ 24,234,126	\$ 22,312,676	\$ 251,288	\$ (1,670,162)
	Net			\$ 5,028			

Completed Project

BAHA Building Improvement Fund
As of December 2018 - Life To Date

Program #	Program Name	LTD FY2018-19	LTD Expense	Enc Amt	Budget Bal Over/(Under)
	In-House Improvement Project				
9160	IT Improvement Project	\$525,000	\$188,864	\$117,888	-\$218,248
	Total In-House Project	\$525,000	\$188,864	\$117,888	-\$218,248
	CW Improvement Project				
9180	AHUs1-4 Eyebrow Install	\$400,000	\$0	\$400,000	\$0
9181	Building Improvement	300,000	7,343	200,000	-\$92,657
	Total CW Project	\$700,000	\$7,343	\$600,000	-\$92,657
	Total Building Improvement Budget	\$1,225,000	\$196,207	\$717,888	-\$310,905

Legislation Details (With Text)

File #: 19-0072 **Version:** 1 **Name:**

Type: Contract **Status:** Consent

File created: 1/17/2019 **In control:** Bay Area Headquarters Authority

On agenda: 2/27/2019 **Final action:**

Title: Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C: Bay Area Headquarters Authority - FasTrak® Regional Customer Service Center (estimated at \$4,200,000)

Sponsors:

Indexes:

Code sections:

Attachments: [2c FasTrak CSC Lease Extension.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:

Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C: Bay Area Headquarters Authority - FasTrak® Regional Customer Service Center (estimated at \$4,200,000)

Presenter:

Stephen Wolf

Recommended Action:

Authority Approval

**BAY AREA HEADQUARTERS AUTHORITY**

Regional Agency Headquarters
375 Beale Street, San Francisco, CA 94105
TEL 415.543.BAHA (2242)
EMAIL info@mtc.ca.gov
WEB www.mtc.ca.gov

Agenda Item 2c

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W.I. 9120

RE: Commercial Lease Extension – 375 Beale Street, Suites 200A and 300C: Bay Area Headquarters Authority – FasTrak® Regional Customer Service Center (estimated at \$4,200,000)

Under this item, staff is recommending the Authority authorize the Executive Director to negotiate and enter into an extension of the lease agreement (the BATA Lease) with Bay Area Toll Authority (BATA) for the FasTrak® Regional Customer Service Center (CSC) space.

Background

The CSC is operated by Conduent State and Local Solutions, Inc. (Conduent) under a contract with BATA (the CSC Contract). The CSC Contract was extended until March 31, 2022 by the Committee at its November 2018 meeting. Conduent currently operates the CSC at 375 Beale Street, which was a requirement of the CSC Contract procurement. BATA leases the CSC space from BAHA under the BATA Lease, and Conduent operates at Beale Street under license agreement with BATA. As part of its obligations under the CSC Contract, Conduent pays the lease payments to BAHA on BATA's behalf.

Currently the BATA Lease expires in November 2019, which originally aligned with the Conduent Contract term. However, since the Conduent Contract term has been extended, staff is recommending an extension of the BATA Lease.

The Lease allows BAHA and BATA to extend the Lease in increments agreed by BAHA and BATA of up to ten (10) additional consecutive years, with rent to be set at 100% of fair market value at the time of renewal; however, BAHA and BATA propose to set the revised Base Rent for 2019 to \$49.56/rsf/year based on 3% annual escalation of the most recent rental rate paid by BATA for the space. This aligns with the rent escalation assumptions provided by BATA to bidders, including Conduent, during the CSC Contract procurement.

The duration of Conduent's extension is for the relatively short period of two-and-a-half years. BATA expects during that time period to make decisions about all electronic tolling and re-procurement of the CSC contract. These decisions will have significant impact on the strategies for the CSC location. Once those decisions are made, BATA and BAHA can revisit the lease agreement and determine revisions to pricing.

Recommendation

Staff requests the Authority authorize the Executive Director or designee to negotiate and enter into a lease extension between BATA and BAHA under terms set forth in Attachment A.



Steve Heminger

SH:sw
Attachment

J:\COMMITTEE\BAHA\2019 BAHA\02 Feb'2019 BAHA\2c_FasTrak CSC Lease Extension.docx

ATTACHMENT A
SUMMARY OF LEASE EXTENSION TERMS

Staff is seeking referral to the Authority of a recommendation to approve a lease extension with the following terms:

Landlord:	Bay Area Headquarters Authority (“Landlord” or “BAHA”)
Tenant:	Bay Area Toll Authority (“Tenant” or “BATA”)
Use:	FasTrak [®] Customer Service Center
Space:	27,275 (approximately) Rentable Square Feet (RSF) Suite 300C and Suite 200A
Rent:	Base Rent 2019: \$49.56/RSF/year (net of electric) Increase: 3% annual escalation
Operating Expenses:	Base Year 2016; Tenant to pay pro rata share of Operating Expense increases over and above the Base Year. The additional share is estimated to be approximately \$2.76/RSF/year net of electrical and taxes, based on 2018 Operating Expenses.
Term:	Through 11/30/2022



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 19-0083 **Version:** 1 **Name:**

Type: Contract **Status:** Consent

File created: 1/25/2019 **In control:** Bay Area Headquarters Authority

On agenda: 2/27/2019 **Final action:**

Title: Contract Amendment - Architectural and Engineering Services: TEF Architecture and Interior Design, Inc. (\$50,000)

Sponsors:

Indexes:

Code sections:

Attachments: [2d TEF Contract Amendment.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:

Contract Amendment - Architectural and Engineering Services: TEF Architecture and Interior Design, Inc. (\$50,000)

Presenter:

Gary Szeto

Recommended Action:

Authority Approval

Memorandum

Agenda Item 2d

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W. I. 9181

RE: Contract Amendment – Architectural and Engineering Services: TEF Architecture and Interior Design, Inc. (\$50,000)

This memorandum requests Authority approval to enter into a contract amendment with TEF Architecture and Interior Design, Inc. (TEF), in an amount not to exceed \$50,000, to provide additional architecture and engineering design services for modifications to existing agency offices and conference rooms at the Bay Area Metro Center.

Background

Under the 2018-2021 On-Call Building Architectural and Engineering Services Bench, three firms, including TEF Design, proposed and were qualified in the architecture service category. See Attachment A, for the table showing firms on the bench. After a comparative review of the SOQ as related to programmatic needs, consideration of direct experience with similar projects, and familiarity with the building's interior design, BAHA staff determined that TEF Design is the best fit for performance of the anticipated scope of work.

This contract amendment for \$50,000 will be used for design modifications for the building interiors, including addressing the functionality of director offices and conference rooms. Modifications may require adjustments of the mechanical systems, removal of walls, changes to doors and windows, and adjustments to acoustical wall treatments. Staff directly selected TEF because of its role as interior designer for Levels 2 and 5 through 8 at 375 Beale Street. TEF will be able to reuse and modify the work it performed previously.

Attachment B includes a summary of TEF and its project team's small business and disadvantaged business enterprise status.

Recommendation

Staff recommends that the Authority authorize the Executive Director or designee to negotiate and enter into a contract amendment with TEF in an amount not to exceed \$50,000 to provide architectural and engineering services related to modifications of the building interiors.



