

JACK BROADBENT
Executive Officer/APCO,
Bay Area Air Quality
Management District

ANDREW B. FREMIER
Deputy Executive Director,
Bay Area Headquarters Authority

STEVE HEMINGER
Executive Director,
Metropolitan
Transportation
Commission

BRAD PAUL
Deputy Executive Director,
Local Government Services

**BOARD OF DIRECTORS OF
375 BEALE CONDOMINIUM CORPORATION
December 14, 2017
Bay Area Metro Center
375 Beale Street, Claremont Conference Room #112
11:00 a.m. – 12:00 p.m.**

- | | <u>Action</u> |
|--|---------------|
| 1. Roll Call / Confirm Quorum
<i>Four directors are named in the Articles of Incorporation.
The presence of three will constitute a quorum.</i> | |
| 2. Minutes of the June 27th and July 6th meetings*
<i>The Board will be asked to approve the minutes of the June 27 and July 6th 375 Beale Street Condominium Corporation Board meetings.</i> | Approval |
| 3. Property Management Contract Renewal with Cushman & Wakefield of California, Inc.*
<i>The Board will receive a report on the renewal of the property management contract with Cushman & Wakefield.</i> | Information |
| 4. Bay Area Metro Center Design Approval Process*
<i>The Board will receive a report on an approval process being developed for design changes and construction projects at 375 Beale Street.</i> | Information |
| 5. Revisions to the Procurement Policy*
<i>The Board will be asked to adopt revisions to the Procurement Policy.</i> | Approval |
| 6. Bay Area Metro Center Building Directory*
<i>The Board will be asked to approve a design concept for the building directory.</i> | Approval |
| 7. 375 Beale Street Condo Financials for June 2017 and October 2017*
<i>The Board will receive a report of the 375 Beale Street Condo Financials for June 2017 and October 2017.</i> | Information |

375 Beale Condominium Corporation

December 14, 2017

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|-----|--|-------------|
| 8. | Facility Operator's Report*
<i>The Board will receive a report from the Facility Operator.</i> | Information |
| 9. | Building Projects Report*
<i>The Board will receive a report on current building improvement projects at the Bay Area Metro Center.</i> | Information |
| 10. | 375 Beale Condo Corporation Business Insurance*
<i>The Board will receive a report as to insurance for the Corporation and will be asked to approve insurance coverage.</i> | Approval |
| 11. | Public Comment / Other Business | |
| 12. | Adjournment / Next Meeting
<i>The next meeting of the Board of Directors of 375 Beale Condominium Corporation will be on a date, time, and location to be duly noticed.</i> | |

* Staff report included in the packet

Public Comment: The public is encouraged to comment on agenda items at board meetings by completing a request-to-speak card (available from staff) and passing it to the board 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 board 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: Board meetings are recorded. Copies of recordings are available at nominal charge, or recordings may be listened to at our offices by appointment. Audiocasts are maintained on MTC's Web site 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 Título 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 Corporation. Para solicitar asistencia, por

375 Beale Condominium Corporation

December 14, 2017

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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.

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**Minutes of Meeting of Directors of
375 Beale Condominium Corporation on
June 27, 2017**

1. Quorum

Attorney William Donovan presented the articles of incorporation of 375 Beale Condominium Corporation naming the four initial directors of the corporation, and he stated that all four directors were present and constituted a quorum, namely Steve Heminger (appointed by the owner of Unit 1), Andrew Fremier (appointed by the owner of Unit 2), Jack Broadbent (appointed by the owner of Unit 3), and Brad Paul (appointed by the owner of Unit 4).

2. Bylaws

Proposed bylaws were presented at the meeting (with the second sentence of Section 6.4 deleted). A motion to adopt the bylaws was made by Director Paul and seconded by Director Broadbent. There were no public comments. The motion was unanimously approved.

3. Officers

Director Heminger noted that the bylaws provide that the officers of the corporation shall be a chair, a secretary, and a chief financial officer and that the corporation may also have such other officers as may be authorized by the board. A motion was made by Director Broadbent and seconded by Director Fremier to elect director Heminger as chair of the corporation, Jack Broadbent as secretary of the corporation, and Brian Mayhew as chief financial officer of the corporation. There were no public comments. The motion was unanimously approved.

A motion was made by Director Broadbent and seconded by Chair Heminger to authorize the office of chief operating officer of the corporation and to elect Jeff McKay as the chief operating officer of the corporation. There were no public comments. The motion was unanimously approved.

4. Counsel

A nomination was made by Director Heminger to appoint Adrienne D. Weil as counsel to the corporation. There were no public comments. The nomination was unanimously approved.

5. Conflict of Interest Code

Consideration of adoption of a conflict of interest code was deferred until the next board meeting.

6. Rules of the Corporation

A motion was made by Director Fremier and seconded by Director Broadbent to adopt rules of the corporation for 375 Beale Street in the form presented at the meeting. There were no public comments. The motion was unanimously approved.

7. Tax Exemption Filings

A motion was made by Director Paul and seconded by Director Fremier that counsel Adrienne Weil be authorized to file applications with the Internal Revenue Service and the State of California for tax-exempt status determinations for the corporation and to engage outside tax counsel to assist her in that matter. There were no public comments. The motion was unanimously approved.

8. Budgets and Assessments

Brian Mayhew presented the Facility Operator's proposed financial budget for the fiscal year ending June 30, 2018 and the Facility Operator's proposed budget for the assessment of common expenses for that period, all for approval pursuant to Sections 4.02(e) and 4.02(k) of the CC&Rs. A motion was made by Director Broadbent and seconded by Director Paul to approve the budgets presented by Mr. Mayhew. There were no public comments. The motion was unanimously approved.

9. Legal and Accounting Services

Consideration of authorizing the Facility Operator to provide and pay for outside legal and accounting services pertaining to the operation of the common area and the jointly used space was deferred until a future board meeting.

10. Procurement Policy

A motion was made by Director Paul and seconded by Director Fremier that the procurement policy of MTC presented at the meeting be adopted as the corporation's procurement policy with the limitation on approval of awards in attachment A, Section 12, reduced from \$200,000 to \$25,000. There were no public comments. The motion was unanimously adopted.

11. Privacy Policy

Consideration of adoption of a privacy policy was deferred until the next board meeting.

12. Meeting Room Management Policy Issues

Teri Green and Jeremy Gladson briefed the board on meeting room management policy issues and stated that a proposed policy would be presented for board consideration at a future meeting. They recommended that the board support discontinuance of the 375 Beale Street building shuttle due to low ridership. A motion was made by Director Broadbent and seconded by Director Fremier that the corporation recommend to the Bay Area Headquarters Authority that the shuttle be discontinued. There were no public comments. The motion was unanimously adopted.

13. Business Insurance

Teri Green presented a summary of the types, amounts and vendors of insurance for the corporation arranged by the Facility Operator, and she requested approval by the

directors of that insurance coverage pursuant to Section 8.02 of the CC&Rs. She said that the policy forms are available for inspection by any director or any unit owner at any time. A motion was made by Director Paul and seconded by Director Fremier to approve the types, amounts and vendors of insurance through December 31, 2017. There were no public comments. The motion was unanimously approved.

14. Board Meeting Schedule

The directors decided that the board would meet in July, 2017, on a day and at a time announced by Chair Heminger after directors' calendars are reviewed.

15. Building Access and Security Services

Teri Green reported as to the current building access and security services for 375 Beale Street. An updated report will be presented at the next board meeting. There were no public comments.

16. Chief Financial Officer's Report

No report of the chief financial officer was submitted.

17. Facility Operator's Report

Teri Green presented the report of the Facility Operator. There were no public comments.

18. BAAQMD Report

The board received a report from the Bay Area Air Quality Management District as to hazardous materials storage and insurance. There were no public comments.

19. Building Projects Report

Steven Wolf presented a report from the Facility Operator on current building improvement projects. Director Fremier gave presentation on plans for the large retail space. There were no public comments.

20. Public Comment/Other Business

There were no questions or comments from the public.

21. Adjournment

Chair Heminger adjourned the meeting at 10:30 a.m.

**Minutes of Meeting of Directors of
375 Beale Condominium Corporation on
July 6, 2017**

1. Quorum

Chair Heminger confirmed a quorum, namely Steve Heminger (appointed by the owner of Unit 1), Andrew Fremier (appointed by the owner of Unit 2), Jeff McKay (appointed as delegate by the owner of Unit 3), and Brad Paul (appointed by the owner of Unit 4).

2. FY 2017-18 Operating Services Contracts

Teri Green presented a number of contracts/purchase orders that are required in order to support the Condominium Corporations' shared services indicating that at the last meeting of the Corporation, Chair Heminger was given authority to negotiate and execute operating services contracts and/or issue purchases with a cap to \$25,000. The presented contracts are subject to Board approval since they each exceed the Condominium Corporation Chair's current delegated signature authority. These contracts are required for the fiscal year beginning July 2, 2017 and ending June 30, 2018 and she requested approval by the directors. A motion was made by Director Fremier and seconded by Director McKay to authorize the Chair, or his Designee, to negotiate and execute operating services contracts and/or issue purchase orders not to exceed amount indicated:

Datalink – \$110,000
Secure Works – \$50,000
AT&T - \$30,000
NTT - \$80,000
Level 3 and Cogent - \$30,000
NexusIS/Dimension Data - \$45,000
TBD (audio visual hardware and support) - \$50,000
JC Paper - \$25,000
First Choice Coffee Services - \$80,000
AAA Business Solutions - \$70,000
Cushman and Wakefield - \$30,000

There were no public comments. The motion was unanimously approved.

3. Revision to Limitation on Delegated Signature Authority Under the Corporation's Procurement Policy

Consideration of revising the limitation on delegated signature authority under the Corporation's procurement policy was deferred until the next board meeting in September.

4. Public Comment/Other Business

There were no questions or comments from the public.

5. Adjournment

Chair Heminger adjourned the meeting at 2:52 p.m.

375 BEALE

CONDOMINIUM CORPORATION
Memorandum

Bay Area Metro Center, Suite 800
375 Beale Street, San Francisco, CA 94105
TEL 415.778.6700
EMAIL info@mtc.ca.gov
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Date: December 6, 2017

AGENDA ITEM 3

Subject: Property Management Contract Auto-Renewal with Cushman & Wakefield of California, Inc.

Summary:

This is an informational memorandum advising the Board of staff's intention to allow BAHA's contract with Cushman & Wakefield of California, Inc. (CW) for property management services at the Bay Area Metro Center to automatically renew for the first of two five-year renewals, and to increase the Management Fee by an amount not to exceed a total \$1,100,000 over this term.

Background:

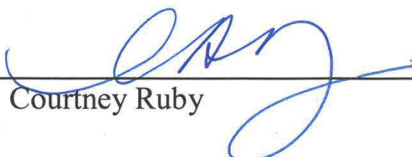
CW was selected in January 2013 in response to a competitive procurement to assist BAHA with property management services, including building management, tenant services, building engineering, security, parking, and janitorial. Under the current contract CW is responsible for a full range of services including, but not limited to:

- Developing a plan for the management and operations of the facility (including parking) for approval by BAHA including a structure for assessing and allocating annual operating cost.
- Providing for the operation and maintenance of building equipment and systems including preventative maintenance, routine repairs and capital improvements; and providing janitorial, security, building engineering, construction management and other services required in the ordinary course of managing and operating the building.
- Maintaining an on-site business office and being available 24 hours, 7 days a week for owner and tenant issues.
- Developing and maintaining the annual operating and capital budgets; completing financial accounting including the collection and reporting of all revenues received (i.e. rents, deposits and other related financial agreements); and providing assistance to support third party audit of financial records and tax returns, as required.

CW's Management Fee, which is exclusive of all direct operating expenses included in the annual BAHA budgets, is based upon CW's 2012 proposal:

Monthly Management Fee	Current Fee 11/17	Estimated 5 year total (2018-2023)
\$10,000 through development phase \$12,500 @ 40% occupancy \$16,000 @ 80% occupancy 3% per year increase thereafter	\$16,480	\$1,049,935

The funds for this contract renewal are subject to the approval of future BAHA operating budgets by the BAHA board.



Courtney Ruby

375 BEALE
CONDOMINIUM CORPORATION
Memorandum

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375 Beale Street, San Francisco, CA 94105
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Date: December 6, 2017

AGENDA ITEM 4

Subject: Bay Area Metro Center Design Approval Process

Summary:

This item introduces for information an approval process being developed for condo member agencies to follow when undertaking design changes and construction projects at the Bay Area Metro Center (Metro Center)

Background:

The Bay Area Air Quality Management District (Air District) contemplates making modifications to its unit to add seating to accommodate an influx of new positions. Currently there are no established processes for pursuing this work; however, Section 5.05 of the Covenants, Conditions, and Restrictions (CCRs) contemplates design rules or standards to be adopted by the Board.

Staff from the Air District and BAHA are working together to develop a draft workflow diagram for consideration by the Board, summarized as follows:

Step 1: An agency determines a project is necessary and defines the scope and location of the work to be performed.

Step 2: The Property Manager reviews the project to determine if the project is in compliance with Board-established design standards; if there are any impacts to building operations that need to be considered; and if regulatory review is required.

Projects requiring regulatory review require design drawings be developed and submitted to the appropriate regulatory agency: Division of State Architect for accessibility; Office of State Fire Marshal for fire and life safety; and a third-party engineer for mechanical, electrical, plumbing, or structural design.

Step 3: The need to submit the project for Board approval will be dictated by whether the project is within the agency-owned space and whether it is in variance with Building or Agency Standards.

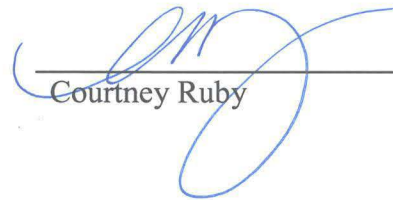
Building Standards would be those operational standards created to allow building systems to operate within their designed loads and those aesthetic standards that would allow outwardly (i.e. from outside a Unit) visible components to remain compatible with the building aesthetics. Examples of these standards include available air from each air handler, plug load capacity, exterior window shade style, perimeter light fixture style, and sustainability requirements. Generally, these standards are laid out in the Tenant Improvement Guidelines developed by Perkins + Will (see Attachment A).

Agency Standards would be those operational and aesthetic standards established to create a uniformity in design as experienced from within the agency space. These standards have not been formally documented, but examples would include make, style, and location of various finishes, make and model of furniture, and access to daylight views. These design elements have their roots in

the original goals of the relocation as established as early as Vision Session 1 held with Air District and MTC in January 2012 (see Attachment B).

Step 4: Assuming the agency receives Board Approval, where necessary, from Step 3, the agency would proceed with the project, developing drawings and obtaining permits as needed, selecting contractors, coordinating work with the Property Manager and any impacted agencies or tenants, and providing as-built drawings at the project's conclusion.

Next steps are for staff to address any comments from the Board, update the Tenant Improvement Guidelines to conform to the current state of the Metro Center, and develop a formal set of Agency Standards. Then staff would bring this item back to the Board for approval.



Courtney Ruby

Attachments

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375 BEALE STREET

TENANT IMPROVEMENT GUIDELINES

Attachment A

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TENANT IMPROVEMENT GUIDELINES 375 BEALE STREET, SAN FRANCISCO

375 BEALE STREET / TENANT IMPROVEMENT GUIDELINES

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**SECTION 01-
OVERVIEW**

375 BEALE STREET /
PROJECT OVERVIEW



Sustainability is reflected through both the re-use of an existing structure... as well as through the consolidation of multiple agencies.

