



101 Eighth Street,
Joseph P. Bort
MetroCenter
Oakland, CA

Meeting Agenda

Bay Area Headquarters Authority

Authority Members:

Dave Cortese, Chair Jake Mackenzie, Vice Chair

*Tom Bates, David Campos, Adrienne J. Tissier, Amy Rein
Worth*

Wednesday, January 27, 2016

9:45 AM

Lawrence D. Dahms Auditorium

This meeting is scheduled to be audiocast live on the Metropolitan Transportation Commission's Web site: <http://mtc.ca.gov/whats-happening/meetings> and will take place at 9:45 a.m. or immediately following the 9:40 a.m. Bay Area Infrastructure Financing Authority meeting.

1. Roll Call/Confirm Quorum

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

2. Consent Calendar

- 2a. [15-1252](#) Minutes of the January 8, 2016 meeting.

Action: Authority Approval

Attachments: [2a_01-08-2016_BAHA_Minutes.pdf](#)

3. Authority Approval

- 3a. [15-1253](#) BAHA Resolution No. 15 - Interagency Agreement with the Metropolitan Transportation Commission

Action: Authority Approval

Presenter: Teri Green

Attachments: [3a_BAHA Reso-15_Interagency Agreement MTC & BAHA.pdf](#)

4. Information

- 4a. [15-1254](#) 375 Beale Street Status Report - January 2016

Action: Information

Presenter: Stephen Wolf and Teri Green

Attachments: [4a_January 2016 Status Report Revised.pdf](#)

5. Public Comment / Other Business

6. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority will be held at a date and time to be duly noticed in the Lawrence D. Dahms Auditorium, First Floor, 101 Eighth Street, Oakland, 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 510.817.5757 or 510.810.5769 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 510.817.5757 或 510.817.5769 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 510.817.5757 o al 510.817.5769 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

101 Eighth Street,
Joseph P. Bort MetroCenter
Oakland, CA

Legislation Details (With Text)

File #: 15-1252 **Version:** 1 **Name:**

Type: Minutes **Status:** Consent

File created: 1/20/2016 **In control:** Bay Area Headquarters Authority

On agenda: 1/27/2016 **Final action:**

Title: Minutes of the January 8, 2016 meeting.

Sponsors:

Indexes:

Code sections:

Attachments: [2a_01-08-2016_BAHA_Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes of the January 8, 2016 meeting.

Recommended Action:
Authority Approval



101 Eighth Street,
Joseph P. Bort
MetroCenter
Oakland, CA

Meeting Minutes

Special Bay Area Headquarters Authority Meeting

Authority Members:

Dave Cortese, Chair Jake Mackenzie, Vice Chair

*Tom Bates, David Campos, Adrienne J. Tissier, Amy Rein
Worth*

Friday, January 8, 2016

9:00 AM

Lawrence D. Dahms Auditorium

Call Meeting to Order

1. Roll Call/Confirm Quorum

Present: 6 - Chairperson Cortese, Vice Chair Mackenzie, Commissioner Bates, Commissioner Campos, Commissioner Tissier and Commissioner Rein Worth

2. Pledge of Allegiance

3. Compensation Announcement

4. Consent Calendar

Approval of the Consent Calendar

Upon the motion by Vice Chair Mackenzie and the second by Commissioner Tissier, the Consent Calendar was unanimously approved by the following vote:

Aye: 5 - Chairperson Cortese, Vice Chair Mackenzie, Commissioner Campos, Commissioner Tissier and Commissioner Rein Worth

Absent: 1 - Commissioner Bates

4a. [15-1147](#) Minutes of the December 9, 2015 meeting.