Steve Heminger

AF:gs

Attachment

J:\COMMITTEE\BAHA\2019 BAHA\02 Feb'2019 BAHA\2d_TEF_Contract_Amendment.docx

Attachment A

		2018 Architectural and Engineering Services Bench: Service Categories							
Firm		Architecture	Landscape Architecture	Civil Engineering	Structural Engineering	Mechanical Engineering	Electrical Engineering	Plumbing Engineering	Information Technology (IT) and Audio/Visual (A/V)
1	Charles M. Salter Associates, Inc.								X
2	Holmes Structures				X				
3	Perkins+Will, Inc.	X	X						
4	Randall/Lamb/Associates					X	X		
5	Royston Hanamoto Alley & Abey dba RHAA		X						
6	Rutherford + Chekene				X				
7	Salas O'Brien Engineering, Inc. dba Salas O'Brien					X	X	X	
8	Taylor Engineering LLC					X		X	
9	TEECOM, Inc.								X
10	TEF Architecture & Interior Design, Inc.	X							
11	Walker Parking Consultants/Engineers, Inc. dba Walker Consultants	X							

Attachment B

Subconsultant List

			DBE* Firm			SBE** Firm		
	Firm Name	Role on Project	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	TEF Architecture and Interior Design, Inc.	Interior Design			X	X	24450	
Subcontractor	Silverman & Light Consulting	Electrical Engineering and Lighting Designs			X	X	43834	
Subcontractor	Holmes Structures	Structural Engineering			X			X
Subcontractor	Charles M. Salter Associates, Inc.	Acoustics, Audiovisual, Telecommunications, Security Engineering			X	X	1023399	
Subcontractor	MHC Engineers	Mechanical, Plumbing, and Electrical Engineering			X			X
	Webb Foodservice Design	Food Service Design			X	X	2006476	

*Denotes certification by the California Unified Certification Program (CUCP).

**Denotes certification by the State of California.

REQUEST FOR AUTHORITY APPROVAL

Summary of Proposed Contract Amendment

Consultant:	TEF Architecture and Interior Design, Inc. San Francisco, CA
Work Project Title:	BAHA On-Call Architectural and Engineering Services
Purpose of Project:	Provide architecture and engineering design services for BAHA facility renovations.
Brief Scope of Work:	Complete design modifications to the Metro Center agency offices and conference rooms
Project Cost Not to Exceed:	\$50,000 (This amendment) \$160,000 (Current contract authorization before this amendment) \$210,000 (New total contract amount)
Funding Source:	BAHA FY 2018-19 Capital Budget
Fiscal Impact:	Funding is included in the BAHA FY 2018-19 Capital Budget.
Motion by Authority:	That the Executive Director or designee is authorized to negotiate and enter into a contract amendment with TEF Architecture and Interior Design, Inc. for design services for the BAHA facility renovations as described above and in the Executive Director's Memorandum dated February 13, 2019, and the Treasurer and Auditor is directed to set aside funds in the amount of \$50,000 for such contract amendment.

BAHA Chair:

Chair Signature

Approved: Date: February 27, 2019

Legislation Details (With Text)

File #:	18-0968	Version:	1	Name:	
Type:	Contract	Status:		Authority Approval	
File created:	10/26/2018	In control:		Bay Area Headquarters Authority	
On agenda:	3/27/2019	Final action:			
Title:	Bay Area Metro Center - Large Retail Space:				
	<p>i. BAHA/ BAAQMD Funding Agreement: 375 Beale St. Large Retail Space Development (\$3,000,000)</p> <p>A request to enter into a funding agreement with Bay Area Air Quality Management District ("BAAQMD") to support the build-out of the approximately 4,300-square-foot retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.</p> <p>ii. BAHA Resolution No. 20, Revised, FY 2018-19 Operating and Capital Budgets Revision</p> <p>A request to amend the FY 2018-19 Capital and Operating Budgets to include a funding agreement of \$3,000,000 to the Capital Commercial Development Budget as part of build-out of the Large Retail Space.</p> <p>iii. Contract Amendment - Large Retail Space Tenant Improvements: Swinerton Builders (\$4,132,536 plus \$400,000 Owner's contingency)</p> <p>A request for approval of a contract amendment with Swinerton Builders for the build-out of the Large Retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.</p>				
Sponsors:					
Indexes:					
Code sections:					
Attachments:	3a.i. Funding Agreement Air District.pdf 3a.ii. BAHA Reso-20 Budget Amendment.pdf 3a.iii. Contract Amendment Swinerton.pdf				

Date	Ver.	Action By	Action	Result
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Subject:

Bay Area Metro Center - Large Retail Space:

- i. BAHA/ BAAQMD Funding Agreement: 375 Beale St. Large Retail Space Development (\$3,000,000)

A request to enter into a funding agreement with Bay Area Air Quality Management District ("BAAQMD") to support the build-out of the approximately 4,300-square-foot retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.
- ii. BAHA Resolution No. 20, Revised, FY 2018-19 Operating and Capital Budgets Revision

A request to amend the FY 2018-19 Capital and Operating Budgets to include a funding agreement of \$3,000,000 to the Capital Commercial Development Budget as part of build-out of the Large Retail Space.

- iii. Contract Amendment - Large Retail Space Tenant Improvements: Swinerton Builders (\$4,132,536 plus \$400,000 Owner's contingency)

A request for approval of a contract amendment with Swinerton Builders for the build-out of the Large Retail space on the 1st floor of the Bay Area Metro Center at 375 Beale Street, San Francisco.

Presenter:

Gary Szeto

Recommended Action:

Authority Approval

Memorandum

Agenda Item 3a.i.

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W. I. 9144

RE: BAHA/ BAAQMD Funding Agreement: 375 Beale St. Large Retail Space Development (\$3,000,000)

This memorandum requests Authority approval to enter into a funding agreement with the Bay Area Air Quality Management District (“Air District”), for the build-out of the Large Retail space on Level 1 of the Bay Area Metro Center at 375 Beale Street, San Francisco for an amount not to exceed \$3,000,000, and to execute a related amendment to the Covenants, Conditions and Restrictions (CC&Rs) for 375 Beale Street.

Background

The Large Retail Space on Level 1 is approximately 4,300 square feet and requires life safety and other infrastructure improvements before it is useable. After several creative workshops and tours with a variety of staff, tenants and neighborhood representatives in December 2016, three main design and operational needs were identified: nearby lunch options, large capacity meeting and public outreach space, and gathering space that supports a wide range of events including on evenings and weekends. BAHA’s architect, TEF Architecture and Interior Design, Inc. (TEF), has developed a program and design for the Level 1 Large Retail Space, as presented to the Authority at the July 2018 meeting (Attachment B, July 2018 Agenda Item 4c.i).

During agency business hours, the improved space would function similar to the existing Yerba Buena and Ohlone conference rooms, acting as a large configurable meeting space. During off-hours, staff is exploring the idea of bringing in a third-party operator to reserve and host outside and community events. Net revenue from any such operation is expected to be nominal.

The total program cost is estimated to be \$6.3 million, including construction, audio/visual and information technology deployment, design, furniture, permitting, and contingency. BAHA has \$3.3 million budgeted across the budgets for Capital Building Development (\$0.8 million), Commercial Development (\$2 million), and Building Improvement (\$0.5 million).

The Air District expressed interest in investing in the development of the space. On February 6, 2019, Air District’s board approved the terms of a funding agreement that would have Air District contribute \$3.0 million in return for the space being converted from BAHA Commercial Space to Jointly Used Space (JUS). Designating the space as JUS would require an amendment of the CC&Rs and would allow Air District to have the same rights of access and use as BAHA. Air District would also receive a proportional share of net operating income generated in the

space. The terms of the proposed funding agreement are included as Attachment A. The funding split is roughly 48% Air District and 52% BAHA.