PROJECT VISION

The repurposing of the former Rincon Annex Postal Facility into a state of the art home for several Bay Area public agencies speaks to the heart of the urban and regional sustainability that these agencies promote. The repurposing continues the tradition whereby the original Marine Corps Depot of Supplies Storehouse Extension”, built in 1942 to support the war effort, was transformed into the US Postal Service’s Rincon Annex, and is now being further transformed into a local government agency headquarters building to be shared by the Metropolitan Transportation Commission [MTC], the Bay Area Air Quality Management District [BAAQMD], and the Association of Bay Area Governments [ABAG].

Sustainability is reflected through both the re-use of an existing structure located in a transit-rich environment at the heart of the Bay Area, as well as through the consolidation of multiple agencies, with complimentary missions, allowing for greater interagency cooperation and sharing of resources. In addition, the design intervention of an atrium, allowing natural light to reach the core of this deep

floor-plate building, will present opportunities for serendipitous encounters between agency staff with the goal of encouraging greater inter-agency collaboration. This approach supports the inter-agency planning goals represented by the One Bay Area Plan, which has been developed to provide for integrated, sustainable land-use and transportation planning.

It is into this integrated, sustainable environmental vision that new Tenants will be invited to contribute their own identity. However, like any good neighbor, this contribution should work within the context of the building's vision. The following guidelines are provided to assist the new Tenant provide a state-of-the-art, innovative and flexible workspace.

Like any good neighbor, this contribution should work within the context of the building.

The repurposed building includes three primary focus areas:

COMMON AND PUBLIC AREAS

- New main entry from Beale Street and central full-building-height atrium
- New agency commission Board Room and multi-purpose meeting rooms
- Integrated ground floor retail and transit-related services
- Secure bike parking
- Lockers and showers
- Seismic strengthening

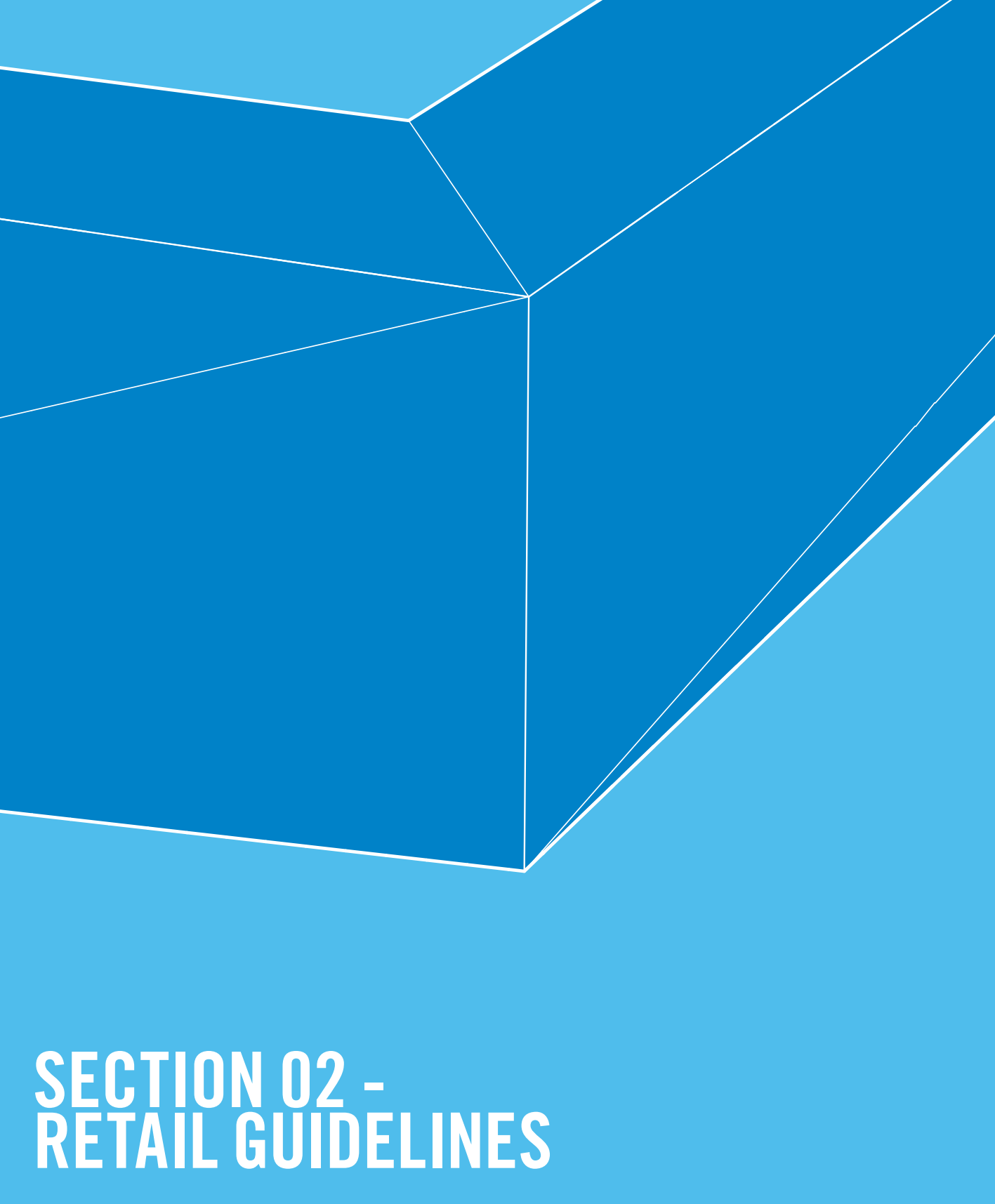
GOVERNMENT AGENCY FLOORS WITH

- Flexible and open office floor plan that maximizes access to light, air and views and provides flexibility for a variety of office layouts
- Energy efficient, fully refurbished mechanical systems
- New electric, data network backbone, plumbing and life safety systems
- Operable windows on all four frontages

TENANT FLOORS

- New elevator cabs and refinished lobbies
- New bathrooms
- New electric, plumbing and life safety system trunk lines / risers

Attachment A



SECTION 02 - RETAIL GUIDELINES

375 BEALE STREET /
RETAIL TENANT IMPROVEMENT
GUIDELINES



RETAIL OVERVIEW

Ground floor commercial retail consists of 4,300-square-foot Retail 102, to the north of the main lobby and 680-square-foot Retail 103, to the south, both graced with 17-foot floor-to-ceiling heights. Each space has an exterior entry from the Beale Street sidewalk, with a building-provided frame for a fabric canopy above these entries. Retail 102 also has a second exterior entry onto the future Rincon Place mid-block passage, which will be accessible to the general public. In addition, the design intent is for Retail 102 to have an additional full-height door / connection into the ground floor lobby / atrium space.

The ground floor retail spaces are provided as raw space with unique street addresses and building entries. Retail Tenants will retain their own gas and electrical service as

described below and will have water service on a sub-metered basis. Tenants must install toilet rooms and amenities, as required by code. These retail space guidelines are distinct from the office space guidelines.

Note: Retail 105 is planned for future agency customer-service space and is not included as part of the commercial retail space.

Landlord will provide CAD drawings of “as-built” conditions.

FINISHES

Flooring

Space floors are concrete and delivered in a generally level condition ready for the application of flooring material. Tenants may leave the floor structure exposed and/or install any flooring materials that conform to door threshold transitions at the exterior.

Exterior walls

Raw exterior wall finish is either the original unfinished exposed horizontal board-formed concrete or unfinished smooth-faced concrete in areas of seismic strengthening. Tenant may leave the exposed concrete unfinished or painted. If the concrete is to be covered by a finished wall, batt-insulation is encouraged to promote energy efficiency and thermal comfort. Windows may not be concealed by opaque walls and interior walls may not terminate within an exterior window or against an exterior window mullion. New furred walls should be detailed to integrate with existing window frames.

Windows

Retail windows on the street frontages are part of an infill window system with clear vision glass provided throughout. Frames will be a black anodized aluminum finish. Detailing of window shades should take mullion locations into consideration.

Ceiling

Raw ceilings are unfinished, board-formed concrete. Any openings created during base building construction will be patched by Landlord with concrete to the extent practicable. Tenants may leave ceilings exposed or suspend finished ceilings from them; fasteners and anchors are allowed. Ceilings may not drop below the height of the top of the glazed window openings. However, they may drop below the louver openings, where such openings are located within the same framing system as the glazing. Where this occurs, the ceiling shall align with the horizontal mullion below the louver and in no instance shall intersect with the glazed opening below.

Columns and Shear Walls

Interior structure includes both original concrete columns and new concrete shear walls. This structure may be either exposed or covered. Fasteners are allowed. Any openings created during base building construction will be patched by Landlord with concrete to the extent practicable.

Demising Walls

Full height drywall on metal studs, taped and sanded for smooth "paintable" finish are included in the base building design.

Building Exterior

No changes to the building exterior are allowed on street frontages. At the Rincon Place mid-block passage frontages, building mounted lighting is acceptable, pending reviews and approval by the Landlord. The metal framework for building mounted canopies are provided, however the fabric awning shall be provided by the Tenant. The design of the awning, including any applied signage, shall be reviewed and approved by the Landlord prior to fabrication and installation. Lighting of the canopies is permitted; however, such lighting shall be from behind the awning and all conduit shall be concealed. The final awning lighting design must be reviewed and approved by the Landlord prior to installation.

New exterior doors are provided for each retail space as described above. Any desired additional exterior doors will require Landlord and City approval which is the Tenant's responsibility; any such additional new doors will be paid for by the Tenant.

Signage

Signage is acceptable mounted on retail entry doors and/or on a building-mounted sign adjacent to the retail door and on the building corners. City approvals for any new signage are the responsibility of the Tenant and shall also be reviewed and approved by the Landlord prior to submittal for City permit.

Atrium Access Rolling Grille

The retail vendor of Retail 102 is responsible for constructing lockable roll-up grillwork with rectangular openings between the retail space and the Atrium Lobby. The roll-up grille should remain open during the retail space and building's common business hours and shall be designed to integrate the retail and atrium spaces. The openings in the south wall of Retail 102 should extend up to the 12' 6" high atrium soffit. The exact location of the roll-up grilles will be reviewed and approved by the Landlord, and will be dimensioned approximately 12' 6" high by 20' 0" wide, and 12' 6" high by 12' wide. The tenant is responsible for all structural steel and anchorage required for the installation of the roll-up doors. The tenant may specify an extruded aluminum rolling grille such as that from Alutech, or a Landlord-approved, comparable product.

Toilet Rooms

Tenants are responsible for any code required toilet rooms per their space design. See systems discussion below for location of utilities.

STRUCTURAL

Retail area floors are slab-on-grade construction with an allowable live + dead load of 100psf. Additional loading, as may be required by individual pieces of equipment, will require a foundation design to be prepared by a Structural Engineer licensed in the State of California, and shall be reviewed and approved by the Landlord, as well as obtaining approvals from the City of San Francisco

LIGHTING

Interior retail lighting is to be determined by the Tenant, but shall be in compliance with the requirements of Appendix 2: Lighting Guidelines. Any additional lighting in either the Rincon Place mid-block passage or at an entry into the ground floor lobby atrium is to be reviewed and approved by the landlord. Exterior lighting should be designed to provide the minimum acceptable lighting for outdoor dining needs, while at the same time preventing light-spill into the units located within the residential development north of Rincon Place. All conduit serving these locations shall be concealed from view at both Rincon Place and the atrium.

ACOUSTICS

Retail Tenants must design their space to mitigate sound transmission to the office space above between the hours of 7am and 6pm. The maximum sound transmission to the space above from amplified music may not exceed 30 dBA. Sound levels within the retail space above 75 dBA will require upgrades to the ceilings/slab separation to the office above. Any equipment hung from the ceiling must be isolated from the structural slabs via springs or other sound isolation devices.

ELECTRICAL

Retail Tenants must provide their own metering and distribution equipment. Landlord is responsible for the electrical distribution from the building main electrical room to the Tenant's space. The Tenant will then provide a meter and all distribution equipment, panels, and transformers, as required to serve the space.

Currently, Retail 102 has a 400amp feeder stubbed into the space, while Retail 103 and 105 have 200amp feeders stubbed into their spaces. In the event that these provisions are inadequate, additional power may be provided via a separate, additional feed from the building's main power

distribution. A second meter would need to be provided, as well.

Emergency power is available to Tenants for life safety systems including emergency lighting only. No emergency or generator power is available for Tenant use.

HVAC

General

Ventilation air is to be taken in via louvers contained within the new exterior window frame assemblies on Beale Street. Retail Tenants are responsible for providing kitchen ventilation and air quality management per code and City standards. Space conditioning exhaust is to be directed through the louvers within the retail spaces as noted above and shall directed toward the street. At Retail 102 any kitchen exhaust shall be routed via an existing chase to the roof; at Retail 103, kitchen exhaust [subject to review and approval by the Landlord] may be directed through the louvers within the retail spaces as noted above and shall directed toward the street.

Tenants are responsible for SF Green Building Ordinance / Title 24 compliance documentation. Existing uninsulated concrete walls and dual-pane windows are allowed to serve as the baseline design for SF Green Building Ordinance / Title 24 and can be left as is without penalty.

Provision has been made for Tenants to install rooftop equipment or equipment in the garage levels for any 24 hour cooling equipment using the Tenant riser closets providing access to the roof and to the garage levels. There is no base building provision for dedicated Tenant exhaust system.

Space heating and cooling is by the Tenant with no heating hot water, chilled water or condenser water provided by the base building systems.

WATER AND SEWER

Domestic Water

Domestic water is stubbed into each space via a 1 ½-inch cold water pipe at Retail 102 and a 1 ½-inch cold water pipe at Retail 103. Water will be served from the main building service. Sub-meters will be installed and Tenants will be billed for their water consumption. Tenants will generate their own hot water via either a gas- or electric-fired hot water heater installed by Tenant at Tenant's expense. Provision for gas venting up the building is not available with the base building systems. Distribution of hot water within the Tenant's space will be the responsibility of the Tenant.

Toilets & Recycled Water

Although the building falls within the San Francisco Eastside Recycled water district it is not dual-plumbed for future recycled water.

Toilets in Retail spaces will make use of the building core water and sewer risers in this location. Usage for the Retail toilet cores will not be metered separately.

Tenants are responsible for the design and construction of code-compliant toilet rooms.

Sanitary Sewer & Grease Control

Sanitary sewer connection is available via the building's main 8-inch sewer lateral at Retail 102 and 4-inch sewer lateral at Retail 103. Tenants are responsible for saw-cutting and trenching, and back-filling sewer connections through the existing concrete floor to reach a lateral. Replacement concrete floor slab is also the Tenant's responsibility. No dedicated grease interceptors are provided at either retail space. If required, the Tenant may install a below slab grease interceptor, subject to review and approval by the Landlord, or use under-sink units. Tenants are responsible for maintenance of such grease interceptors.

Gas

Retail Tenants must make their own service applications with PG&E for gas hookup and metering. Gas meters are to be located in the gas room on Beale Street. A 1-inch gas line is stubbed to each retail space. Each of these connections has capacity for delivering up to 1,000 cubic feet per hour. If additional gas supply is desired, Tenant is responsible for coordination with PG&E and installing any upsized gas service line.