Action: Authority Approval

5. Authority Approval

5a. [15-1148](#) Closed Session - Conference with Real Property Negotiators

BAHA met in Closed Session pursuant to Government Code Section 54956.8 to confer with real property negotiators to discuss a potential commercial lease opportunity as follows:

Property: 375 Beale Street, Suites 300 and 400, San Francisco

Agency negotiators:

For BAHA: Bay Area Headquarters Authority, Cushman & Wakefield

BAHA Negotiators:

- Steve Heminger, Executive Director
- Andrew Fremier, Deputy Executive Director
- Brian Mayhew, Chief Financial Officer
- Susan Woo, Deputy Treasurer
- Teri Green, Director
- Brooke Abola, Legal Counsel

Cushman & Wakefield Negotiators:

- Mark McGranahan, Director
- Kelly Glass

Negotiating Parties: BAHA with broker Cushman & Wakefield and counsel Hanson Bridgett LLP, Twilio Inc. with broker Jones Lang LaSalle and counsel The Law Offices of Jo Ann Woodsum

Under Negotiation: Both price and terms

Meeting went into Recess

Meeting Reconvened

5b. [15-1194](#) Open Session - Authority to enter into lease with Twilio Inc. for Suites 300 and 400 at 375 Beale Street

Action: Authority Approval

The Authority reconvened in open session. Chair Cortese reported that the Authority met pursuant to Government Code Section 54956.8 in closed session to confer with real property negotiators concerning the property identified in the agenda and that no reportable action was taken.

6. Public Comment / Other Business

7. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority will be held on a date and time to be duly noticed in the Lawrence D. Dahms Auditorium, First Floor, 101 Eighth Street, Oakland, CA.



Metropolitan Transportation Commission

101 Eighth Street,
Joseph P. Bort MetroCenter
Oakland, CA

Legislation Details (With Text)

File #: 15-1253 **Version:** 1 **Name:**

Type: Resolution **Status:** Authority Approval

File created: 1/20/2016 **In control:** Bay Area Headquarters Authority

On agenda: 1/27/2016 **Final action:**

Title: BAHA Resolution No. 15 - Interagency Agreement with the Metropolitan Transportation Commission

Sponsors:

Indexes:

Code sections:

Attachments: [3a_BAHA Reso-15_Interagency Agreement MTC & BAHA.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
BAHA Resolution No. 15 - Interagency Agreement with the Metropolitan Transportation Commission

Presenter:
Teri Green

Recommended Action:
Authority Approval

Memorandum

Agenda Item 3a

TO: Bay Area Headquarters Authority

DATE: January 20, 2016

FR: Executive Director

W. I. 9130

RE: BAHA Resolution No. 15 - Interagency Agreement with the Metropolitan Transportation Commission

Attached for approval by the Authority is BAHA Resolution No. 15, authorizing the execution of an Interagency Agreement with the Metropolitan Transportation Commission (MTC). Under the Interagency Agreement, BAHA will designate MTC as the purchaser of the Oakland MetroCenter condominium unit currently owned by the Association of Bay Area Governments (ABAG), which ABAG has agreed with BAHA to exchange for condominium space that BAHA is creating at 375 Beale Street.

BAHA has acquired and is developing a regional agency headquarters facility located at 375 Beale Street in San Francisco. BAHA plans to form at least three condominiums at 375 Beale Street, sell one condominium to ABAG, sell one condominium to the Bay Area Air Quality Management District, and retain the remaining condominium for occupancy by BAHA, MTC, BATA and BAIFA.

MTC and ABAG each owns a condominium interest at the Joseph P. Bort MetroCenter located at 101 Eighth Street in Oakland.

ABAG and BAHA have agreed under a memorandum of understanding to enter into a zero-cost purchase and sale agreement under which ABAG would purchase, and BAHA would sell, a condominium unit at 375 Beale Street in San Francisco in exchange for ABAG's sale, and BAHA's purchase, of ABAG's condominium unit at the MetroCenter. In order to consolidate ownership of the two MetroCenter condominiums under MTC, BAHA wishes to designate MTC as the purchaser of ABAG's MetroCenter condominium through an Interagency Agreement between BAHA and MTC. In exchange, MTC would agree to provide BAHA with the net proceeds of its disposition, whether by lease or by sale, of ABAG's MetroCenter condominium. The Interagency Agreement is also on MTC's January 27, 2016 agenda for approval.

Consolidation of both the MTC and ABAG MetroCenter interests is beneficial to all parties in that MTC can proceed with disposing of the consolidated Oakland condominiums to a single third party.

Staff recommends approval of BAHA Resolution No. 15.