Recommendation

Staff recommends the Authority authorize the Executive Director or designee to negotiate and enter into a funding agreement with Air District consistent with Attachment A, Term Sheet, in an amount not to exceed \$3,000,000 for the development of the Large Retail Space on Level 1 of the Bay Area Metro Center, and to execute an amendment to the CC&Rs to designate the space as JUS.


Steve Heminger

SH:gs
Attachment

TERM SHEET FOR A FUNDING AGREEMENT FOR A PORTION OF 375 BEALE STREET

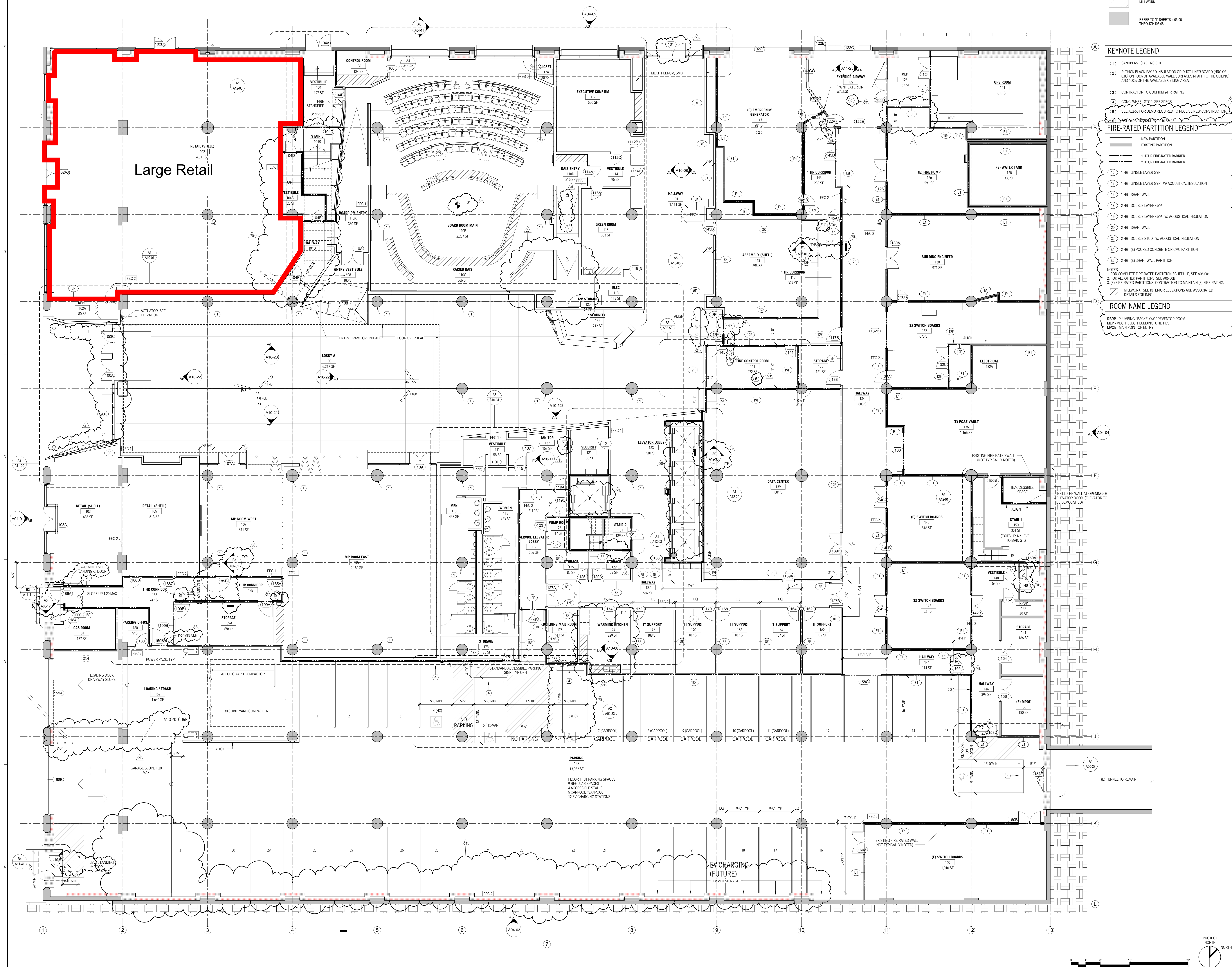
(DRAFT: January 31, 2019)

This Term Sheet (the “*Term Sheet*”) contains the basic terms to be included in a future Funding Agreement for the property described below. The parties are the Bay Area Air Quality Management District (the “*Air District*”), and the Bay Area Headquarters Authority (“*BAHA*”). The proposed transaction is subject to (i) the acceptance by both parties of the terms as finally negotiated, and (ii) the negotiation, execution and delivery of a MOU. It is understood that this Term Sheet does not constitute a binding contract, and that the parties do not intend to be legally bound unless and until a definitive MOU has been executed by both parties.

GENERAL TERMS:

- Property Description:** The portion of the first floor of 375 Beale Street, San Francisco, CA delineated in Attachment A and referred to as Large Retail.
- Agreement Price:** Upon execution of the Funding Agreement the Air District will provide BAHA \$3,000,000 in return for the build-out of the Large Retail space and a proportional share of any net operating income generated in the space. Any proportional share of net operating income generated in the space may be applied to obligations owed the Condominium Association by the Air District. Air District would not be required to share in construction cost overruns for the scope stated herein.
- Condominium:** The Large Retail space will become a Jointly Used Space as defined in the CC&Rs.
- Scope:** The scope of the project in this Term Sheet is the tenant improvement (TI) of the Level 1 Large Retail to create a shared conference space with a non-cooking café. Improvements include finishes comparable to the quality of the lobby interior, kitchen equipment suitable for reheat catering and pop-up food service, and conference-type furniture. Audio-visual improvements include lighting, screens and monitors, and microphones and speakers. Included in the scope is configuration to accommodate future installation of web casting and video conferencing. Not included in the scope are increases in network capacity.
- As a separate project BAHA plans to expand the Yerba Buena/Ohlone space, and the Air District anticipates participation under separate agreement in associated audio visual improvements.
- Operations:** BAHA and Air District will share first priority for the use of the Large Retail for agency events. BAHA intends to hire an operator to program the space for events when not in use by agencies. Operator costs are intended to be covered by revenue from the events.
- Termination:** BAHA and the Air District will define a mutually agreeable method to terminate the agreement that is consistent with existing termination causes in their existing agreements, to the extent applicable.

Attachment A



SYMBOL LEGEND

- MILLWORK
- REFER TO 'T' SHEETS (003-06 THROUGH 003-08)

KEYNOTE LEGEND

- SANDBLAST (E) CONC. COIL
- 2" THICK BLACK FACED INSULATION OR DUCT LINER BOARD (BNC OF 6" ON 100% OF AVAILABLE WALL SURFACES IF NOT TO THE CEILING AND 100% OF THE AVAILABLE CEILING AREA)
- CONTRACTOR TO CONFIRM 2-HR RATING
- CONC. WHEEL STOP SEE SPECS
- SEE A03-00 FOR DEMO REQUIRED TO RECEIVE NEW CONSTRUCTION

FIRE-RATED PARTITION LEGEND

- NEW PARTITION
- EXISTING PARTITION
- 1 HOUR FIRE-RATED BARRIER
- 2 HOUR FIRE-RATED BARRIER
- 1 HR - SINGLE LAYER GYP
- 1 HR - SINGLE LAYER GYP - W/ ACOUSTICAL INSULATION
- 1 HR - SHAF-T WALL
- 2 HR - DOUBLE LAYER GYP
- 2 HR - DOUBLE LAYER GYP - W/ ACOUSTICAL INSULATION
- 2 HR - SHAF-T WALL
- 2 HR - DOUBLE STUD - W/ ACOUSTICAL INSULATION
- 2 HR - (E) POURED CONCRETE OR CMU PARTITION
- 2 HR - (E) SHAF-T WALL PARTITION