Communications

The primary telecommunications services provider for the building is AT&T. Additional providers can be given access by the landlord as required. The service providers demarcate within the Minimum Point of Entry (MPOE) room, which is located on Level 01 at the Main Street side of the building. Retail Tenants are to make their own service applications with AT&T, or their preferred provider, and locate their panel in the Level 01 MPOE room. Retail 102 is served by [3] 2-inch empty conduits at ceiling level, which run back to the existing MPOE room. Retail 103 is served by [2] 2-inch empty conduits at ceiling level, which run back to the existing MPOE room.

Access Control/Security

The base building access control and security system is

AMAG Symmetry Security. Retail Tenants must provide their own security arrangements for access control and intruder alert monitoring and must coordinate any such system with the base building system per Landlord's direction.

Security cameras are provided at selected exterior locations and are monitored by the base building.

Fire Protection

The base building fire protection system includes 8-inch standpipes and a locally approved distribution system. Landlord will provide shell space sprinkler coverage, to be modified by the Tenant for code compliance based on their space design. Any modifications to the fire sprinkler system and layout will require the Tenants to obtain approvals from the City of San Francisco Fire Department prior to fabrication and installation.

Life safety

The base building fire alarm system is an Edwards system. Tenants must comply with City of San Francisco codes and obtain SF Fire Department plan check for approvals prior to installation. Tenants' system must coordinate with the base building system per fire codes and/or the Landlord's direction.

Waste Management

Retail Tenants must make their own trash/recycling/composting arrangements with Recology. Waste must be staged within the retail space or at the Level 01 trash compaction area per agreement with the building Landlord and Recology. The Level 01 trash and recycling compaction area may not be used without Landlord prior approval.

Loading

Retail spaces may be serviced from Beale Street only. Vehicles are not allowed into the Rincon Place mid-block passage.

Regulatory Review & Construction Hours

All Tenant improvements shall be reviewed by, and receive a building permit from, the City of San Francisco's Department of Building Inspection. This shall include review and approval for all work involving architectural [including non-loadbearing partitions], structural, mechanical, electrical, plumbing, fire sprinkler, fire alarm and exiting.

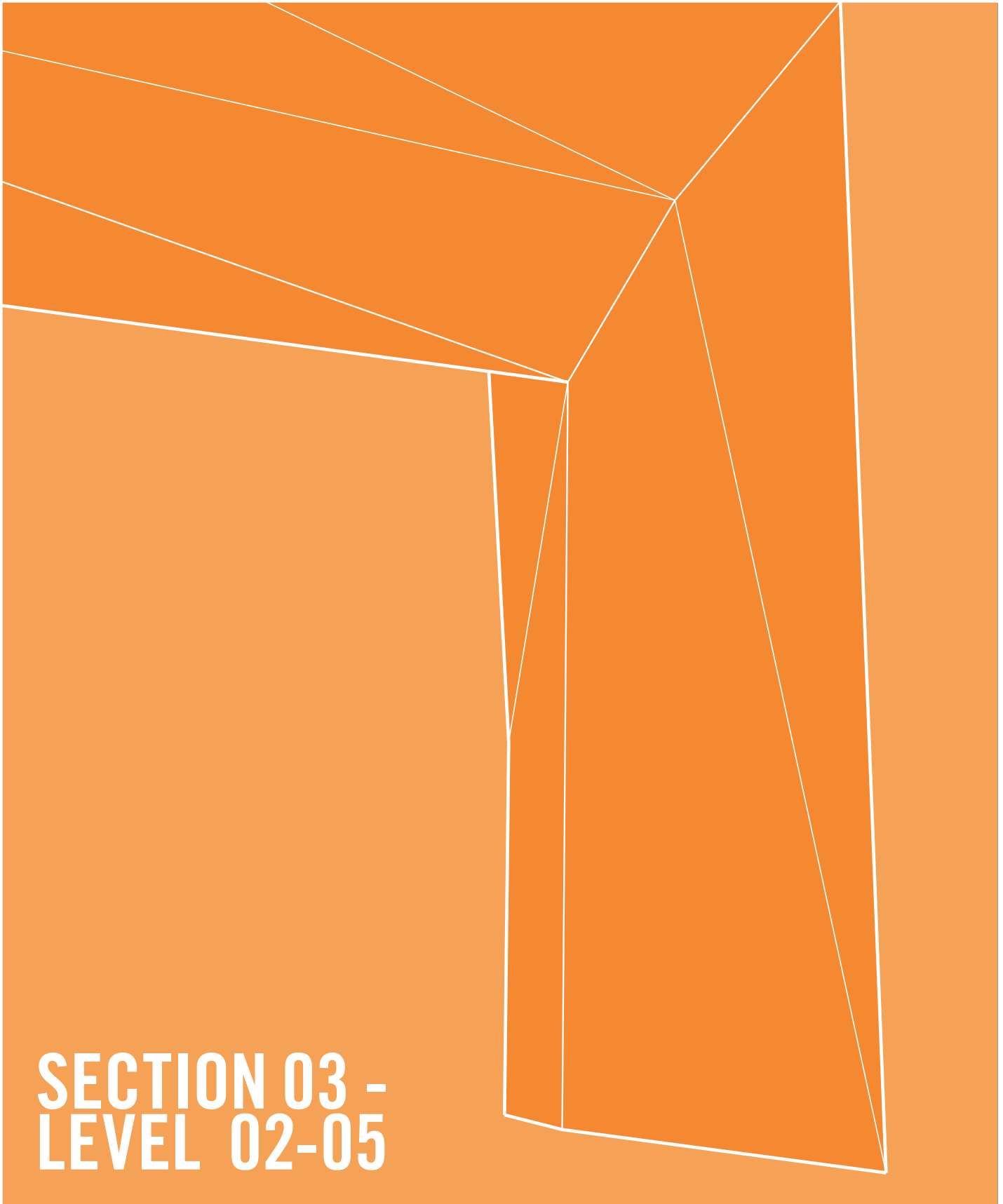
Landlord will provide CAD drawings of "as-built" conditions.

Tenants whose construction exceeds \$20,000 and 1,000 SF of area are required to meet Cal Green requirements. Tenants whose renovations/interior fit-outs exceed 25,000

SF and \$500,000 are required to meet the SF Green Building Ordinance.

Tenants will also need to maintain the core building's energy and water efficiency standards as they will apply to 375 Beale's LEED status (see Appendix 1).

Prior to commencing any tenant improvement construction work, the Tenant shall establish a work plan and schedule for review and approval by the Landlord. Access to the work site, construction staging and deliveries, construction hours, dust and noise control shall be included in the work plan and schedule. Potential negative impacts on other building tenants as well as neighboring residents [both at Rincon Place and across Beale, Main and Harrison Streets] shall be addressed with mutually agreed upon mitigation measures being identified and implemented. Construction work generating airborne or impact noise shall be restricted to hours and days mutually agreed upon with the Landlord. This work will include the use of powder actuated tools or drilling for attachments into the floor or ceiling slabs of adjoining occupied space. Typically such activities will be restricted to off-hours or outside the adjoining tenant's typical work hours. In addition, such work hours may be further restricted so as to take into account the requirements of the neighboring residential units. In all instances, the Tenant shall conform to the requirements of the City of San Francisco's Noise Control Ordinance [Refer to Police Code Section 2908 regarding noise between the hours of 8:00 pm and 7:00 am]; however, special permits may be obtained from the City. Obtaining such permits shall be solely the responsibility of the Tenant. The granting of such permits by the City does not preclude the need by the Tenant to obtain prior approval for any work plan and schedule from the Landlord.



**SECTION 03 -
LEVEL 02-05**

375 BEALE STREET / LEVEL 02-05 DESIGN GUIDELINES



FINISHES

Flooring

Unless specially noted in the “Acoustics” section of this report, outside of the Elevator Lobby area Tenants may install any flooring materials that conform to the allowable space, provided code approved transitions are provide between floor finishes. Within the elevator lobbies the building structural floors allow a maximum of 1/8” clearance to finish floor level as dictated by the elevator door thresholds.

On Level 02 only carpet with pad, or other floor finishes capable of resisting impact-generated sound [IIC-65], shall be installed between grid-lines 4 & 9, A & D [above the Level 01 Agency Board Room and related rooms inclusive] and between grid-lines 2 & 6 and atrium edge and grid-line H [above the Level 01 Agency Multi-purpose Rooms inclusive].

No exposed or treated concrete flooring is permitted in these areas; resilient or laminated wood flooring, or area rugs, may be acceptable if impact noise reduction meets criteria acceptable to the Landlord. The Tenant shall submit product information (including acoustical lab test data) for any proposed non-carpet with pad floor finish substitutes. The Tenant is required to hire an acoustical engineer to verify that any change to the above described floor finish will achieve the required sound criteria.

Exterior walls

Raw exterior wall finish is either the original unfinished exposed horizontal board-formed concrete or unfinished smooth faced concrete in areas of seismic strengthening. Tenant may leave the exposed concrete unfinished or painted. If the concrete is to be covered by a finished wall,

batt-insulation is encouraged to promote energy efficiency and thermal comfort. Where interior walls terminate against an exterior or atrium window mullion they shall be detailed such that the wall is held back a minimum of 1 3/4-inches from the interior face of the mullion and finished with PTD Aluminum Partition End Cap. The 1-3/4-inch gap between end cap and mullion shall be sealed with a proprietary expansion channel Such as a "Michael Rizza Aluminum Silicon Expansion Channel", or approved equal. New furred walls should be detailed to integrate with existing window opening surrounds.

Ceiling

Raw ceilings are generally unfinished, board formed concrete. Ceilings will have some exposed structural anchors or nails that protrude from the underside of the concrete beams. Ceilings may also contain areas of patching or chips, and may show cosmetic markings from the original construction or the renovation work. Code-required fireproofing material may also be present in some areas, including where the slab has been infilled or strengthened. Ceilings may not drop below the height of window heads for at least 4 feet from the exterior wall plane. Ceilings left by Tenant in an exposed condition may be cleaned of all existing nails and anchors, may be sandblasted or cleaned, or may be painted, all subject to Landlord prior written approval in all instances.

Columns and Interior Load Transfer Walls

Interior structure includes both original circular concrete columns with tapered caps and square drops as well as three interior load transfer walls at Level 02. Columns, caps and drops may show signs of patching or chips, and may show cosmetic markings from the original construction work. This structure may be either exposed or covered. Fasteners are allowed. Painting of columns and concrete walls may be allowed subject to Landlord prior written approval.

Windows

Tenants must retain existing exterior window frames where they occur. Sills may be extended or covered with a top sill but window frames should not be damaged. Frames may be painted on the interior side only, but windows shall not be painted, modified, or covered except with the specified window shade below. Windows must remain operable where occurs. Access to windows shall be maintained for window washing.

Windows must use the building standard roller window shade as detailed below:

1. Sunscreen Fabric: EcoVeil® Screens 1550 Series; 3% openness; color to match agency floors.
2. Acoustical Sunscreen Fabric: Acoustiveil; NRC 0.55; color to match agency floors.
3. Light Blocking Fabric: 0700 series; 1011 Porcelain; 2% - 3% openness.
4. Bottom Hem: Straight.
5. Operation: Manual or motorized.

No window coverings are permitted on the atrium glazing.

Building Exterior

No changes to the building exterior are allowed. No signs, advertisements or other items may be hung in or out of any Tenant window.

Tenant Elevator Lobby

Elevator lobby finishes for full-floor Tenants are to comply with the standard Tenant office finish guidelines for floors, walls, ceilings with the following modifications:

Within the elevator lobbies the building structural floors allow a maximum of 1/8" clearance to finish floor level as dictated by the elevator door thresholds.

The elevator vestibule must maintain a smoke separation to the main Tenant space. This may be accomplished with 1-hour walls and 20-minute fire rated doors either on automatic closers or with magnetic hold-opens tied to the building fire system. A glazed partition with glazed doors on closers may also provide acceptable separation if it meets code the SFM interpretations for required smoke barrier ratings. For Tenants who would like to maintain maximum openness to their suite, a 1-hour smoke rated side-sliding rated accordion-folding door can be pocketed to one side [Won-Door is an example of such a door].

The elevator lobby floor is concrete and delivered in a generally level condition ready for the application of flooring material. Tenants may leave the floor structure exposed and/or install any flooring materials that conform to door threshold transitions at the exterior. If the floor structure is left exposed, a penetrating hardening/dustproofing/sealing liquid floor treatment is required as detailed below:

1. Water-based, colorless, odorless solution of specialized reactive chemicals which penetrates concrete surfaces to seal, densify and harden.
2. Warranty: 10 years.

3. Basis of Design Product/Manufacturer: Subject to compliance with the requirements, provide Day-Chem Sure Hard Densifier (J-17) by Dayton Superior or a comparable product by another manufacturer, acceptable to the Architect.

The elevator lobby raw ceilings are unfinished, board-formed concrete. Tenants may expose these ceilings or suspend a building standard wood ceiling from them, details of which are below. Ceilings may not drop below the height of the top of the elevator cab doors or doors into the main Tenant space. Ceiling design and location shall be approved in advance in writing by the Landlord.

9WOOD WOOD PANELS:

- Style: 3100 Acoustic Plank.
- Species: Hemlock veneer, quarter sliced, or as approved by Landlord
- Thickness: 1 inches.
- Width: 7 9/16 inches
- Fire Rating: Class, e.g., Class 1(A) Fire Rating.
- Face: 1/16-inch-wide grooves spaced 5/16 inches on center.
- Finish: Clear Finish.
- Perimeter trim: Nominal 1 x 8 solid hemlock.
- Acoustic Insulation: Acoustic scrim, factory applied.
- Field Applied Acoustic Insulation: 1-inch-thick black sound absorbing material installed above planks, between t-bar runners, on walls install between furring members.

Furniture

Reception desks and other items may be placed in the lobby so long as access to the elevators is not blocked and all items are approved through city plan check. In addition, wall and ceiling finishes shall comply with the flame-spread and smoke-development index requirements, as well as Table 803.9 of Chapter 8, California Building Code [CBC], 2013 Edition, or its equivalent section in the adopted Building Code at the time of construction.

Toilet Rooms

Toilet rooms are fully finished and functional. No modifications may be made without prior written approval from Landlord.

Four future office Tenant, plumbing shafts have been provided with sanitary, ventilation and domestic cold water only. These pipes are capped and or valved and capped at each

riser for Tenant connection. No exhaust ventilation provision has been made for Tenant floors 02-05. Four [4] four-inch-diameter penetrations have been allowed for Tenant access to the roof for any specialized services they may have.

Janitor's Closet

Janitor's closet is in an existing location and will re-use existing janitor's sink. Lighting is provided. No support shelving for supply storage provided. Rooms have a door, frame and lock. No FRP provided adjacent to the mop sink.

Structural

Building floors have an allowable office live load of 100psf. Any use requiring greater loading will require structural engineering floor structure upgrades.

Any modifications to structural floors, including coring, must be approved by Landlord.

Lighting

Lighting systems shall be designed to optimize energy performance and minimize glare to the building exterior. All lights within 15 feet of the perimeter of the building and the shared atrium space should be reviewed with the Landlord to comply with the aesthetic for all floors. Landlord strongly encourages incorporating lighting controls described in the Systems section of these guidelines, many of which will be required by the California Energy Code 2013 Standards. Fluorescent lighting sources are required to have a color temperature of 3500K and LED sources are to be 3000K. Additionally, LED sources are required to have 85 CRI, but recommended to have 90+ CRI.

Further lighting strategies and recommendations are provided in Appendix 2. Tenants are advised to engage a lighting designer to optimize both the qualitative aspects of space and task lighting as well as to recommend appropriate controls and energy performance measures.