Steve Heminger

SH:tg

Attachment

J:\COMMITTEE\BAHA\2016\01-Jan-27-2016_BAHA\3a_BAHA Reso-15_Interagency Agreement MTC & BAHA.docx

Date: January 27, 2016
W.I.: 1542

ABSTRACT

BAHA Resolution No. 15

This resolution approves the form of an Interagency Agreement with the Metropolitan Transportation Commission relating to commercial condominium units located 101 Eighth Street in Oakland, California, and at 375 Beale Street in San Francisco, California, and authorizes the Executive Director and the Treasurer and Auditor, and each of them, to execute the document.

Discussion of this action is contained in the Executive Director's Memorandum, dated January 20, 2016.

Date: January 27, 2016
W.I.: 1542

Re: Interagency Agreement with the Metropolitan Transportation Commission

BAY AREA HEADQUARTERS AUTHORITY
RESOLUTION NO. 15

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 (the “Agreement”), which Agreement creates and establishes the Bay Area Headquarters Authority (“BAHA”); and

WHEREAS, BAHA is the owner of certain real property located at 375 Beale Street in the City and County of San Francisco, State of California; and

WHEREAS, BAHA intends to form at least three condominiums at 375 Beale Street, sell one of the condominiums (the “ABAG San Francisco Condominium”) to the Association of Bay Area Governments (“ABAG”), sell one of condominiums to the Bay Area Air Quality Management District and retain the remaining condominiums for use and occupancy by BAHA, MTC, BATA and the Bay Area Infrastructure Financing Authority/and or sale to another party or parties; and

WHEREAS, MTC owns one of the three condominiums created pursuant to that certain Declaration of Covenants, Conditions and Restrictions of the Regional Administrative Facility, Oakland, California, by the San Francisco Bay Area Rapid Transit District dated December 27, 1984 (the “Oakland CCRs”) and located at 101 8th Street in Oakland, California; and

WHEREAS, ABAG owns one of the three condominiums created pursuant to the Oakland CCRs and located at 101 8th Street in Oakland, California (the “ABAG Oakland Condominium”); and

WHEREAS, BAHA has executed a Memorandum of Understanding, dated as of February 13, 2013 (the “MOU”), with the ABAG under which BAHA and ABAG have agreed to enter into a Purchase and Sale Agreement and Joint Escrow Instructions in the form attached to

the MOU pursuant to which ABAG will purchase the San Francisco Condominium from BAHA and sell the Oakland Condominium to BAHA; and

WHEREAS, in order to consolidate ownership of the two condominiums at 101 8th Street in MTC, BAHA wishes to designate MTC as the purchaser of the ABAG Oakland Condominium and MTC wishes to accept such designation and will agree to provide BAHA with the net proceeds of its disposition, whether by lease or sale, of the ABAG Oakland Condominium; and

WHEREAS, a form of an Interagency Agreement between BAHA and MTC to effect this consolidation is attached hereto as Exhibit A; and

WHEREAS, all acts, conditions and things required by the Constitution and the laws of the State of California to exist, to have happened and to have been performed in connection with the execution of the Interagency Agreement and the other BAHA actions contemplated hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and BAHA is now duly authorized and empowered, pursuant to each and every requirement of law, to take such actions; now, therefore, be it

RESOLVED, that BAHA specifically finds and declares that the statements, findings and determinations of BAHA set forth in the preambles above are true and correct; and be it further

RESOLVED, that BAHA authorizes the Interagency Agreement and further authorizes the Executive Director of BAHA or the Treasurer and Auditor of BAHA, and each of them (each, an "Authorized Representative"), to negotiate, execute and deliver, for and on behalf of BAHA, the Interagency Agreement with MTC in substantially the form attached hereto, with such revisions as the Authorized Representative executing the same, with the advice of the General Counsel to BAHA, may approve, such approval to be conclusively evidenced by the execution of the Interagency Agreement in final form; and be it further

RESOLVED, that each officer and official of BAHA is authorized to take such actions and execute such certificates, assignments, or other documents as may be necessary to

consummate the transactions contemplated by the Interagency Agreement and hereby; and be it further

RESOLVED, that this Resolution shall take effect from and after its adoption.