- NOTES:
- FOR COMPLETE FIRE-RATED PARTITION SCHEDULE, SEE A03-00a
 - FOR ALL OTHER PARTITIONS, SEE A03-00b
 - (E) FIRE-RATED PARTITIONS CONTRACTOR TO MAINTAIN (E) FIRE-RATING

ROOM NAME LEGEND

- BBRP - PLUMBING / BACKFLOW PREVENTOR ROOM
- MEP - MECH. ELEC. PLUMBING UTILITIES
- MPDE - MAIN POINT OF ENTRY

PERKINS + WILL

185 Berry St., Suite 5100
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www.perkinswill.com

REGIONAL AGENCY HEADQUARTERS

BAY AREA HEADQUARTERS AUTHORITY

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415.391.7399
DRAFT

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Walrus Creek, CA 94596
1.925.940.2200
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LANDSCAPE

GLS Landscape | Architecture
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San Francisco, CA 94104
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415.285.3624

STRUCTURAL
Holmes Culbert
130 Sutter Street, Suite 400
San Francisco, CA 94104
415.693.1900
415.693.1760

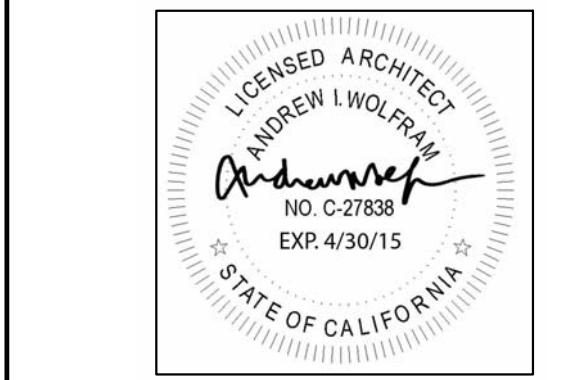
MEP ENGINEER
WSP
405 Howard Street
Suite 501, CA 94105
415.398.3833
415.433.5311

TRACOM SECURITY
TECCOM
1333 Broadway Suite 601
Oakland, CA 94612
510.337.2800
510.337.2804

CONFORM SET

Feb 5, 2014

SFM #: 01-38-11-0015
DSA #: 01-113249
INCREMENT #2



21 CONFORM SET	05FEB14
20 PERMIT SET	08JAN14
19 BIP 4 KIDRENOLM	06NOV13
18 CD GMP SET	13SEP13
17 10% CD	05AUG13
16 10% DD	18APR13
15 50% DD	15MAR13
14 SCHEMATIC DESIGN	12OCT12
13 ISSUE	DATE

Sheet Information

Date: 01/16/2014
Job Number: 491122.000
Drawn: DB
Checked: JM
Approved: GT

Title

Level 01 Overall Plan

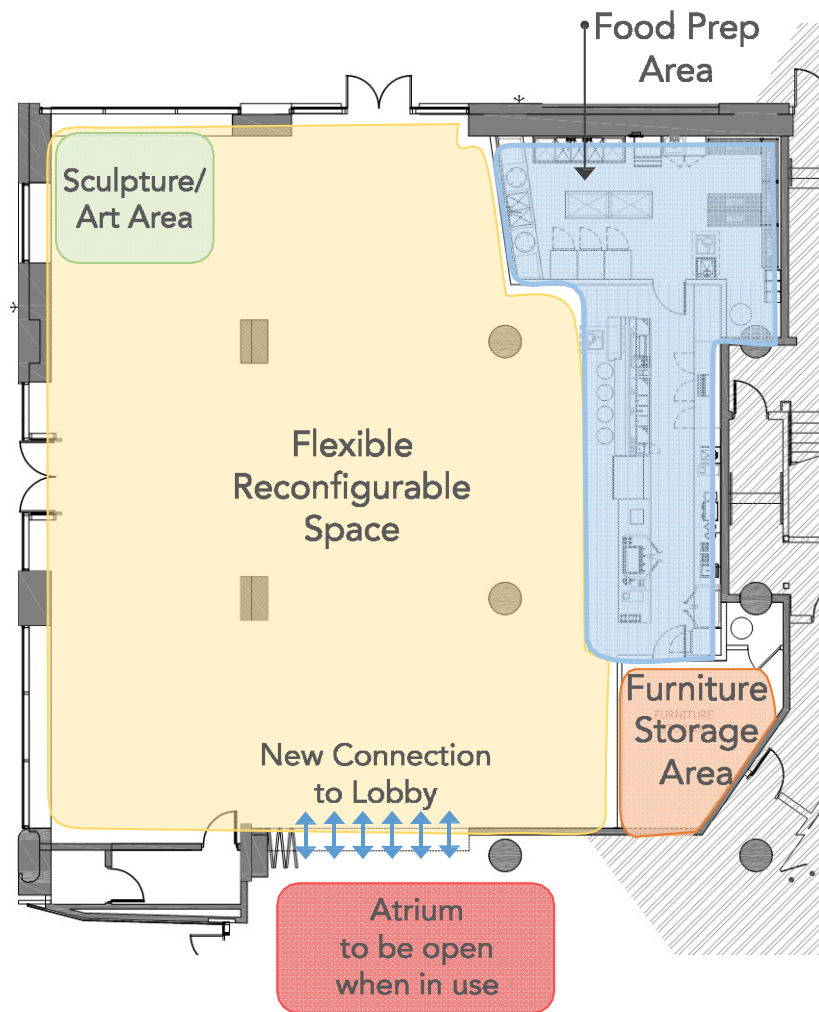
Sheet
A03-01

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Large Retail Space

July 11, 2018





CAFÉ | FOODSERVICE

Food Preparation (including Cleanup) – 880 SF

- Limited prep including the following:
 - prep sink *
 - reach in refrigerators and freezer
 - mobile work tables
 - dry storage shelving *
- Limited support including the following:
 - 3- compartment pot sink *
 - mop closet *
 - employee lockers *
 - hand sink *
 - dry storage shelving *
 - ice maker
- Limited cooking option via Rapid Cook Oven and/ or Panini maker (similar to Starbucks hot food program - exhaust hood not required)
 - No scratch cooking, no protein cooking
 - All products pre-made/ par cooked and rethermalized
 - Sandwiches (hot & cold)
 - Salads (pre-made)
 - Panini's
- Wine bar (wine/ beer and/or juice bar) with potential counter seating

Furniture Storage – 227 SF

FURNITURE STORAGE

- Allows for flexible furniture configuration
- Includes water heater, required for foodservice

Flexible Open Activity Area – 3,027 SF

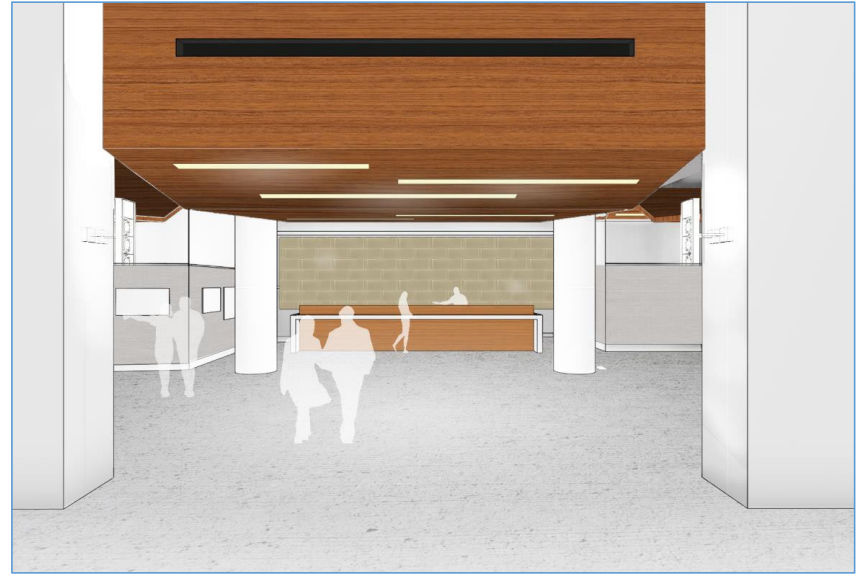
Base Utilities +:

- 300 Grease Interceptor
- 500 AMP Electrical

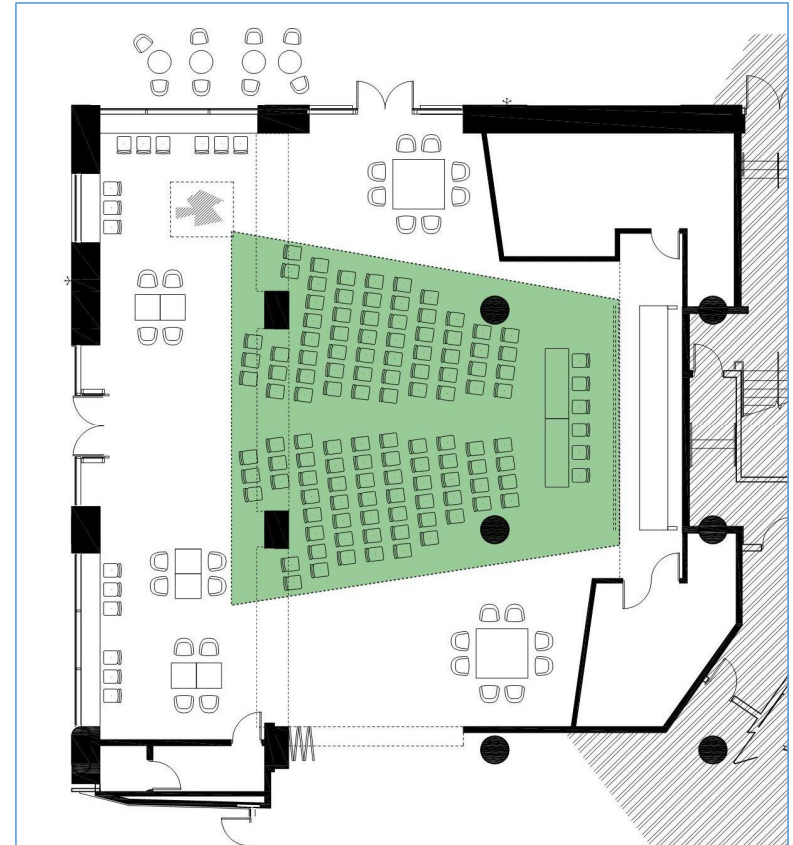
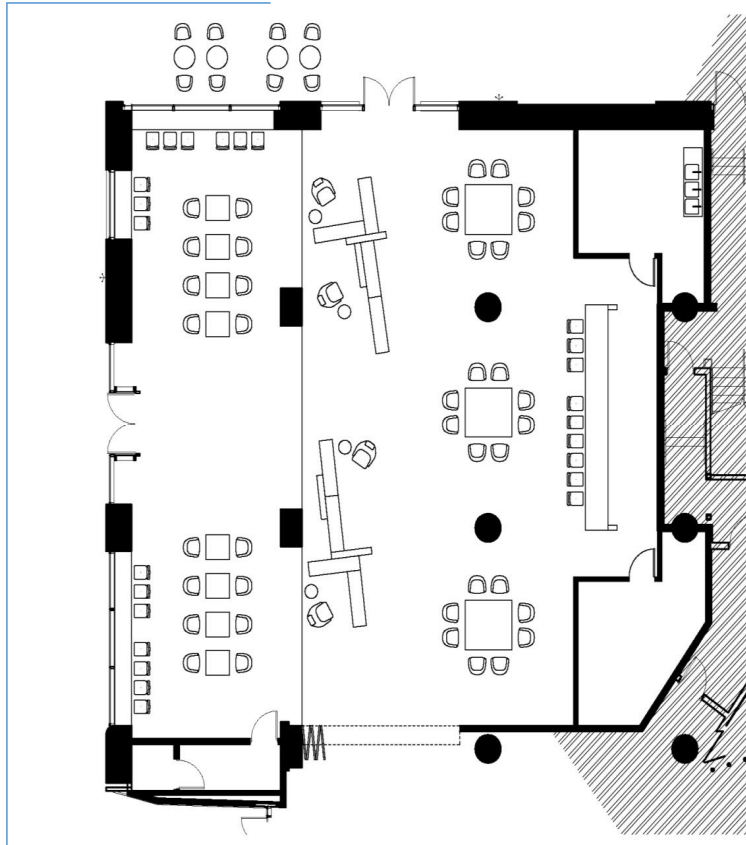
Staffing by Operator

Health Department Code Review Required

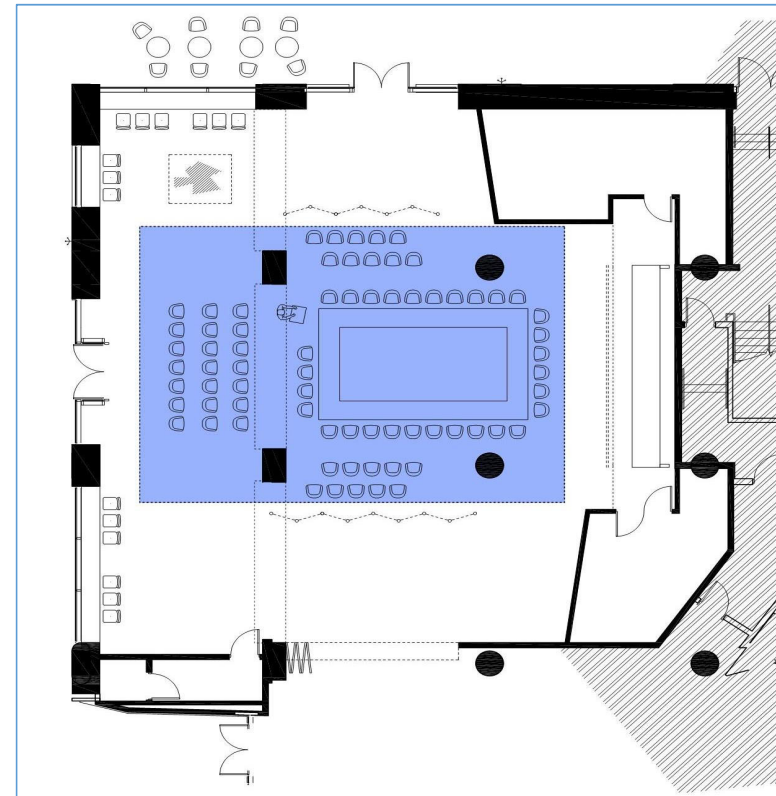
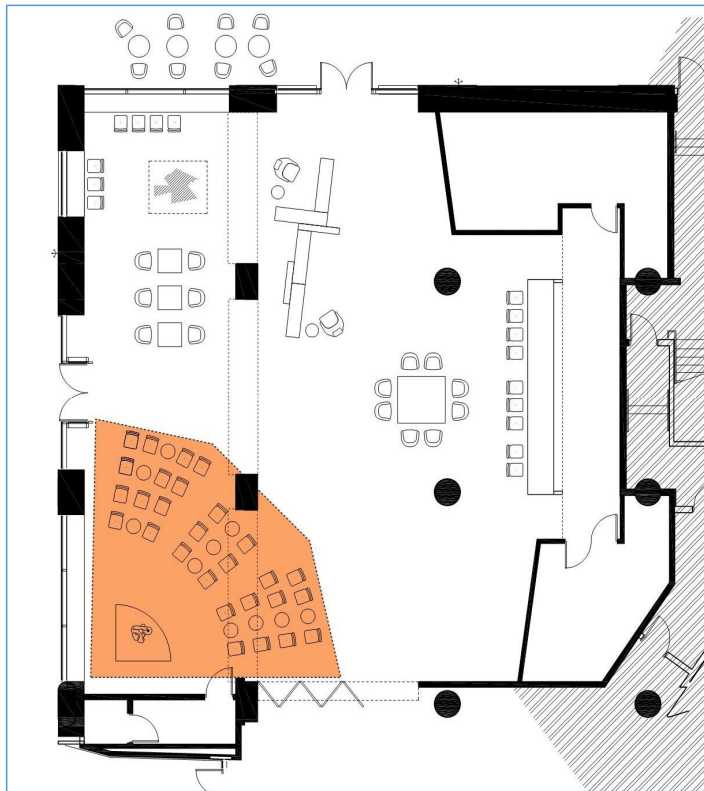
* Health Department Required