Kitchen and Break Rooms

Utilities provided to each suite for kitchen / break-room use include electricity (electricity comes from the Tenant electrical panel), cold water and sanitary sewer. Each floor has four domestic water, waste, and sanitary ventilation risers (one south of the AHU 1 shaft, one north of the elevator core, one north of Stair 3, and one south of Stair 4). Kitchen and break rooms do not have to be located directly adjacent to these connections, though locations more than 50 feet distant should be reviewed by a plumbing contractor.

Depending on available space, Tenants may be able to use spare risers for future electrical conduit to the roof. Office

Tenants will have the four locations being provided with multiple 4-inch diameter penetrations both up to the roof and down to Level 1 or 2 (Garage Areas) for their needs. Only cold water is provided; all kitchen water heating must be provided by the Tenant. No exhaust to the building exterior is allowed. Installation of garbage disposals is discouraged, however this may be reviewed on a case-by-case basis with the Landlord. For office Tenants, natural gas is not available.

MULTI-TENANT FLOOR STANDARDS

On floors occupied by more than one Tenant, the Tenant will share in the cost to fit out the lobby and shared corridor to building standards. These standards are:

Flooring

Space floors are concrete and delivered in a generally level condition ready for the application of flooring material. Tenants may leave the floor structure exposed and/or install any flooring materials that conform to door threshold transitions at the exterior. If the floor structure is left exposed, a penetrating hardening/dustproofing/sealing liquid floor treatment is required as detailed in the above standards for the Tenant elevator lobby.

Ceiling

Raw ceilings are unfinished, board-formed concrete. Any openings created during base building construction will be patched by Landlord with concrete to the extent practicable. Tenants may expose these ceilings or suspend finished ceilings from them; fasteners and anchors are allowed. Ceilings may not drop below the height of the top of the glazed window openings. However they may drop below the louver openings, where such openings are located within the same framing system as the glazing. Where this occurs, the ceiling shall align with the horizontal mullion below the louver and in no instance shall intersect with the glazed opening below.

Tenant Doors

Solid core wood veneer doors and aluminum frames, fire rated as required. Wood species to be Douglas Fir, subject to approval by the Landlord.

Tenant Suite Signage

Signage is acceptable mounted adjacent to the Tenant suite door. Size and design subject to approval by the Landlord. City approvals for any new signage are the responsibility of the Tenant and shall also be reviewed and approved by the Landlord prior to submittal for City permit.

Where a Tenant, with prior approval from the Landlord, is proposing to split their floor so as to share with another Tenant, the newly created suites shall be demised and accessed as follows:

DEMISING PARTITIONS:

1. 3 5/8" steel studs 24" on center to structure above with seismic bracing as required.
2. Partition to be taped smooth to receive quality paint.
3. Straight-line termination at building columns, sound sealed gasket closure at mullion termination.
4. Stagger and caulk around electrical outlets and other boxes. Caulk around conduit and other through-the-wall penetrations. Caulk entire perimeter of wall at floor, exterior wall and ceiling.

MULTI-FLOOR TENANTS

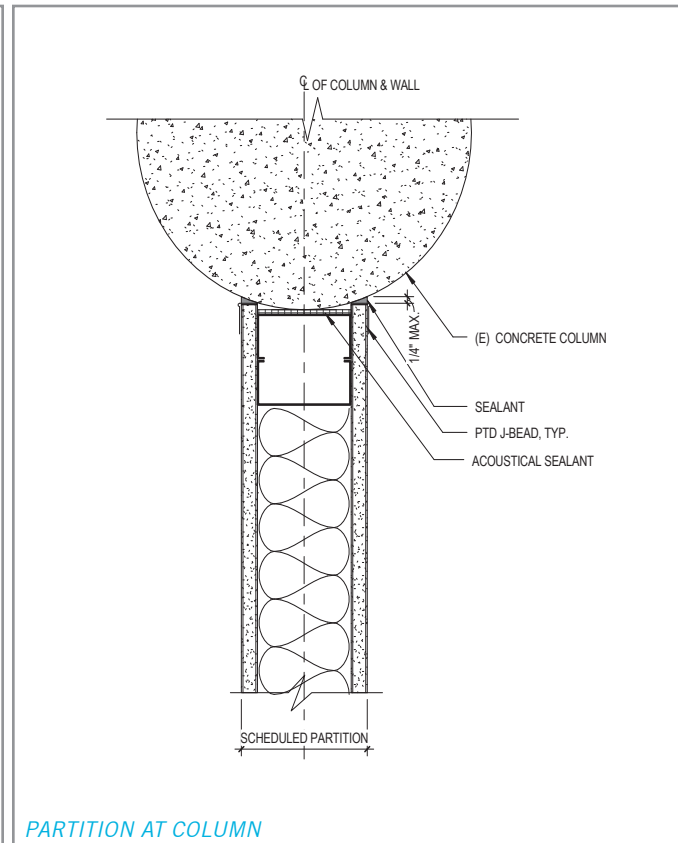
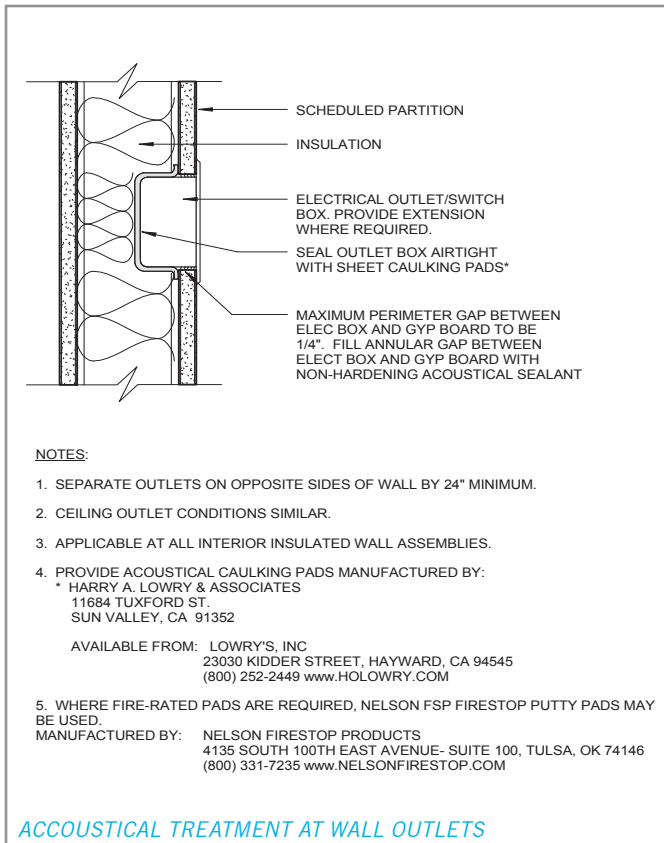
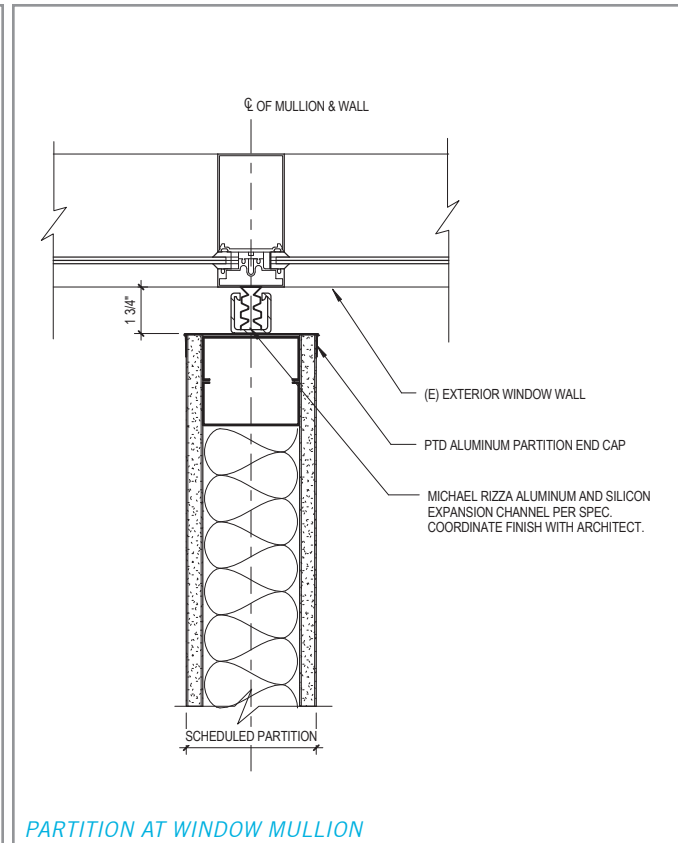
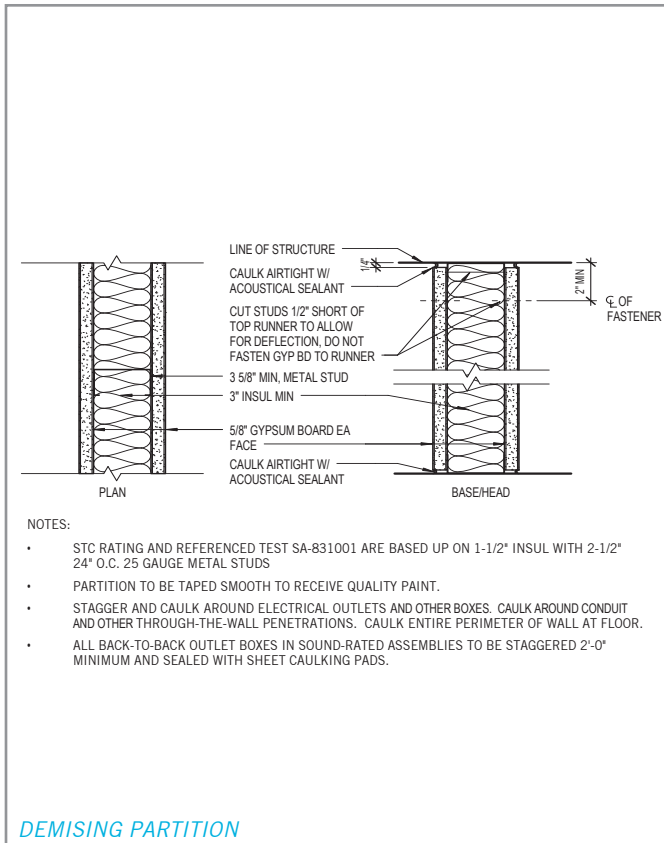
Tenants who occupy multiple floors shall comply with the standard finish guidelines. Tenants are encouraged to make use of egress Stair 2 as a communicating stair between their floors to promote employee health and reduce energy use of the elevators. Any additional internal communicating stairs proposed by the Tenant will require structural modifications to the building, and their design and location shall be approved in advance in writing by the Landlord.

Acoustics

Tenant space design shall take into account acoustic separation between adjacent tenancies. Existing structural floors provide typical office building acoustic separation from floor to floor. Any tenant-created floor penetrations must be acoustically sealed [in addition to required fire rated sealing]. Tenant mechanical equipment must be mounted on vibration isolators or incorporate vibration separation if hung from the ceiling.

For floors with multiple tenants, the separation wall between tenants shall be constructed to a rated STC of 56 – effectively a full height 3-5/8" stud wall with 3" batt insulation and two layers of 5/8" Type X GWB on each side. The separation wall between tenant space and common corridor space shall be constructed to a rated STC of 46 – effectively a 3-5/8" stud wall with 3" batt insulation and one layer of 5/8" Type X GWB on each side.

On Level 02 only carpet with pad, or other floor finishes capable of resisting impact generated sound [IIC-65], shall be installed between grid-lines 4 & 9, A & D [above the Level 01 Agency Board Room and related rooms inclusive] and between grid-lines 2 & 6 and atrium edge and grid-line



H [above the Level 01 Agency Multi-purpose Rooms inclusive]. No exposed or treated concrete flooring is permitted in these areas; resilient or laminated wood flooring, or area rugs, may be acceptable if impact noise reduction meets criteria acceptable to the Landlord. The Tenant shall submit product information (including acoustical lab test data) for any proposed non-carpet with pad floor finish substitutes. The Tenant is required to hire an acoustical engineer to verify that any change to the above described floor finish will achieve the required sound criteria.

Signage

Exterior building signage on building or mounted on windows for view to the exterior is prohibited unless approved by Landlord. Tenants may install branded signage within their space provided that such signage is not readily visible on the exterior of the building.

Code-required signage for toilet rooms, elevator lobbies, stairs and utility rooms shall retain building standard signage within Tenant space. Tenants must provide any other interior signage within their space as required by code.

Construction

All work shall be reviewed and approved as noted in Regulatory Review and Construction Hours noted below. Any construction performed by the Tenant, or their agent, shall have prior written approval from the Landlord. Construction hours shall be as mutually agreed upon by both the Landlord and Tenant. No work outside of these mutually agreed upon hours will be allowed, unless approved, in writing, by the Landlord.

All work shall be reviewed and approved as noted in Regulatory Review above.

Construction access to a Tenant's floor shall be through the Level 01 garage and service corridors to the "flex" service/passenger elevator. Floor and wall protection must be installed at access corridors as well as elevator floor and wall finish protection before any construction may begin. No construction access is allowed through either the Level 01 atrium lobby or the dedicated passenger elevators.

Regarding specific finish work, such as lacquering of finish carpentry and cabinetwork or any other types of work that may cause offensive odors: this shall be done after hours and be coordinated with the Landlord.

The Tenant area on Levels 03-05 between grid-lines D and F, between the Beale Street building exterior and the Atrium Storefront, should make every effort to avoid blocking light

from perimeter windows from entering the Atrium. This area should avoid the use of full-height walls, and the design shall be approved by the Landlord/Building Engineer prior to installation. Tenants shall not stack furniture against the atrium glass, and shall make every effort to use the areas immediately adjacent to the atrium as active spaces, such as meeting rooms, collaborative space, or passageways. Blinds are not permitted along the atrium glass.

Code

Exiting of Level 02 – 05 Tenant floors shall be coordinated with the State Fire Marshal-approved code sheets for base building construction (Conform Set 02/05/2014, sheets A00-12 and A00-13). While Tenant areas will be permitted separately, Tenants should understand exiting constraints so that Tenant designs do not exceed the available exiting capacity of Stairs 1- 4.

Fire extinguishers are provided as required by code for the open Tenant Floor areas. Fire Extinguisher Cabinets are not provided. Tenants are responsible for any modifications to the code-minimum fire extinguisher approach.

Any modifications to the sprinklers in Tenant spaces should take into account cold soldering at the atrium closely-spaced sprinklers. Sprinklers in the office spaces cannot affect the trigger for sprinklers at the atrium glass as required by code. This might require modification or use of baffles at sprinklers.

EXITING LIMITATIONS PER FLOOR*

Level 02 Tenant Space 219	180 Occupants
Level 03	785 Occupants
Level 04	765 Occupants
Level 05	765 Occupants

*Exiting numbers are approximate and should be reviewed with exiting code sheet A00-12 and A00-13 and the City of San Francisco Department of Building Inspection.

Regulatory Review & Construction Hours

All Tenant improvements shall be reviewed by, and receive a building permit from, the City of San Francisco's Department of Building Inspection. This shall include review and approval for all work involving architectural [including non-loadbearing partitions], structural, mechanical, electrical, plumbing, fire sprinkler, fire alarm and exiting.

Landlord will provide CAD drawings of "as-built" conditions.