BAY AREA HEADQUARTERS AUTHORITY

Dave Cortese, Chair

The above resolution was entered into by the Bay Area Headquarters Authority at a regular meeting of BAHA held in Oakland, California, on January 27, 2016.

INTERAGENCY AGREEMENT

between

METROPOLITAN TRANSPORTATION COMMISSION

and

BAY AREA HEADQUARTERS AUTHORITY

dated

_____, 2016

**INTERAGENCY AGREEMENT BETWEEN
METROPOLITAN TRANSPORTATION COMMISSION
AND
BAY AREA HEADQUARTERS AUTHORITY**

THIS AGREEMENT is entered into this ____ day of _____, 2016, by and between the METROPOLITAN TRANSPORTATION COMMISSION (hereafter "MTC") and the BAY AREA HEADQUARTERS AUTHORITY (hereafter "BAHA").

RECITALS

WHEREAS, BAHA is a California joint powers authority created pursuant to a Joint Exercise of Powers Agreement, dated September 28, 2011, between MTC and the Bay Area Toll Authority ("BATA"); and

WHEREAS, BAHA owns a building located at 375 Beale Street in San Francisco, California; and

WHEREAS, BAHA intends to form at least three condominiums at 375 Beale Street, sell one of the condominiums (the "ABAG San Francisco Condominium") to the Association of Bay Area Governments ("ABAG"), sell one of condominiums to the Bay Area Air Quality Management District and retain the remaining condominiums for use and occupancy by BAHA, MTC, BATA and the Bay Area Infrastructure Financing Authority/and or sale to another party or parties; and

WHEREAS, MTC owns one of the three condominiums created pursuant to that certain Declaration of Covenants, Conditions and Restrictions of the Regional Administrative Facility, Oakland, California, by the San Francisco Bay Area Rapid Transit District dated December 27, 1984 (the "Oakland CCRs") and located at 101 8th Street in Oakland, California; and

WHEREAS, ABAG owns one of the three condominiums created pursuant to the Oakland CCRs and located at 101 8th Street in Oakland, California (the "ABAG Oakland Condominium"); and

WHEREAS, BAHA has executed a Memorandum of Understanding, dated as of February 13, 2013 (the "MOU"), with the ABAG under which BAHA and ABAG have agreed to enter into a Purchase and Sale Agreement and Joint Escrow Instructions in the form attached to the MOU pursuant to which ABAG will purchase the San Francisco Condominium from BAHA and sell the Oakland Condominium to BAHA; and

WHEREAS, in order to consolidate ownership of the two condominiums at 101 8th Street in MTC, BAHA wishes to designate MTC as the purchaser of the ABAG Oakland Condominium and MTC wishes to accept such designation;

NOW, THEREFORE, the parties agree as follows:

- 1.0** BAHA hereby agrees to designate MTC as the purchaser of the ABAG Oakland Condominium and to execute all certificates, deeds, assignments or other instruments necessary to effect such designation. MTC hereby agrees to accept such designation.
- 2.0** As consideration for such designation, MTC hereby agrees to transfer to BAHA all net proceeds of its disposition, whether by lease or sale, of the ABAG Oakland Condominium.
- 3.0** This Agreement may be amended by mutual written agreement of BAHA and MTC.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date indicated above.

**BAY AREA HEADQUARTERS
AUTHORITY**

**METROPOLITAN TRANSPORTATION
COMMISSION**

Steve Heminger, Executive Director

Andrew B. Fremier, Deputy Executive
Director, Operations



Metropolitan Transportation Commission

101 Eighth Street,
Joseph P. Bort MetroCenter
Oakland, CA

Legislation Details (With Text)

File #: 15-1254 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 1/21/2016 **In control:** Bay Area Headquarters Authority

On agenda: 1/27/2016 **Final action:**

Title: 375 Beale Street Status Report - January 2016

Sponsors:

Indexes:

Code sections:

Attachments: [4a January 2016 Status Report Revised.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
375 Beale Street Status Report - January 2016

Presenter:
Stephen Wolf and Teri Green

Recommended Action:
Information

Memorandum

Agenda Item 4a

TO: Bay Area Headquarters Authority

DATE: January 22, 2016

FR: Executive Director

W. I. 9130

RE: 375 Beale Street Status Report – January 2016

1. Construction Update

The Fire/Life Safety commissioning is underway and the State Fire Marshal is making final inspections. McCarthy's schedule had the building receiving the certificate of occupancy (CO) in December; however, McCarthy has since revised the date to January 29.