FLEXIBILITY | FURNITURE + ACCESSORIES



FLEXIBILITY | FURNITURE + ACCESSORIES



REQUEST FOR AUTHORITY APPROVAL

Summary of Contract

Contractor: Bay Area Air Quality Management District (Air District),
San Francisco, CA

Work Project Title: Large Retail Space Development Funding Agreement

Purpose of Project: Develop the Large Retail Space on Level 1 of the Metro
Center

Brief Scope of Work: Fund design and construction services related to these tenant
improvements in exchange for conversion of the space to
Jointly Used Space and a share of Net Operating Revenue.

Project Cost Not to Exceed: \$3,000,000 (incoming)

Funding Source: Air District

Fiscal Impact: Funding would increase the FY 2018-19 BAHA
Commercial Development Fund by \$3.0 million, pending
approval of BAHA Resolution No. 20, Revised.

Motion by Authority: That the Executive Director or designee is authorized to
enter into an agreement with Air District as described above
and in the Executive Director's memorandum dated
February 13, 2019, and to execute an amendment of the
Covenants, Conditions and Restrictions for 375 Beale Street
to designate the space as Jointly Used Space.

BAHA Chair:

Chair Signature

Approved:

Date: February 27, 2019

Memorandum

Agenda Item 3a.ii.

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W. I. 9110, 9120, 9130

RE: BAHA Resolution No. 20, Revised, FY 2018-19 Operating and Capital Budgets Revision

Staff requests Authority approval of BAHA Resolution No. 20, Revised, authorizing an amendment to the FY2018-19 Capital budget.

The FY 2018-19 Capital budget currently includes \$2.0 million in the Commercial Development Fund (CDF) to fund the development of the Large Retail space. Staff proposes that the FY 2018-19 Capital budget be revised to add \$3.0 million to the BAHA CDF. This \$3.0 million would come from the Bay Area Air Quality Management District (BAAQMD) Funding Agreement with BAHA (Agenda Item 3a.i).

Recommendation

Staff recommends the Authority approve BAHA Resolution No. 20, Revised, increasing the BAHA FY 2018-19 Commercial Development Fund by \$3.0 million for the development of the Large Retail space.



Steve Heminger

SH:gs
Attachment

Date: June 27, 2018
W.I.: 9110, 9120, 9130
Revised: 02/27/19-BAHA

ABSTRACT

BAHA Resolution No. 20

This resolution approves the Budget for FY 2018-19 for the Bay Area Headquarters Authority (BAHA).

This resolution was revised on February 27, 2019 to update the LTD Capital Commercial Development Budget in Attachment A, page 5 of 6.

Discussion of this Resolution can be found in the Executive Director's Memoranda to BAHA dated June 20, 2018 and February 13, 2019.

Date: June 27, 2018
W.I.: 9110, 9120, 9130

Re: Bay Area Headquarters Authority Operating and Capital Budgets for FY 2018-19

BAY AREA HEADQUARTERS AUTHORITY
RESOLUTION No. 20

WHEREAS, the Metropolitan Transportation Commission (“MTC”) and the Bay Area Toll Authority (“BATA”) have executed a joint exercise of powers agreement dated September 28, 2011 which creates and establishes the Bay Area Headquarters Authority (“BAHA”): and

WHEREAS, the BAHA staff has prepared a proposed operating and capital budget setting forth the anticipated revenues and expenditures of BAHA for FY 2018-19 according to generally accepted accounting principles; now, therefore, be it

RESOLVED, that BAHA approves the FY 2018-19 operating and capital budgets (the “BAHA Budget”) as set forth in Attachment A to this Resolution; and, be it further

RESOLVED, that the Executive Director or designee may approve adjustments among line items in the BAHA Budget for FY 2018-19, provided that there shall be no increase in the overall BAHA Budget without prior approval of BAHA; and, be it further

RESOLVED, that the Executive Director or designee shall submit written requests to BAHA for approval of consultants, professional services, and expenditures authorized in the BAHA Budget for FY 2018-19; and be it further

RESOLVED, that the Executive Director and Treasurer and Auditor are authorized to carry over and re-budget all funds and contracts properly budgeted in the prior year for which expenditures were budgeted and encumbered and which will take place in FY 2018-19; and, be it further

RESOLVED, that the Executive Director and Chief Financial Officer are authorized to utilize generally available cash as an advance for project cash flow purposes provided the advance is repaid from project funds by the close of the fiscal year; and, be it further

RESOLVED, that the BAHA staff shall furnish BAHA with at minimum, at least quarterly, a financial report to reflect budgeted and actual income, expenditures, obligations for professional and consultant services, and such other information and data as may be requested by BAHA.

BAY AREA HEADQUARTERS AUTHORITY

A handwritten signature in black ink, appearing to read 'Jake Mackenzie', written over a horizontal line.

Jake Mackenzie, Chair

The above resolution was entered into by the Bay Area Headquarters Authority at a regular meeting of the Authority held in San Francisco, California, on June 27, 2018.