Tenants whose construction exceeds \$20,000 and 1,000 SF of area are required to meet Cal Green requirements.

Tenants whose renovations/interior fit-outs exceed 25,000 SF and \$500,000 are required to meet the SF Green Building Ordinance.

Tenants will also need to maintain the core building's energy and water efficiency standards as they will apply to 375 Beale's LEED status (see Appendix 1).

Prior to commencing any tenant improvement construction work, the Tenant shall establish a work plan and schedule for review and approval by the Landlord. Access to the work site, construction staging and deliveries, construction hours, dust and noise control shall be included in the work plan and schedule. Potential negative impacts on other building tenants as well as neighboring residents [both across Rincon Place and across Beale, Main and Harrison Streets] shall be addressed with mutually agreed upon mitigation measures being identified and implemented. Construction work generating airborne or impact noise shall be restricted to hours and days mutually agreed upon with the Landlord. This work will include the use of powder actuated tools or drilling for attachments into the floor or ceiling slabs of adjoining occupied space. Typically such activities will be restricted to off-hours or outside the adjoining tenant's typical work hours. In addition, such work hours may be further restricted so as to take into account the requirements of the neighboring residential units. In all instances, the Tenant shall conform to the requirements of the City of San Francisco's Noise Control Ordinance [Refer to Police Code Section 2908 regarding noise between the hours of 8:00 pm and 7:00 am], however special permits may be obtained from the City. Obtaining such permits shall be solely the responsibility of the Tenant. The granting of such permits by the City does not preclude the need by the Tenant to obtain prior approval for any work plan and schedule from the Landlord.

SECTION 04 - SUSTAINABILITY

375 BEALE STREET / SUSTAINABILITY



The adaptive re-use of an existing structure is an inherently sustainable building practice. Rehabilitation and repurposing involves less material, less waste, and less transport. 375 Beale Street's location in the heart of San Francisco also allows for easy access via public transportation, walking or bicycle.

The building revitalization has targeted a LEED Gold rating for Core & Shell construction. The existing mechanical HVAC system has been refurbished and upgraded as required to meet LEED current standards.

The building provides energy metering infrastructure. All Tenants will be metered and billed for their electricity use. All plumbing fixtures are low-flow, high-efficiency types to reduce water demand.

Building materials for the revitalization were sourced locally where possible, have a high recycled content and use certified wood. As part of a commitment to healthy buildings, the revitalization uses low-emitting materials throughout. Plumbing fixtures are highly efficient.

BENEFITS OF GREEN BUILDING

Currently, North Americans spend over 90% of their time in buildings, and much of that time is spent at work. Buildings are responsible for 60% of total electricity and over 30% of total energy used annually. Buildings also account for significant portions of fresh water consumption during both construction and occupancy. A well designed, sustainable building works to reduce impact on the environment while garnering financial benefits for the Owner and Tenants. Benefits to the Tenant include the increased employee

retention typically found in the comfortable, controllable environment fostered in sustainable buildings.

Green or sustainability designed buildings not only reduce consumption of energy, fresh water and materials but also provide a comfortable, healthy indoor environment for the occupants. Building green benefits everyone from the occupants of the building to the construction workers installing equipment to the surrounding community and on out to the environment.

With the above in mind, the project team designed 375 Beale Street with the following features that you can draw on as a Tenant and expand upon in your buildout:

- Parking and transit – Tenants are encouraged to take public transit or bike to work. The property, currently a ½ block from the Temporary Transbay Terminal, will be 2 blocks from the new Transbay Terminal when it is completed in 2017. It is also 2-1/2 blocks from the Embarcadero & Folsom Street Muni station, and 3 blocks from the Embarcadero BART- Muni Metro Station at Market and Beale Streets. It enjoys the service of multiple Muni bus lines within a 5-minute walking radius.
- Bicycle Storage & Repair – secure bike parking is provided on the Harrison Street parking level. A bicycle work area with tools and supplies is also provided on this level. The Bicycle Storage & Repair area is available for all of the building's Tenants.
- Showers – a locker room with private showers is provided adjacent to the bicycle parking. The showers are available for all of the buildings' Tenants.
- Water Use Reduction – the City of San Francisco and California in general is committed to reducing demands on our limited fresh water supply. The building plays its part by using very low flow fixtures, water efficient landscaping and auto-sensing faucets. The base building water demands exceed LEED baselines by over 35%.
- Energy Performance Optimization, Lighting – Building lighting controls are outfitted with an energy management system by Leviton. This allows all lighting to be programmed and sensor controlled for optimized efficiency. Lighting throughout the building is highly efficient.
- Energy Performance Optimization, HVAC – The base building HVAC system uses highly efficient chillers and boilers. Tenants are encouraged to minimize their air conditioning demands by using natural ventilation, where possible, and occupancy sensing controls.
- Electrical Sub-metering – The building Tenant

electrical is metered by PG&E directly.

- HVAC Sub-metering – There is no sub-metering of the Tenant HVAC system
- Additional Sub-metering – Natural gas is provided for the two retail Tenants from stub-outs for future utility meters.
- Indoor Air Quality – The base building uses low emitting materials throughout. Tenants are strongly encouraged to choose healthy materials for their build-outs. This includes adhesives and sealants, paints and coating, carpeting and flooring and composite wood and agrifiber products.
- Daylight and Views – Whereas the building enjoys large windows on all four sides, the insertion of the new full-height skylight atrium means that most of the Tenant square footage is in close proximity to daylight. Tenant fit-out design can easily ensure that most occupants have access to window views and daylighting, while those near the atrium windows can enjoy natural daylighting.
- Commissioning – The building has employed a 3rd party commissioner to ensure the energy systems of the building's Core and Shell are operating to their designed performance levels. Tenants are strongly encouraged to commission their own build-outs; commissioning has been shown to pay for itself in a short period of time in higher equipment efficiency and longevity as well as fewer service calls and greater employee comfort.

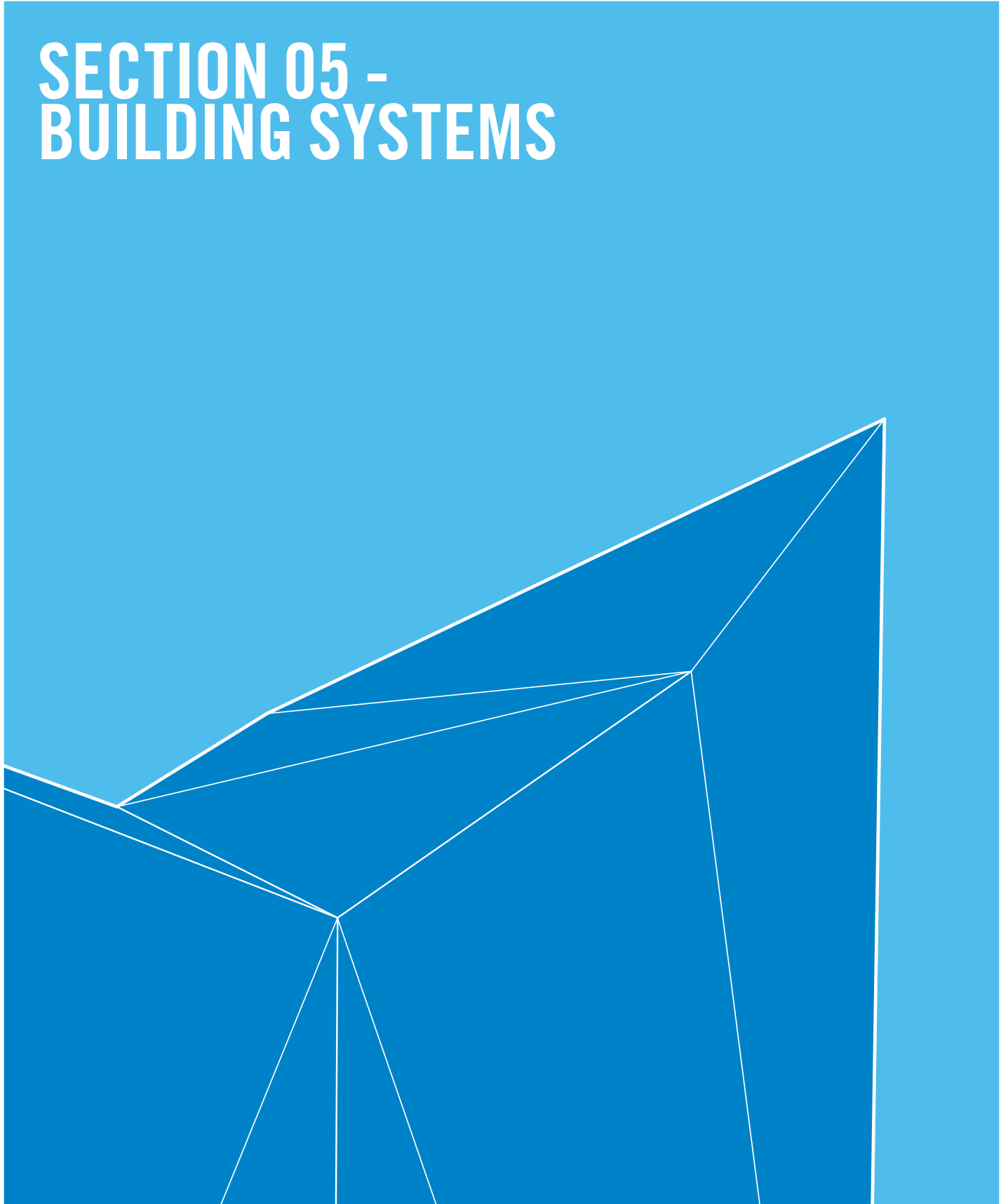
LEED CI

LEED for Commercial Interiors is the green benchmark for the Tenant improvement market. It is the recognized system for certifying high-performance green interiors that are healthy, productive places to work; are less costly to operate and maintain; and have a reduced environmental footprint. LEED for Commercial Interiors gives the power to make sustainable choices to Tenants and designers, who do not always have control over whole building operations.

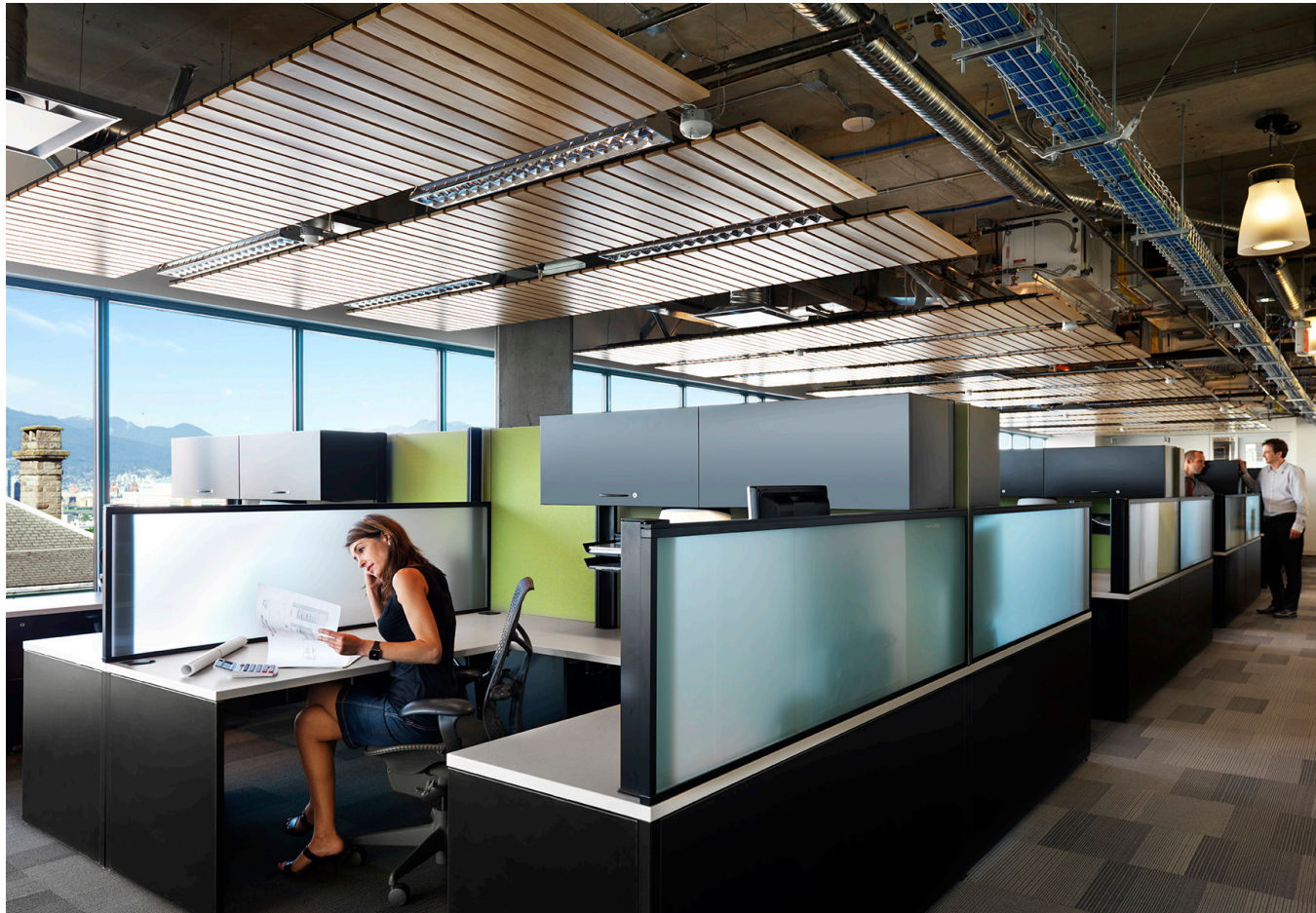
Tenants are encouraged to pursue LEED CI as part of their build-outs. To facilitate achieving this goal, an appendix to these guidelines walks through the LEED CI scorecard to identify potential points and provide specific base building metrics toward documenting these points. [Note: Read in conjunction with Appendix 1: LEED CI]

Attachment A

SECTION 05 - BUILDING SYSTEMS



375 BEALE STREET / BUILDING SYSTEMS



OVERVIEW

The following HVAC, Electrical, Water & Sewer, Fire Protection narrative shall be read in conjunction with Appendix 3: MEP GUIDELINES FOR TENANT IMPROVEMENTS.

All major building systems were completely replaced or thoroughly updated during the renovation work. This includes a new central water side HVAC plant, new electrical service and infrastructure, new elevator control systems, new telecommunications systems and new plumbing, fire protection, security and life safety systems. Controls systems for all systems were also replaced, including a new BMS system, utility metering systems, a combined building network backbone for all telecommunications and building systems and a central security and fire alarm system. These guidelines

will outline each system and Tenant options for connections. Technical details and manuals for each system are available separately.

HVAC

The building rooftop equipment includes high efficiency chillers, an evaporative cooling tower and high efficiency condensing boilers. This equipment feeds Tenant floors via a hot water risers associated with each air handling unit. Tenants can make use of heating hot water as needed for VAV system reheat.

The base building system consists of four roof-top air handling units, each serving all office levels with stub-out provisions for future Tenant fit-out. Each air handling unit is capable of 100% outside air.

There is no provision for Tenant connection to the base building chilled water system or condenser water system.

There is no provision for Tenant connection for additional dedicated Tenant exhaust (toilet or general).

Provision has been made for office Tenants to install rooftop equipment or equipment in the garage levels for any 24 hour cooling equipment using the Tenant riser closets providing access to the roof and to the garage levels.