On Sunday, January 17, main power went out in the building due to damage at the bus duct feeding from the existing General Electric (GE) transformers to the switchgear. GE performed visual inspections on January 18, and began dismantling the bus duct on January 21. At this point, there does not appear to be damage downstream of the switchgear to new or existing equipment. BAHA has initiated a claim with its insurance provider, Affiliated FM Insurance Company (AFM), and is working with all parties to determine the cause and repair.

When the incident occurred, the emergency generator activated and provided power to equipment tied into it, including emergency lighting and fire/life safety devices. This has allowed some life/safety commissioning to continue. McCarthy tied into emergency panels to allow construction to continue. Mobile generators have been delivered to the building and are in the process of being installed to allow main power to be restored while the electrical repair is in progress. Staff will provide a current update on the status of repair and the effects to our relocation schedule at the Authority meeting.

2. Inter-agency Collaboration

The MTC, ABAG and Air District executive management team continues to meet to discuss shared business operations and technology solutions. BAHA is working with KCA Engineers to develop parcel maps for the 375 Beale Condominium. BAHA and Office of General Counsel staff are working on finalizing other related documents that support execution of the purchase agreements with the Air District and ABAG.

3. Technology

BAHA's technology vendor, NexusIS, is entering its final phases of work, installing the network hardware and software for the Regional Headquarters Data Center. A vast majority of the network connections are completed and WiFi is in testing. The board room technology, including projection displays and video production equipment is installed and crews are training on its operation. The shared agency multi-function printing devices arrive in late January with installation scheduled shortly thereafter. Basic telephone service is scheduled for completion in mid-February.

4. Furniture Procurement

Furniture for the new building has been ordered; 90% of the budget has been expended and costs are tracking to the budget. Installation of the private offices and workstations on Levels 2, 6 and 7 has been completed. Conference room table installation has commenced. Level 8 installation began in early January and will be completed by early February. Additional furniture orders are being scheduled for installation including chairs, executive offices, and public areas/atriums.

5. Leasing Update

Attachment A is a stacking plan that summarizes the planned occupancy of the building including Agency, commercial office, and retail spaces. Attachment B provides a summary of the Twilio, Inc. lease, which was executed on January 8th. All of the commercial spaces, except the space reserved for the San Francisco Bay Conservation and Development Commission (BCDC), have been leased. Construction of the FasTrak® Customer Service Center (CSC) tenant improvements on Levels 2 and 3 is scheduled to be completed for its relocation to the building in early April 2016. Negotiations are underway to execute an agreement with Ada's Café for the smaller retail space on Level 1. Cushman & Wakefield continues to market the larger retail space.

6. Rincon Place

An agreement was executed with 201 Folsom Acquisition Partners, LP ("201 Folsom") prescribing the development and use of Rincon Place. An amendment to the grant easement was executed, providing for 201 Folsom to build out Rincon Place, which includes property owned by BAHA and property owned by 201 Folsom Acquisition Partners, LP, and complete streetscape improvements to BAHA's property. BAHA will contribute \$900,000 towards the total cost, with the balance being paid by 201 Folsom. Work is scheduled to commence in February 2016.

7. BCDC Update

There is no further news to report on the outcome of BCDC's report to the Senate Committee on Budget and Fiscal Review. In the interim, a Level 5 design was developed for the BCDC and MTC spaces similar to the other agency floors. The original plan was to build out the BCDC space concurrently with the MTC build out. However, we are now exploring options to either build out the space and lease it on a short-term basis (i.e. 3 years) or leave the BCDC space in warm shell condition with a demising wall separating the two areas, if a decision by the Governor and Legislature is not forthcoming soon.

8. Regional Resource Center (RRC)

A Request for Proposal (RFP) was re-issued by MTC to select a firm as the Regional Resource Center (RRC) customer service representative. The selected firm will provide visitors with information and products related to the three regional agencies, specifically public transportation services, assistance with and purchase of items related to MTC-managed projects, and information on transportation alternatives and transit connections. Two proposals were received and staff expects to present a recommendation for approval by the MTC Administration Committee at its February 10 meeting.