Date: June 27, 2018
W.I.: 9110, 9120, 9130
Revised: 02/27/19-BAHA

Attachment A
BAHA Resolution No. 20

FY 2018-19 BAHA Budget

BAHA Building and Commercial Operations Budget FY2018-19

	Adopted Budget FY2017-18	Original Budget FY2018-19	Percent Change	Change in \$ inc (dec)
Revenue:				
Assessment fee - shared services	\$ 1,655,699	\$ 2,044,713	23.5%	\$ 389,014
Assessment fee - common area	3,643,476	3,414,726	-6.3%	(228,750)
Special assessment	-	152,000	100.0%	152,000
Sales proceeds	-	4,389,000	100.0%	4,389,000
Lease income	8,163,240	8,963,946	9.8%	800,706
Expense reimbursements	121,000	121,000	0.0%	-
Other income - parking	-	230,100	100.0%	230,100
Other income	-	3,600	100.0%	3,600
Utility reimbursements	60,000	85,368	42.3%	25,368
Total revenue	13,643,415	19,404,453	42.2%	5,761,038
Expenses:				
Salaries and Benefits	1,028,501	1,270,919	23.6%	242,418
Overhead	470,886	634,790	34.8%	163,904
Services and supplies	268,000	273,000	1.9%	5,000
Contractual services - CW	6,433,458	7,623,312	18.5%	1,189,854
Possessory tax	1,500,000	-	-100.0%	(1,500,000)
Other contractual servies	225,000	225,000	0.0%	-
Legal services	-	100,000	100.0%	100,000
IT licenses, maintenance	900,000	1,030,000	14.4%	130,000
Audit/tax prep	60,000	76,744	27.9%	16,744
Parking operation	-	272,011	100.0%	272,011
Insurance	10,000	17,000	70.0%	7,000
Catering	5,000	5,000	100.0%	-
Special Event Setups	50,000	50,000	100.0%	-
Other expenses	-	20,000	0.0%	20,000
Special assessment project	-	152,000	100.0%	152,000
Contingency	275,000	243,000	-11.6%	(32,000)
Total expense before depreciation	11,225,845	11,992,776	6.8%	766,931
Transfer in/(out):				
Transfer to BATA	(2,417,000)	(3,900,000)	100.0%	(1,483,000)
Transfer to Capital	-	(3,470,634)	100.0%	(3,470,634)
Total transfer	(2,417,000)	(7,370,634)	100.0%	(4,953,634)
Operating surplus before depreciation	570	41,043	7100.5%	40,473
Depreciation	6,060,590	6,814,218	100.0%	753,628
Total operating gain (loss)	\$ (6,060,020)	\$ (6,773,175)	11.8%	

BAHA Building and Commercial Operations Budget FY2018-19

	Building and Commercial Operations- CW	Condo and Shared Services	BAHA Operating	Total BAHA Operating
Revenue:				
Assessment fee - shared services	\$ -	\$ 2,044,713	\$ -	\$ 2,044,713
Assessment fee - common area	-	3,414,726	-	3,414,726
Special assessment	-	-	152,000	152,000
Sales proceeds	-	-	4,389,000	4,389,000
Lease income	8,963,946	-	-	8,963,946
Expense reimbursements	-	-	121,000	121,000
Other income - parking	230,100	-	-	230,100
Utility reimbursements	85,368	-	-	85,368
Other revenue	3,600	-	-	3,600
Total revenue	9,283,014	5,459,439	4,662,000	19,404,453
Expenses:				
Salaries and Benefits	-	590,016	680,903	1,270,919
Overhead	-	294,697	340,093	634,790
Services and supplies	-	262,000	11,000	273,000
Contractual services - CW	4,208,586	3,414,726	-	7,623,312
Other contractual services	-	-	225,000	225,000
Legal services	-	-	100,000	100,000
IT licenses, maintenance	-	802,000	228,000	1,030,000
Audit/tax prep	-	-	76,744	76,744
Parking operation	272,011	-	-	272,011
Insurance	-	-	17,000	17,000
Catering	-	5,000	-	5,000
Special Event Setups	-	50,000	-	50,000
Other expenses	-	-	20,000	20,000
Special assessment project	-	-	152,000	152,000
Contingency	-	41,000	202,000	243,000
Total expense w/o depreciation	4,480,597	5,459,439	2,052,740	11,992,776
Transfer in/(out):				
Transfer to BATA	-	-	(3,900,000)	(3,900,000)
Transfer to Capital	-	-	(3,470,634)	(3,470,634)
Total transfer	-	-	(7,370,634)	(7,370,634)
Operating surplus before depreciation	4,802,417	-	(4,761,374)	41,043
Depreciation	1,514,218	-	5,300,000	6,814,218
Total operating gain (loss)	\$ 3,288,199	\$ -	\$ (10,061,374)	\$ (6,773,175)

Distribution of Condo Area Fees**FY 2018-19**

	Common Area	Shared Services	Total
BAAQMD	\$ 1,353,598	\$ 810,524	\$ 2,164,122
ABAG	149,135	185,865	335,000 *
MTC	1,911,993	1,048,324	2,960,317
Total	<u>\$ 3,414,726</u>	<u>\$ 2,044,713</u>	<u>\$ 5,459,439</u>

FY 2017-18

BAAQMD	\$ 1,444,218	\$ 656,294	\$ 2,100,512
ABAG	174,567	150,433	325,000
MTC	2,024,691	848,972	2,873,663
Total	<u>\$ 3,643,476</u>	<u>\$ 1,655,699</u>	<u>\$ 5,299,175</u>

Diff

BAAQMD	\$ (90,620)	\$ 154,230	\$ 63,610
ABAG	(25,432)	35,432	10,000
MTC	(112,698)	199,352	86,654
Total	<u>\$ (228,750)</u>	<u>\$ 389,014</u>	<u>\$ 160,264</u>

* Max ABAG assessment fee for FY19 is \$325,000 based on CC&R Section

	RSF	
MTC/BATA	107,804	51.27%
BAAQMD	83,350	39.64%
ABAG	19,113	9.09%
375 Condo Sq. Ft	210,267 **	42.56%
Total CC&R Sq. Ft.	494,027	57.44%
** Agency Space RSF from CC&R Exhibit B and 15,600 RSF for 1st floor		

Capital Building Development Budget LTD Thru FY 2018-19

	LTD Budget Thru FY2017-18	Total Budget FY2018-19	Total LTD Budget Thru FY2018-19
Sources			
Insurance proceeds	\$ 1,284,457	\$ 532,630	\$ 1,817,087
Transfer in from MTC	801,160	-	801,160
Transfer in from SAFE	112,910	-	112,910
Transfer in from BATA	6,906,010	-	6,906,010
Purchase from ABAG	1,600,000	-	1,600,000
Purchase from Air District	34,000,000	-	34,000,000
Reimbursement from Air District	500,000	(500,000)	-
Reimbursement from PG&E	54,601	-	54,601
TFCA Grant	151,000	-	151,000
Grant Local Match from MTC/BATA	119,000	-	119,000
Grant Local Match from Air District	150,000	-	150,000
SPANs savings	33,000,000	-	33,000,000
Capital Contribution (BATA)	193,310,846	-	193,310,846
Transfer in from BAHA Operation	-	245,634	245,634
Total Transfer In	271,989,984	278,264	272,268,248
Uses			
Purchase Building	\$ 93,000,000	\$ -	\$ 93,000,000
Building Development	138,357,333	15,923,566	154,280,899
Development Contingency	18,824,538	(17,924,538)	900,000
Furniture, Fixtures, Equipment	15,000,000	-	15,000,000
12V Feed	500,000	(192,394)	307,606
Backup Generator	500,000	(500,000)	-
EV Charging Station	420,000	-	420,000
Staff Costs	5,388,113	2,971,630	8,359,743
Total Usage	271,989,984	278,264	272,268,248
LTD Actual and Encumbrances as of March 2018			<u>270,649,664</u>
Remining Balance			<u><u>\$ 1,618,584</u></u>