[Note: Read in conjunction with Appendix 3: Tenant Construction Standards].

Electrical

Base building service is two 4000 amp service at 277/480 volts, 3 phase, 4 wire. Building riser for Tenant use is via a 277/480 volt, 3 phase 4 wire tappable bus duct. Each floor has one 60 bus tap installed along with one 277V lighting panel, a lighting relay cabinet, and limited pathways for 120V loads. These provisions are for base building loads, only.

The electrical design load is 6.0 watts/square foot for combined lighting and plug loads with 1.0 watt/square foot available on the main electrical panel bus for specific Tenant loads subject to review and approval by the Landlord.

Tappable bus ducts have been provided. Tenant is responsible for providing their own tap-can, electrical meter, distribution panels, transformers, and electrical room. Based on the applicable energy code, Tenant is also responsible for providing their own lighting control system/panel. Automatic shutoff schedules and load shedding shall be coordinated with the building.

Emergency power is available to Tenants for life safety systems including emergency lighting only. No emergency or generator power is available for Tenant use.

WATER AND SEWER

Domestic Water

Domestic water is available from the four Tenant risers located through the building for domestic cold water, sanitary drainage and venting. Water will be served from the main building service. Sub-meters will be installed and Tenants will be billed for their water consumption. Tenants will generate their own hot water via electric-fired hot water heater installed by the Tenant. Distribution of hot water within the Tenant's space will be the responsibility of the Tenant.

Toilets & Recycled Water

The building is not dual-plumbed for future recycled water (purple pipe).

Fire Protection

The base building fire protection system includes stand-pipes and a locally approved distribution system. Landlord will provide shell space sprinkler coverage, to be modified by the Tenant for code compliance based on their space design. Any modifications to the fire sprinkler system and layout will require the Tenants to obtain approvals from the City of San Francisco Fire Department prior to fabrication and installation.

Fire Extinguishers will be provided per code, though not necessarily fully recessed where Tenant is expected to modify the space.

Communications

The primary telecommunication services provider for the building is AT&T. Additional providers can be given access as required. The service providers can demarcate within the Level 01 MPOE room, with Landlord approval. The building contains a multi-conduit riser system from the MPOE room to each Tenant floor. These pathways are fully enclosed and rise via locked riser closets on each floor. Through these pathways, a Tenant can bring copper and fiber based services from their Carrier in the MPOE room to their leased spaces..

Each Tenant floor has a base building telecom riser closets. These closets feature the following:

- Secure pass-thru point for telecom cabling service.
- Pathway (conduit) stubs to Tenant spaces for easy connection
- Riser pathways connect the telecom riser room stack and consist of an open slot through which Tenants may pull cabling as required for their buildout and approved by Landlord

The building infrastructure has a separate communications backbone for integration of the Building Management System, elevators and building access control systems.

Rooftop communications systems will be considered by the Landlord on an as-needed basis.

Elevators

Refurnished elevators A-D are conventional or group automatic controlled. This system ties to the building access control system via Tenant key cards.

Elevator E is a larger dual-door "flex" elevator [7' wide x 7'-2" deep cab interior with 4'-6" wide x 7'-0" high openings on both ends] designed to serve as both a passenger and service elevator. Passengers may access it from the main elevator lobby side while it may also be accessed on

Level 01 by a separate service lobby and corridor which has direct access to the Level 01 parking / service area. It shall be the only elevator reserved and used for tenant moves, bicycle transportation, deliveries, building maintenance and tenant improvement work.

Access Control/Security

The access control and security system is AMAG Symmetry Security. The system allows card key access as required to the building entrances, parking, bike rooms and elevators. Tenants wishing to add additional security systems to their suites should procure their own compatible systems and may tie programming into the building security system if desired. The lobby does not contain security gates. The elevators can be configured to require a key card to access a Tenant's floor.

Life Safety

The base building fire alarm system is an Edwards system. Tenants must comply with City of San Francisco codes and obtain San Francisco Fire Department plan check for approvals prior to installation of any fire alarm life safety system. Tenants' system must coordinate with the base building system per fire codes and/or the Landlord's direction. On alarm, elevator lobbies must secure for smoke containment. Fire stairs are all secured with electric locks and will be overridden by the fire alarm system.

A fire alarm plan is provided by Landlord for the base building.



**APPENDIX I -
LEED CI**

APPENDIX I

LEED CI (VERSION 4)

The recently launched LEED CI (Commercial Interiors) Version 4 includes 5 main categories including Location and Transportation, Water Efficiency, Energy and Atmosphere, Materials and Resources, and Indoor Environmental Quality. Points can also be earned for Integrative Process, Innovation, and Regional Priority. Opportunities and strategies for each at 375 Beale Street are summarized below.

INTEGRATIVE PROCESS (IP)

IP CREDIT: DISCOVERY – INTEGRATIVE ANALYSIS OF POTENTIAL PROJECT SITES (2 POINTS)

Intent: Encourage project teams to gather data, conduct analyses, and develop an understanding of key issues to be considered before selection of a project site to support integrative approaches aimed at achieving a high level of performance.

375 Beale Street strategies

Building Site Features include a dense downtown location within walking distance of BART, Muni Metro lines and multiple local Muni as well as regional bus lines [AC Transit, SamTrans, GG Transit, Lynx, WestCat and Greyhound]. In addition, the location is accessible by bicycle and is in walking distance of several dense residential neighborhoods.

Base Building Features

The building envelope features operable windows and a high thermal mass concrete walls. Building systems are efficient HVAC system with an advanced controls system (see the mechanical section of these guidelines). The building has been seismically upgraded to contemporary seismic standards in order to provide life safety in the event of the CBC design-basis earthquake and has emergency power backup for all critical life safety systems.

Occupant Wellbeing Features

The insertion of the central atrium brings natural daylighting into the heart of the building. This, combined with windows on all four sides allows for access to daylight and views. The base building was retrofitted with low emitting materials throughout and previously existing noncompliant materials have been removed.

General requirements and strategies

This credit also requires a transportation assessment for occupants, which will vary depending on Tenant's needs, but the project location allows for a high level of public transit,

bicycle and pedestrian access. A comparison must also be shown between two or more potential Tenant spaces.

IP CREDIT: IMPLEMENTING SYNERGIES (1 POINT)

Intent: Encourage an integrative approach to system design and operations among owner, design team, and Tenants, enabling system synergies and healthier and more productive occupants.

375 Beale Street strategies

The integrative design process can evaluate potential mechanical system strategies. Evaluate fitment layouts for access to natural light and views. For ongoing feedback, Landlord will facilitate a building-wide "Green Team."

General requirements and strategies

The integrative process can evaluate kitchen and break room layout and location for optimum employee satisfaction. Evaluate water saving options for kitchen and break rooms. Review storage and collection of recyclables. Evaluate materials for low-emittance / healthy indoor air, rapid renewability, recyclability and reusability.

IP CREDIT: LEED ACCREDITED PROFESSIONAL (1 POINT)

Intent: To support and encourage the project team integration required by a LEED project and to streamline the application and certification process.

General requirements and strategies

At least one (1) principal participant of the project team shall be a LEED Accredited Professional (AP) with a specialty most appropriate for the project.

LOCATION AND TRANSPORT (LT)

LT CREDIT: SURROUNDING DENSITY AND DIVERSE USES (8 POINTS)

Intent: To conserve land and protect farmland and wildlife habitat by encouraging development in existing areas. To promote livability, walkability, and transportation efficiency, and reduce vehicle miles traveled (VMT). To improve public health encouraging daily physical activity.

375 Beale Street strategies

Building a TI space at 375 Beale Street automatically

qualifies for all 8 of these points:

Option 1: Surrounding Density - The space is previously developed and the project site well exceeds the average FAR of 0.8 in ¼ mile radius. This fact qualifies the TI fit out for 6 points.

Option 2: Diverse Uses – The site is an infill site, is within ½ mile walking distance for over 8 diverse uses listed in LEED and has sidewalk access to these uses. This fact qualifies the TI fit-out for 2 points.

LT CREDIT: ACCESS TO QUALITY TRANSIT (7 POINTS)

Intent: To encourage development in locations shown to have multimodal transportation choices or otherwise reduced motor vehicle use, thereby reducing greenhouse gas emissions, air pollution, and other adverse environmental and public health effects associated with motor vehicle use.

375 Beale Street strategies

Building a TI space at 390 Main automatically qualifies for all 7 of these points:

Option 1: Transit Served Location – Between BART, Muni Metro and Muni and other regional buses such as Ac Transit, SamTrans, Golden Gate Transit, Lynx and WestCat, it is possible to demonstrate that the location exceeds the minimum daily transit service of 260 weekday and 150 weekend trips to allow for 4 points.

LT CREDIT: BICYCLE FACILITIES (1 POINT)

Intent: To promote bicycling and transportation efficiency and reduce vehicle miles traveled (VMT). To improve public health by encouraging utilitarian and recreational physical activity.

375 Beale Street strategies

Bicycle Network: The building is on the Beale Street bike lane as well as being 200 feet from the dedicated bike lane on Folsom Street, both of which tie into San Francisco's extensive (and growing) bicycle network. Refer to the San Francisco Bike Coalition map at <http://www.sfbike.org/?maps>

Bicycle Storage and Shower Rooms: The building includes locked interior bicycle storage that is accessible to Tenants. It is safe and readily visible from the courtyard vehicle entry and is separated from cars. The storage is separated from pedestrian pathways, is securely anchored, allows bikes to

be individually locked and accessed without moving other bicycles.

LT CREDIT: REDUCED PARKING FOOTPRINT (2 POINTS)

Intent: To minimize the adverse environmental impacts of parking facilities, including automobile dependence, land consumption, and rainwater runoff; to support mixed use and efficient use of resources; and to prioritize habitable space and improve project affordability.

375 Beale Street strategies

Case 2 applies to this project and requires a reduction of parking capacity of 40 or 60 percent below the baseline (San Francisco zoning district C-3 allows parking of 7% of the building area divided by 185 square feet per parking space, resulting in a maximum number of parking spaces of 132). A 60% reduction of this amount is 53 spaces; the building includes 22 spaces, which is an 83% reduction. Demonstrating 60% reduction below these levels should be straightforward. If parking is purchased by the Tenant, the building will work with the Tenant to meet this point through the development of appropriate carpool parking in the building or nearby garages.

WATER EFFICIENCY (WE)

WE PREREQUISITE: INDOOR WATER USE REDUCTION

Intent: To reduce the burden on water supply and wastewater systems by increasing the water efficiency of fixtures and fittings as well as appliances and water-consuming processes.

375 Beale Street strategies

Base building toilets use 1.28 gallons per flush, which is a 20% reduction. Urinals are waterless type, which is a 100% reduction. Lavatory fixtures are metered faucets at 0.35 gallons per minute, which is a 30% reduction.

General requirements and strategies

Tenant kitchens and break room faucets should target a reduction below the 2.2gpm baseline. Tenant dishwashers must be Energy Star rated. Other LEED regulated appliances and process water applications are not likely applicable but should be reviewed for compliance.

WE CREDIT: INDOOR WATER USE REDUCTION (12 POINTS)

Intent: To reduce the burden on water supply and wastewater systems by increasing the water efficiency of fixtures and fittings.

General requirements and strategies

See WE Prerequisite: Indoor Water Use Reduction

ENERGY AND ATMOSPHERE (EA)

EA PREREQUISITE: FUNDAMENTAL COMMISSIONING AND VERIFICATION

Intent: To support the design, construction, and eventual operation of a project that meets the owner's project requirements for energy, water, indoor environmental quality and durability.

General requirements and strategies

Complete the commissioning process activities for mechanical, electrical, plumbing, and renewable energy systems and assemblies in accordance with ASHRAE Guideline 0-2005 and 1.1-2007.

EA PREREQUISITE: MINIMUM ENERGY PERFORMANCE

Intent: To reduce the environmental and economic impacts of excessive energy use by achieving a minimum level of energy efficiency for the building and its systems.

General requirements and strategies

Tenants may choose among 3 options for estimating energy use to document compliance. Option 1 applies to any Tenant; Options 2 and 3 comply to Tenants with leases under 100,000 square feet. A mechanical engineer can provide the needed expertise to calculate energy use under this requirement.

EA PREREQUISITE: FUNDAMENTAL REFRIGERANT MANAGEMENT

Intent: To reduce stratospheric ozone depletion.

General requirements and strategies

Use no CFC based refrigerants.

EA CREDIT: ENHANCED COMMISSIONING

Intent: To support the design, construction, and eventual operation of a project that meets the owner's project requirements for energy, water, indoor environmental quality and durability.

General requirements and strategies

Complete the commissioning process activities for mechanical, electrical, plumbing, and renewable energy systems and assemblies in accordance with ASHRAE Guideline 0-2005 and 1.1-2007.

EA CREDIT: OPTIMIZE ENERGY PERFORMANCE (25 POINTS)

Intent: To achieve increasing levels of energy performance beyond the prerequisite standard to reduce environmental and economic impacts associated with excessive energy use.

375 Beale Street strategies

A strategy is to take advantage of the windows to optimize daylighting and employ daylighting sensors for office lighting.

For Tenants employing LEED Compliance Option 2, Prescriptive Compliance, the base building will enable points for the building envelope, the HVAC Equipment Efficiency and for HVAC Zoning and Controls. Additional points may be possible for lighting power density design.

General requirements and strategies

Tenants may choose among 2 options for estimating energy use to document compliance. Option 1 requires an energy model and provides access to all potential points. Option 2 is a prescriptive path and offers up to 16 points.

EA CREDIT: ADVANCED ENERGY METERING

Intent: To support energy management and identify opportunities for additional energy savings by tracking building-level and system-level energy use.

General requirements and strategies

Option 1: Metering (1point) or Option 2: Advanced Metering (2 points).

EA CREDIT: RENEWABLE ENERGY PRODUCTION (3 POINTS)

Intent: To encourage and recognize increasing levels of renewable energy self-supply to reduce environmental and economic impacts associated with fossil fuel energy use.

General requirements and strategies

Tenants may participate in offsite “solar gardens” to achieve this credit.

EA CREDIT: ENHANCED REFRIGERANT MANAGEMENT (1 POINT)

Intent: To reduce ozone depletion and support early compliance with the Montreal Protocol while minimizing direct contributions to climate change.

375 Beale Street strategies

Tenants should not install equipment utilizing refrigerant that will jeopardize this point.

EA CREDIT: GREEN POWER AND CARBON OFFSETS (2 POINTS)

Intent: To encourage the development and use of grid-source, renewable energy technologies on a net zero pollution basis.

General requirements and strategies

Tenants may purchase Green Power RECs from a certified entity. Examples of entities providing Green-e certified RECs are 3Degrees, Carbon Solutions Group and Renewable Choice Energy. There are many other entities listed at the US Department of Energy website at: <http://apps3.eere.energy.gov/greenpower/markets/certificates.shtml?page=1>

MATERIALS AND RESOURCES (MR)

MR PREREQUISITE: STORAGE AND COLLECTION OF RECYCLABLES

Intent: To reduce the waste that is generated by building occupants and hauled to and disposed of in landfills.

375 Beale Street strategies

The building separates recyclables and compostables in separate streams from the waste stream. Tenants should

provide dedicated areas in their space plans for collection of these items for pickup by building maintenance staff.

MR PREREQUISITE: CONSTRUCTION AND DEMOLITION DEBRIS MANAGEMENT PLANNING

Intent: To reduce construction, renovation, and demolition waste; divert debris from disposal in landfills and incineration facilities; and recover and recycle reusable materials.