9. Move Management

Work continues with Relocation Connections Inc. (Relo) to provide move coordination services for the relocation of the partner agencies to 375 Beale Street. Execution of the contract with Alexander's Mobility Services for the physical move has been executed. The current plan is for MTC and ABAG to move during the weekend of Friday, March 4 and the Air District to move during the weekend of Friday, April 1. BATA's Fastrak® contractor, Xerox, is scheduled to move the same weekend as the Air District. We expect the first board meetings at the new building to be held in April.



Steve Heminger

Attachments

J:\COMMITTEE\BAHA\2016\01-Jan-27-2016_BAHA\4a_January 2016 Status Report_Revised.docx

375 BEALE STREET - LEASING UPDATE

375 Beale Street								
ESTIMATED AGENCY RSF - STACKING PLAN								
BOMA Legacy Method A: Smith Group 6.19.15								
FLOOR								
8	Agency (MTC, ABAG, BAAQMD) 55,700 RSF							
7	Agency (MTC, ABAG, BAAQMD) 57,300 RSF							
6	Agency (BAAQMD) 58,100 RSF							
5	Agency (MTC) 14,900 RSF	BCDC (pending negotiations) 21,000 RSF		DEGENKOLB 22,536 RSF (occupy: 2-1-2017)				
4	TWILIO 58,290 RSF (occupy: 10-15-2016)							
3	BATA-Fastrak 9,170 RSF	RUTHERFORD & CHEKENE 13,961 RSF (occupy: 6-1-16)		TWILIO 33,533 RSF (occupy: 10-15-2016)				
2	PARKING 16,064	BIKES/ LOCKERS 4,396	BAAQMD & BAHA 9600 RSF	CW 1,082 RSF	BATA-Fastrak CSC 21,100 RSF (occupy: 4-1-16)			
1	BUILDING SUPPORT 10,326	PARKING 15,912		LOBBY 14,606		Board Rooms & Public Meeting Rooms 14,200 RSF	Resource Center & ADA's 1,521 RSF	RETAIL A 4,827 RSF

Agency Space

Lease/Pending Space

Vacant Space

Agenda Item 4a – Attachment B

Commercial Office Lease #4 Summary: Twilio, Inc.

Tenant: **Twilio Inc.**
Cloud Platform Developer founded in 2007 with 485 employees in its San Francisco headquarters

Effective Date: January 8, 2016

Space: Approximately 91,823 Rentable Square Feet (RSF)
33,533/rsf on 3rd Floor Suite 300 and 58,290/rsf on 4th Floor Suite 400

Rent: Base: \$54.00/rsf (net electric)
Increase: \$1.00/rsf at anniversary
Cap: \$61.00/rsf
Average: \$57.52 /rsf over 8.04 year period

Term: Eight (8) years and two (2) weeks with two (2) three (3) year options to renew at 100% of fair market value. Also one time (subordinate) right of first refusal to lease any space that becomes available on Floors 2, 3 and 5 during initial term

Delivery: 3/1/2016 for both the 3rd floor and the 4th floor

Commencement: 7.5 months from actual delivery date of both 3rd floor in warm shell condition and 4th floor in cold shell condition.

Free Rent: None

Tenant Improvement Allowance: \$80.00/rsf (\$7,345,840)

Cold to Warm Shell Allowance: \$16.88/rsf (\$983,935.20) – transfers existing project funding from Cushman Wakefield contract to Twilio, Inc.

Commissions: \$1,836,460 (total)
Cushman Wakefield \$550,938 and Jones Lang LaSalle \$1,285,522
50% payable at lease execution and 50% due upon commencement of the lease term.

Effective Net Rent: \$14,410,861.53 (over 8.04 Year Term)

Security Deposit: \$7,437,663 as cash or letter of credit

Possessory Tax: Tenant shall directly pay any Possessory Tax due and payable by the City of San Francisco and will provide Landlord with receipt of paid invoice. BAHA will reimburse for the Base Year's Possessory Interest Tax (excluding any tax on Tenant's improvements) in the form of a rent credit.