Capital Commercial Development Budget LTD Thru FY 2018-19

Program #	Budget	Approved LTD Budget Thru FY2018-19	FY2018-19 Amendment			Thru FY2018-19
			Tenant Improvements	Commissions	Total	
	Transfer In	\$ 24,139,154	\$ -	\$ -	\$ -	\$ 24,139,154
	Cubic Reimbursement for TI	100,000	-	-	-	100,000
	Air District	-	3,000,000	-	3,000,000	3,000,000
		<u>\$ 24,239,154</u>	<u>\$ 3,000,000</u>	<u>\$ -</u>	<u>\$ 3,000,000</u>	<u>\$ 24,239,154</u>
9135	T.I. Rutherford and Chekene	\$ 1,235,930	\$ -	\$ -	\$ -	\$ 1,235,930
9136	Conduent (Xerox)	110,975	-	-	-	110,975
9137	T.I. Degenkolb	2,287,410	-	-	-	2,287,410
9138	T.I. Twilio	10,175,417	-	-	-	10,175,417
9139	Engineering/Architectural	350,000	-	-	-	350,000
9140	T.I. Ada's Café	465,454	-	-	-	465,454
9141	BCDC	7,014,940	-	-	-	7,014,940
9142	Cubic	594,000	-	-	-	594,000
9144	Retail Space	2,000,000	3,000,000	-	3,000,000	5,000,000
	Total Tenant Improvements	<u>\$ 24,234,126</u>	<u>\$ 3,000,000</u>	<u>\$ -</u>	<u>\$ 3,000,000</u>	<u>\$ 27,234,126</u>
9143	Marketing	<u>\$ -</u>			<u>\$ -</u>	<u>\$ -</u>
9143	Building Improvements	\$ -			\$ -	\$ -
	Net	\$ 5,028			\$ -	\$ 5,028

Capital Building Improvement Budget LTD Thru FY 2018-19

Budget	LTD Budget Thru FY2017-18	FY2018-19	Thru FY2018-19
Transfer In	\$0	\$1,225,000	\$1,225,000
In-House Improvement Project			
IT Improvement Project	\$0	\$525,000	\$525,000
Total In-House Project	\$0	\$525,000	\$525,000
CW Improvement Project			
AHUs1-4 Eyebrow Install	\$0	\$400,000	\$400,000
Building Improvement	0	300,000	300,000
Total CW Project	\$0	\$700,000	\$700,000
Total Building Improvement Budget	\$0	\$1,225,000	\$1,225,000

Memorandum

Agenda Item 3a.iii.

TO: Bay Area Headquarters Authority

DATE: February 13, 2019

FR: Executive Director

W. I. 9144

RE: Contract Amendment – Large Retail Space Tenant Improvements: Swinerton Builders (\$4,132,536 plus \$400,000 Owner's contingency)

This memorandum requests Authority approval of a contract amendment with Swinerton Builders ("Swinerton"), for the build-out of the Large Retail space on Level 1 of the Bay Area Metro Center at 375 Beale Street, San Francisco for an additional amount not to exceed \$4,132,536 plus an Owner's contingency of \$400,000.

Background

In January 2017, staff selected Swinerton from a competitive procurement for the Metropolitan Transportation Commission (MTC) and Bay Area Conservation and Development Commission (BCDC) tenant improvements on Level 5. The selection was based on best value, with cost as one of several factors. The scope of the procurement included the ability to use the contractor for other tenant improvements in the building for a period of three years using the same fee structure from the proposal.

BAHA's architect, TEF Architecture and Interior Design, Inc. (TEF), has completed a design for the Level 1 Large Retail space, as described in Agenda Item 3a.i.

On July 25, 2018, this Authority authorized a \$200,000 contract with Swinerton to begin preconstruction services, including completion of lead paint removal, sprinkler and fire/life safety designs, and submittals. BAHA needed to perform this work regardless of future development, and was not obligated to proceed with construction.

Swinerton received subcontractor bids in January 2019 and provided a Guaranteed Maximum Price for construction of \$4,332,536. Staff has reviewed the bid and believes it represents a fair market price for the work. Staff now requests the Authority approve a contract amendment for the balance of construction, \$4,132,536, plus an Owner's contingency of \$400,000, to be used at BAHA's sole discretion.

Funds for this contract are included in the FY 2018-19 Commercial Development Fund (subject to approval of Agenda Item 3a.ii, BAHA Resolution 20, Revised, Attachment A).

Attachment A of this memorandum includes a summary of Swinerton's small business and disadvantaged business enterprise status.

Recommendation

Staff recommends the Authority authorize the Executive Director or designee to negotiate and enter into a contract amendment with Swinerton in an amount not to exceed \$4,132,536 for construction of the tenant improvements for the Large Retail Space on Level 1 of the Bay Area Metro Center, and retain a contingency of \$400,000 to be used at the discretion of the Executive Director or designee.

Steve Heminger

SH:gs
Attachment

Attachment A

Firm Name	Role On Project	<u>DBE* Firm</u>			<u>SBE**Firm</u>		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Swinerton Builders	General Contactor			X			X
Capital Bldg Maint & Cleaning Services, Inc.	Final Cleaning			X	X	1713640	
Swinerton Builders	Selective Demolition			X			X
Lewis M. Merlo	Concrete			X			X
Lee's Imperial Welding, Inc	Metal Fabrication			X			X
Mission Bell Manufactuiring Co., Inc.	Architectural Woodwork			X			X
Boyett Construction, Inc.	Doors/Frames/Hardware			X			X
United California Glass & Door	Coiling Overhead Door			X	X	12839	
Interior Glass, Inc.	Glazing: Nana Wall / Hardware on Glass Doors			X			X
Giampolini & Co.	Framing, gypsum, drywall, plaster			X			X
KZ Tile CO.	Ceramic Tile			X	X	1178820	
San Francisco Interiors, Inc.	Acoustical Ceilings / Fabric Wall Panels			X			X
Ireland Interior Systems, Inc.	Acoustical Ceilings			X			X
Floor Seal Technology, Inc.	Epoxy Flooring			X			X
Golden State Contract Flooring, inc.	Walk Off Matts /rubber base			X			X
D. Zelinsky & Sons, Inc.	Painting			X			X
Weidner CA	Code Signage			X			X
Rebarber Enterprises	Fire Protection Specialties & Lockers			X	X	2008454	
East Bay Restaurant Supply Inc.	Food Service Equipment			X			X
Cutting Edge Drapery	Window Treatments			X			X
Pribuss Engineering, Inc.	Fire Suppression			X			X
DPW, Inc.	Plumbing			X			X
Allied Heating & Air Conditioning, Inc.	HVAC			X			X

Attachment A**Page 2 of 2**

Firm Name	Role On Project	<u>DBE* Firm</u>			<u>SBE**Firm</u>		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
W. Bradley Electric, Inc.	Electrical / Data Communication			X			X
ACME Security Systems	Electronic Safety & Security			X			X
Red Hawk Fire and Security	Fire Alarm Design			X			X

*Denotes certification by the California Unified Certification Program (CUCP).

**Denotes certification by the State of California.

REQUEST FOR AUTHORITY APPROVAL

Summary of Contract Amendment

Contractor: Swinerton Builders, San Francisco, CA

Work Project Title: Large Retail Space Tenant Improvements

Purpose of Project: Construct the tenant improvements for Large Retail space on Level 1 of the Metro Center.

Brief Scope of Work: Construction services related to these tenant improvements

Project Cost Not to Exceed: \$4,132,536 (This amendment)
\$200,000 (Current contract authorization before this Amendment)
\$4,332,536 (New total contract amount)
Owner's contingency: \$400,000

Funding Source: FY 2018-19 Commercial Development Fund

Fiscal Impact: Funding is included in the FY 2018-19 BAHA Commercial Development Fund

Motion by Authority: That the Executive Director or designee is authorized to issue a contract amendment to Swinerton Builders as described above and in the Executive Director's memorandum dated February 13, 2019 and the Treasurer and Auditor is directed to set aside funds up to \$4,332,536 for such contract amendment as specified above plus a contingency of \$400,000 to be used at the discretion of the Executive Director or designee.

BAHA Chair:

Chair Signature

Approved:

Date: February 27, 2019