General requirements and strategies

Provide a Construction and Demolition Debris Management Plan for your build-out.

MR CREDIT: TENANT SPACE—LONG-TERM COMMITMENT (1 POINT)

Intent: To encourage choices that will conserve resources, reduce environmental harm from materials manufacturing and transport for Tenants' relocation.

General requirements and strategies

Sign a 10-year lease.

MR CREDIT: INTERIORS LIFE_CYCLE IMPACT REDUCTION (4 POINT)

Intent: To encourage adaptive reuse and optimize the environmental performance of products and materials.

General requirements and strategies

Option 1: interior Reuse (2 points), Option 2: Furniture Reuse (1 point), and/or Option 3 Design for Flexibility (1 point).

MR CREDIT: BUILDING PRODUCT DISCLOSURE OPTIMIZATION (2 POINTS FOR ENVIRONMENTAL PRODUCT DECLARATIONS, 2 POINTS FOR SOURCING OF RAW MATERIALS, 2 POINTS FOR MATERIAL INGREDIENTS,)

Intent: To encourage the use of products and materials for which life-cycle information is available and that have environmentally, economically, and socially preferable life-cycle impacts.

General requirements and strategies

Varies by point category, see LEED Reference Guide.

MR CREDIT: CONSTRUCTION AND DEMOLITION DEBRIS MANAGEMENT (2 POINTS)

Intent: To divert construction, renovation and demolition debris

from disposal in landfills and incinerators and recover recyclable and reusable materials.

General requirements and strategies

This point offers 2 compliance paths for diverting construction waste. Initial build-outs will be CASE 2 since there will be no demolition. Achieving 2 points in this category qualifies for an additional regional priority point.

INDOOR ENVIRONMENTAL QUALITY (IEQ)

EQ PREREQUISITE: MINIMUM INDOOR AIR QUALITY PERFORMANCE

Intent: To contribute to the comfort and well-being of building occupants by establishing minimum standards for indoor air quality (IAQ).

375 Beale Street strategies

The base building provides air handling equipment capable of utilizing 100% outside air and Tenant TI equipment can interface with the system to achieve the required ventilation rate. The base building system provides +15% over minimum ventilation.

EQ PREREQUISITE: ENVIRONMENTAL TOBACCO SMOKE CONTROL

Intent: To prevent or minimize exposure of building occupants, indoor surfaces and ventilation air distribution systems to environmental tobacco smoke (ETS).

375 Beale Street strategies

Smoking is not allowed at 375 Beale Street either within the building or the Rincon Place mid-block passage and surrounding sidewalks, all of which are within 25 feet of operable windows and air intakes.

EQ CREDIT: ENHANCED INDOOR AIR QUALITY STRATEGIES (2 POINTS)

Intent: To promote occupants' comfort, well-being and productivity by improving indoor air quality (IAQ).

This credit is not possible at 375 Beale Street.

EQ CREDIT: LOW-EMITTING MATERIALS (3 POINTS)

Intent: To reduce concentrations of chemical contaminants that can damage air quality, human health, productivity, and the environment.

General requirements and strategies

Tenants are encouraged to use low emitting materials as described in this point.

EQ CREDIT: CONSTRUCTION INDOOR AIR QUALITY MANAGEMENT PLAN (1 POINT)

Intent: To promote the comfort and well-being of construction workers and building occupants by minimizing the indoor air quality (IAQ) problems associated with construction and renovation.

General requirements and strategies

Tenants are encouraged to integrate air quality control measures into project drawings and specifications and develop an indoor air quality plan.

EQ CREDIT: THERMAL COMFORT (1 POINT)

Intent: To promote occupants' productivity, comfort and well-being by providing quality thermal comfort systems.

375 Beale Street strategies

Operable windows can achieve this point if space layouts locate at least 50% of occupants within 20 feet inside and 10 feet to the side of the operable window. This may not be possible at 375 Beale Street due to acoustic concerns.

EQ CREDIT: INTERIOR LIGHTING (2 POINTS)

Intent: To promote occupants' productivity, comfort and well-being by providing high-quality lighting.

375 Beale Street strategies

The building standard control system is Wattstopper system. Tenants are encouraged to integrate the Wattstopper system with their lighting design and work with an electrical engineer or lighting designer to optimize the controls.

General requirements and strategies

Tenants are encouraged to engage a lighting designer to achieve both the controls and lighting quality options of this point. Lighting contributes up to 40% of the energy use in an office space and has a significant impact on employee comfort and productivity.

EQ CREDIT: DAYLIGHT (3 POINTS)

Intent: To provide building occupants with a connection between indoor spaces and the outdoors through the introduction of daylight and views into the regularly occupied areas of the building. To reduce the use of electrical lighting and give building occupants a circadian stimulus and a connection to the outdoors by admitting daylight into regularly occupied areas.

375 Beale Street strategies

The perimeter windows and sky-lit atrium make it possible to achieve these points. The most effective way to achieve these points is through a daylight simulation, which can be prepared by a qualified lighting designer or architect. The building standard blinds must be used. Light shelves or other devices, such as white painted reflective ceilings, may be considered if they do not connect directly to the windows or window surrounds.

EQ CREDIT: QUALITY VIEWS (1 POINT)

Intent: To give building occupants a connection with the natural outdoor environment by providing quality views.

375 Beale Street strategies

The perimeter windows and sky-lit atrium make it possible to achieve this point. All glazing has a visible light transmittance above the minimum 60%.

EQ CREDIT: ACOUSTIC PERFORMANCE (2 POINTS)

Intent: To provide workspaces and classrooms that promote occupants' well-being, productivity, and communications through effective acoustic design.

General requirements and strategies

Performance values listed in this point are encouraged. Tenants may need to engage an acoustical consultant to provide the required design services and documentation of compliance.

PERFORMANCE (PF)

PF PREREQUISITE: TENANT-LEVEL ENERGY METERING

Intent: To provide accurate Tenant level energy-use information to support energy management and identify opportunities for additional energy-saving investments.

375 Beale Street strategies

375 Beale Street requires that all Tenants install meters for their electrical. The LEED point requires sharing of metering data with USGBC for 5 years.

PF PREREQUISITE: FUNDAMENTAL COMMISSIONING AND VERIFICATION

Intent: To support the design, construction, and eventual operation of a project that meets the owner projects requirements related to energy, water, indoor environmental quality, and durability.

General requirements and strategies

Commissioning is one of the most valuable exercises for building systems in order to ensure performance. Building Landlord can recommend a commissioning agent or Tenants may select their own. Please note that commissioning has requirements at every phase of design and should be integrated from the beginning for maximum effectiveness.

PF CREDIT: ENHANCED COMMISSIONING (5 POINTS)

Intent: To support the design, construction, and eventual operation of a project that meets the owner projects requirements related to energy, water, indoor environmental quality, and durability.

General requirements and strategies

Commissioning is one of the most valuable exercises for building systems in order to ensure performance. Building Landlord can recommend a commissioning agent or Tenants may select their own. Please note that commissioning has requirements at every phase of design and should be integrated from the beginning for maximum effectiveness.

PF CREDIT: ADVANCED ENERGY METERING (2 POINTS)

Intent: To provide accurate building level and system level energy-use information to support energy management and identify opportunities for additional energy-saving investments.

These points are not available at 375 Beale Street:

Advanced metering (M&V) is not provided for this building.

PF CREDIT: RECONCILE PROJECTED AND ACTUAL ENERGY PERFORMANCE (2 POINTS)

Intent: To provide for the ongoing accountability of building energy

consumption over time.

General requirements and strategies

This point requires a measurement and verification plan to assess actual energy usage.

These points are not available at 375 Beale Street: Advanced metering (M&V) is not provided for this building.

INNOVATION (IN)

IN CREDIT: INNOVATION (6 POINTS)

Intent: To provide projects the opportunity to achieve exceptional performance above the requirements set by the LEED Green Building Rating System and/or innovative performance in categories not specifically addressed by the LEED Green Building Rating System. In addition to gaining a point for having a LEED Accredited Professional on the team, 5 points can be gained through strategies like pilot credit enrollment (up to 3 points), credit exemplary performance (up to 2 points), or through innovative strategies (up to 3 points).

375 BEALE STREET STRATEGIES

The following credits could allow for exemplary performance at 375 Beale Street:

- LT CREDIT: DEVELOPMENT DENSITY AND DIVERSE USES: surrounding density of FAR (Floor Area Ratio) over 1.2 or over 16 diverse uses within ½ mile walk
- LT CREDIT: QUALITY TRANSIT AND REDUCED VMT (VEHICLE MILES TRAVELED: show over 350 weekday trips and 190 weekend trips)
- LT CREDIT: REDUCED PARKING FOOTPRINT (show 80% reduction or no parking provided)
- MR CREDIT: Tenant SPACE—LONG-TERM COMMITMENT: sign a 15 year lease
- MR CREDIT: CONSTRUCTION AND DEMOLITION DEBRIS MANAGEMENT (recycle or salvage 80%)
- EQ CREDIT: QUALITY VIEWS (show access to views for 90% of regularly occupied spaces)

REGIONAL PRIORITY (RP)

RP CREDIT: REGIONAL PRIORITY (4 points)

Intent: To provide an incentive for the achievement of credits that address geographically specific environmental, social equity, and public health priorities.

375 Beale Street strategies

At this writing, the regional priority points for LEED 2012 were not yet established. The regional priority points for the 94105 zip code under LEED Version 3 are:

*LEED Version 3 credit **LEED Version 4 credit equivalent

1) *EAc1.1, lighting power density reduction of 35%

**EA CREDIT: OPTIMIZE ENERGY PERFORMANCE, Option 2 lighting power

2) *EAc1.3, Option 1, Equipment Efficiency

**EA CREDIT: OPTIMIZE ENERGY PERFORMANCE, Option 2 HVAC systems

3) *EAc1.3, Option 1, Zoning & Controls

**EA CREDIT: OPTIMIZE ENERGY PERFORMANCE, Option 2 HVAC systems

4) *EAc1.3, Option 2, Path 1: 15%

**EA CREDIT: OPTIMIZE ENERGY PERFORMANCE, Option 1

5) *EAc1.3, Option 2, Path 2: 30%

**EA CREDIT: OPTIMIZE ENERGY PERFORMANCE, Option 1

6) *MRc2, Recycle/Salvage 75%

**MR CREDIT: CONSTRUCTION AND DEMOLITION DEBRIS MANAGEMENT

7) *MRc5, Option 1 or Option 2

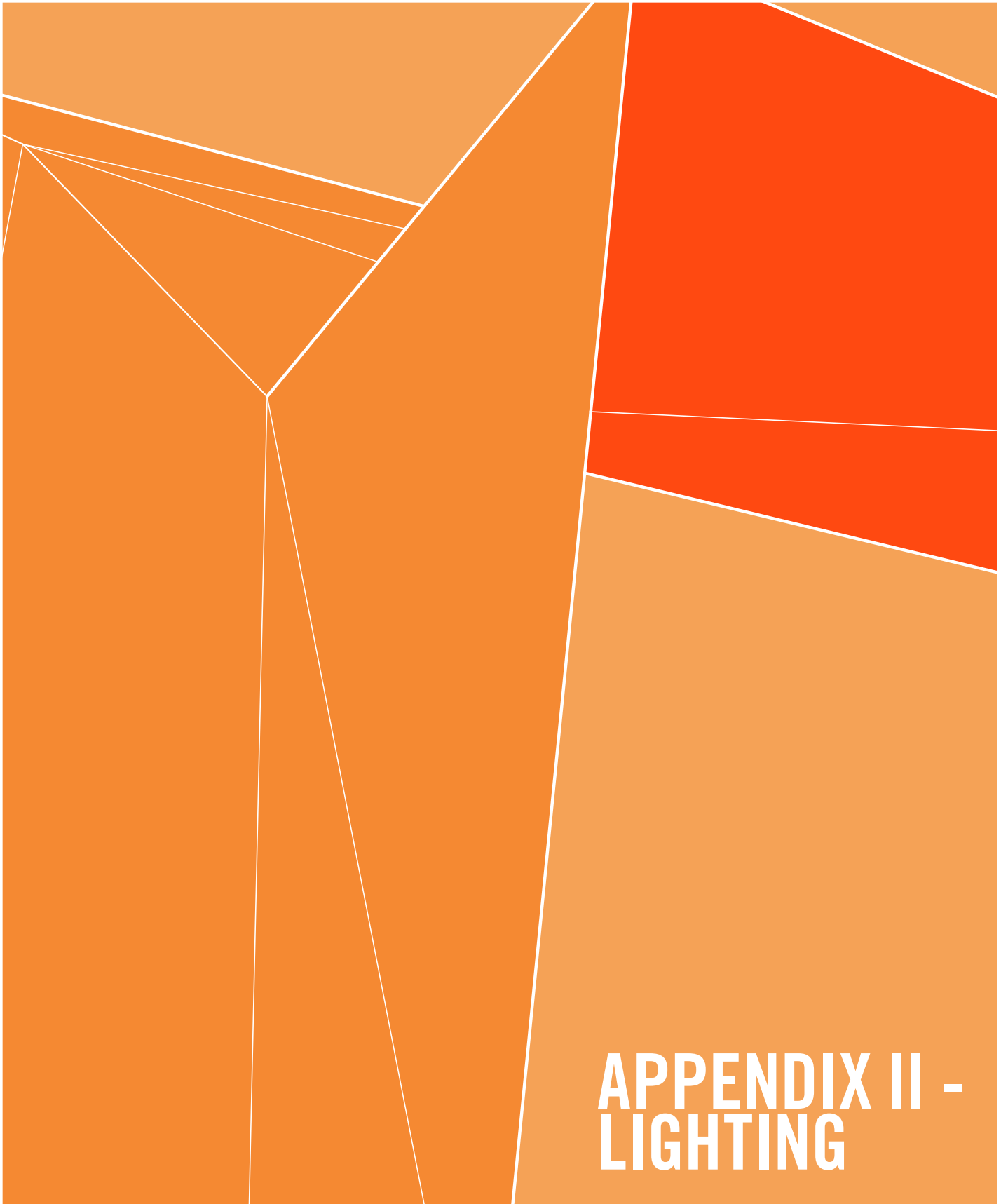
**MR CREDIT: ENVIRONMENTALLY PREFERABLE NON-STRUCTURAL PRODUCTS AND MATERIALS – PRESCRIPTIVE ATTRIBUTES

8) *MRc7: Certified Wood

**MR CREDIT: RESPONSIBLE SOURCING OF RAW MATERIALS

9) *WEc1, 40% Reduction

**WE CREDIT: ADDITIONAL FIXTURE AND FITTING WATER USE REDUCTION



**APPENDIX II -
LIGHTING**

APPENDIX II

LIGHTING GUIDELINES

Tenants shall review and use the guidelines below, in concert with the basic issues of quality and design strategies set forth in related sections of these guidelines.

Lamp Color

Fluorescent lighting sources are required to have a color temperature of 3500K. LED sources are required to be 3000K. This requirement is to ensure the continuity of visible color temperatures between the various floors of the building, viewable from the atrium space as well as from the exterior. LED sources run on the cool side, hence the requirement for 3000K to match the other floors of the building. Additionally, LED sources are required to have a CRI (color rendering index) of 85 minimum, but recommended to have 90+. Higher CRI provides a more comfortable, high quality light, most comparable to natural light settings, therefore providing a more productive workspace.

Light Fixture Placement

All lights within 15 feet of the perimeter of the building and the shared atrium space shall be reviewed by a lighting designer and the Landlord to comply with the aesthetic for all floors and visibility from the exterior. Light fixture type, finish color, and lamp type, output levels, and beam direction should be reviewed for these areas.

Lighting Controls / Energy Efficiency

As required by State Law, Tenants are to comply with the California Energy Code 2013 Standards. This will include stringent watts/sq ft allowances for the various room types as well as requirements for controls. For maximum efficiency, Tenants are encouraged to connect their lighting controls to the overall building management system. This will require a coordination between electrical management of Tenant and Landlord.

APPENDIX III - MEP STANDARDS

APPENDIX III MEP TENANT CONSTRUCTION STANDARDS

INTRODUCTION

In an effort to control costs in planning and building Tenant improvements and to protect the overall integrity and value of the public areas and Tenant spaces, BAHA has developed a set of standards that will help all parties in maintaining 390 Main Street as a premiere commercial office property in San Francisco.

The following "Guidelines for Tenant Improvements" provides design criteria, base building standards, and material selection criteria for use by the Tenant, the architect, and the contractors involved in Tenant improvement projects.

SECTION A - GENERAL STANDARDS CONSTRUCTION/BUILDING SERVICES

Utility Connections

All work affecting building systems including but not limited to ductwork, electrical, water, drainage, etc. requiring hook up, tie in, etc. performed only with the approval of the Building Landlord. Upon his review and approval of the construction plans, he will authorize construction. Any shut down or stoppage of building utilities will be performed at his direction only, (at the Tenant's cost for Tenant-directed projects) and during non-business hours. All costs for engineering services provided as outlined above or elsewhere in these Instructions will be billed to the project and should be budgeted accordingly.

For all Utility metered services, the Tenant shall make application and provide all documentation necessary for the utility connection.

Life Safety System

All activities connected with or affecting the life safety system, including but not limited to fire sprinkler system, smoke detector system, telecommunications and stairwell pressurization are to be approved and coordinated by the Building Landlord. THERE WILL BE NO EXCEPTIONS.

General Construction Notes

At the beginning of the project coordinate with Building Engineering to remove ductwork, piping, cabling, sensors

from walls, lights from walls and ceilings, etc. not required for the Tenant Improvement. Wall thermostat and light locations and the like shall be coordinated with the Building Engineer.

Testing, adjusting and balancing shall be performed by an independent third party TAB contractor in accordance with AABC and NEBB Standards and Guidelines and submitted to the Building Engineer for review.

Inspections

When applicable, design drawings for mechanical, plumbing and electrical to be submitted for building review and approval at a minimum of 5 business days prior to construction and maximum 10 days business after subcontract is issued.

The construction work must receive all required governmental inspections. The building permit and inspection sign off card must be posted on the job site at all times. Building management must also inspect and approve the construction at all stages requiring Building Department inspections; i.e., prior to ceiling close, prior to framing. The contractor shall give adequate notice to the building management that an inspection is scheduled.

The building management shall at all times have access to the work. The building engineering department will inspect mechanical, electrical and plumbing installations to ensure they comply with the attached mechanical, electrical and plumbing building standards. If any work is found to be not in accordance with these written standards, the contractor will be required to make corrections at their expense.

Building management must conduct the punchlist inspection with the contractor and/or architect. Adequate notice shall be given to building management that an inspection is scheduled.

Quality Control

All workmanship shall be first-class, using only new materials, shall be in good and usable condition at the date of completion, and shall be inspected by building management. If any work is found to be substandard or unacceptable by building management in their reasonable judgment the contractor will be required to make corrections at their expense.

The contractor shall guarantee the work to be free from any defects in workmanship and materials for a period of at least one year from the date of completion and acceptance by the building.

The contractor shall be responsible for providing that any such defect will be replaced or repaired in a timely manner at no cost to building management. BAHA reserves the right to have the work performed on behalf of, and at the contractor's cost.

The contractor shall be responsible for the repair of any damage caused by contractor or his subcontractors, or the cost to correct any condition caused as a result of any disregard of these Instructions.

Any contractor or subcontractor who abuses or violates any of these Instructions or Rules and Regulations may be barred from further work at 375 Beale Street.

Construction Completion

Upon completion and acceptance of the work, contractor shall deliver to the Tenant or the applicable architect a complete set of record drawings, maintenance manuals, equipment data and specifications, cut sheets, etc. along with a copy of the job card with final inspection sign-off by the applicable building officials. Cut sheets, maintenance information, etc. shall be provided for any non-building standard material, item or equipment used. This collection of documents will then be sent as a package by the Tenant or applicable architect to the Building Engineer.

The air balance contractor shall leave a copy of field reports with the Building Engineer at the completion of the project. Contractor shall forward copies of air balance reports by the HVAC contractor to the Tenant or applicable architect, for eventual submittal to the Building Engineer.

SECTION B - MECHANICAL/HVAC

GENERAL

Refer to Part A of these Guidelines.

It is the intent of the management of BAHA to operate an energy efficient facility. The following standards are an attempt to establish control of the type of Mechanical/HVAC equipment installed in the facility in order to achieve that goal.

DESIGN CRITERIA

Outdoor Design Conditions

Summer	83°F dry bulb/63°F wet bulb – ASHRAE 0.4% 65°F wet bulb (evaporation) – ASHRAE 0.4%
Winter	38°F dry bulb – ASHRAE 99.6%

Indoor Design Conditions

Office and Leased Office Areas:

People	1 person per 150 square feet
Lights	0.9 Watts / square foot
Equip	1.5 Watts / square foot
Temperature	74°F ± 2°F cooling, 70°F ± 2°F heating
Humidity	No control provided
Outside Air	As required by Title 24

Building Fabric (existing)

Walls	R-Value 5.6
Glazing	U-Value 0.60 (double pane, clear ¼") SC 0.82
Roof	R-Value 16

Noise Criteria

The target internal noise criteria are as follows

Conference Rooms	NC25
Boardrooms	NC25
Executive Offices	NC30
Private Offices	NC35
Open Offices	NC40
Break Rooms/Pantries	NC35
Copy Mail Rooms	NC40
Reception	NC40

Heating Hot Water

Supply Temperature	140 degrees F at 30 Degrees F OAT
Supply Temperature	100 degrees F at 75 degrees F OAT
Design Temperature Differential	30 degrees F
Design Pressure Differential	15 psig

Thermal Zoning

All areas of the building shall be zoned as required to prevent non-uniform temperatures in a space due to variable heat gain from outdoor exposure, variation in people density, etc. Each zone shall have its own thermostat and terminal unit. The following zoning criteria shall be followed

- Exterior and interior spaces shall be separately zoned.
- Spaces with different exposures shall be separately zoned.
- All enclosed corner rooms shall be separately zoned.
- Rooms shall be grouped onto the same zone only if space functions are similar.
- Rooms shall be supplied by only one zone.
- Each conference room shall be separately zoned.
- No more than 3 meeting rooms (each with 4 persons or less) shall be served by a single zone.
- No more than 4 private exterior offices shall be served by a single zone.
- No more than 5 private interior offices shall be served by a single zone.
- Private offices shall be zoned separately from open offices.
- Copy/coffee kitchenette area shall be served by separate zones.
- Corridors, storage, and non-critical spaces may be served by any adjacent zone.
- No zone shall serve more than approximately 2500 square feet of conditioned space (excluding non-critical spaces such as corridors and storage rooms).

EXISTING CONDITIONS

The base building system consists of four roof-top, central station, VAV type air handling units, each serving all office levels with stub-out provisions for future tenant fitout. Each

air handling unit is capable of 100% outside air. The units can operate at low air volume due to the fan wall supply air system allowing efficient part load, after hours operation. Tenants may be charged for after-hours operation. The maximum supply air available at each Level is as follows:

AHU-1

- Level 3: 16,000 cfm
- Level 4: 16,000 cfm
- Level 5: 16,000 cfm

AHU-2

- Level 3: 13,000 cfm
- Level 4: 13,000 cfm
- Level 5: 13,000 cfm

AHU-3

- Level 2: 15,000 cfm
- Level 3: 15,000 cfm
- Level 4: 15,000 cfm
- Level 5: 15,000 cfm

AHU-4

- Level 3: 16,000 cfm
- Level 4: 16,000 cfm
- Level 5: 16,000 cfm

The minimum SAT is 55 degrees F drybulb from the AHU at 70 degrees F OAT and resets to a maximum of 65 degrees F dry bulb from the AHU at 55 degrees F OAT. The temperature will also reset based on internal cooling demand.

The heating hot water system consists of a condensing type boiler operating in a primary-secondary pumping arrangement allowing for efficient diversity in the pumping energy. The available heating hot water at any take-off Level is 25 gpm.

There is no provision for Tenant connection to the base building chilled water system or condenser water system.

There is no provision for Tenant connection for additional Tenant exhaust (toilet or general).

Provision has been made for office Tenants to install rooftop equipment or equipment in the garage levels for any 24 hour cooling equipment using the Tenant riser closets providing access to the roof and to the garage levels.

PRODUCTS AND MATERIALS

Ductwork

All primary air ductwork (medium pressure upstream of the VAV boxes and low pressure downstream) shall be galvanized sheet metal fabricated in accordance with the latest edition of the SMACNA duct construction manual.

Seal all joints in accordance with the latest edition of the SMACNA duct construction manual.

Flexible ductwork shall be Thermaflex MK-E or equal, insulated, UL Class I complying with UL-181, NFPA 90A and 90B and approved for use by the City of San Francisco.

Acoustic flexible ductwork shall be Flexmaster Type 6 or equal, insulated, UL Class I complying with UL-181, NFPA 90A and 90B and approved for use by the City of San Francisco.

Maximum flexible duct length shall be six feet and shall be used only at the end of runs.

VAV Boxes

The following are Tenant standards and shall be followed unless permission is given otherwise by the Building Engineer.

- New DDC VAV boxes to be single zone, hot water terminal reheat as required, Titus Model DESV 3000 with type II controller (DDC electronic actuators, cross sensors/flow analyzers and controls as necessary).
- Casing shall be galvanized steel with 1-inch-thick fiber free insulation.
- Terminal units shall be capable of normal operation at minimum of 0.5 inches w. g. total pressure.
- Provide 5-foot-minimum integral acoustic attenuator downstream of the VAV box. Taps are not allowed within acoustical attenuator.
- Hot water reheat control valves shall be two-way modulating type with spring return (normally closed). A flow limiting regulating valve shall be used for balancing purposes with the flow limiting setting externally adjustable without removal of cartridges (FlowCon A/AB/ABV or B & G Circuit Sentry Flo-Setter).
- Control valves to be selected for a maximum 2.5 psig pressure drop across the valve.

Exterior Zones

- VAV Reheat Boxes with 2-row reheat coils.

Interior Zones

- Open offices (open to exterior zones): Cooling-Only VAV Boxes.
- Enclosed offices: VAV Reheat Boxes with 1-row reheat coils.
- Copy rooms, equipment rooms and other high heat load rooms: Cooling-Only VAV Boxes.
- Conference rooms and other densely occupied zones subject to CO2 demand control ventilation: VAV Reheat Boxes with 1-row or 2-row reheat coils to suit the heating requirement.

VAV Box Setpoints

Maximum primary airflow setpoints shall be determined from cooling load calculations. Note: Interior zones shall be sized for the fully reset supply air temperature (see interior zone supply air temperature above) so that they are not under-cooled in winter operation.

Minimum primary airflow setpoints shall be the largest of the following:

Cooling-Only Boxes

- 0 cfm (based on usage described under VAV Box Type above, ventilation minimums are not required for these boxes).

VAV Reheat Boxes

- 15 cfm/person.
- 0.15 cfm/ft²
- Heating maximum airflow setpoint shall be the largest of the following:
 - Minimum airflow setpoint as determined above.
 - 30% of the zone maximum cooling airflow rate.
 - As required to provide 90°F to the space at design steady-state heating load but no larger than 50% of the maximum cooling air flow.

Air Outlets and Grilles

Maximum cfm for a supply diffuser is 350 cfm unless approved by the Building Engineer.

Linear Slot Air Supply and Return: Titus linear slot diffuser type ML with plenum MDI (supply). Size, number of slots and length shall be as required.

Air Supply Diffuser: Titus Model PSS perforated ceiling diffuser with flush face.

Air Return Diffuser: Titus Model PAR perforated ceiling return air grille with flush face.

For open ceiling areas: Titus R-OMNI, 300FS or 300 RS.

Where special conditions arise, alternate means of supply and return air may be used subject to Building Engineer approval.

CONTROLS

VAV box controls to be compatible with the existing base building Honeywell Controls system.

Space temperature sensors to be wall-mounted type without setpoint indicator, temperature display or override.

Where local zone override control is desired, provide space temperature sensor without set point indicator, temperature display but with integral override control. Override controls to time out after two hours.

Each space temperature sensor shall be provided with a communication jack to allow for remote programming from the sensor.

Space temperature sensors to be mounted 48 inches above finished floor level and locations shall be coordinated with the Building Engineer.

BMS Interface

Upon completion of air and water balance, the BMS contractor shall commission all air terminal units and all other equipment provided as part of the installation and shall upload all data into the existing system including a back-up copy.

All communications equipment and connections will be checked and all sequences of operation demonstrated to the Building Engineer.

The building graphics to be updated or revised as necessary to reflect the new installation including matching equipment numbering assignments to match the field labeling.

The graphics to link back to the Main Directory Graphic with one graphic provided per floor with controls equipment zoned such that each area served by an area controller is identified.

Coordinate access to the BMS and graphics updating with the Building Engineer.

SUPPLEMENTAL SYSTEMS

For special Equipment and/or human comfort where Tenant requires additional HVAC to meet any type of special requirements, the building has four Tenant riser locations with multiple four (4)

inch diameter penetrations available with access to the roof or to Levels 1 and 2 Garage areas for placement of equipment.

The Tenant shall be responsible for sealing of all penetrations, roof pads, equipment supports and cabling for all Tenant supplied equipment.

Power shall be served from the Tenant electrical panel.

There is no provision for Tenant access to the base building chilled water or condenser water system.

There is no provision for Tenant access to additional outside air or exhaust air systems.

INSTALLATION

Ductwork shall be supported per SMACNA standards and City and County of San Francisco, earthquake code requirements.

Mechanical devices shall be used in all duct-fastening requirements - duct tape is not an acceptable means of attachment.

Upon completion, the building piping chemical treatment system to be checked and additional chemical treatment added by the Building Engineer.

All equipment to be located such that there is adequate access for maintenance, service and inspection including air filter changes, controls and electrical equipment adjustments and parts removal or replacement.

INSULATION

Insulation shall comply with the requirements of Title 24 of the California Administrative Code.

Insulate all new supply ducts with 1½" fiberglass insulation 1.0 PCF density with aluminum foil vapor barrier in accordance with Title 24 energy regulations. Tape joints.

All internal linings, flexible ducts and adhesives shall be labeled in accordance with UL 181 standard for safety.

Hot water supply and return - Owens Corning fiberglass, heavy density k=0.30 At 200 degrees Fahrenheit. Insulate all fittings and valves same as above. 1½" thick for 2" pipe or smaller, 2" thick for 2½" or larger pipe. R=4.0 Min./Inch.

Condensate drain to be insulated with 4 lbs. density ½" molded glass fiber insulation. Provide vapor barrier.

PIPING

All piping shall conform to the requirements of the ASA Safety Code, be free from all defects and shall be identified.

Pipe identification shall comply with ANSI A13.1 "Scheme for the Identification of Piping System," except match existing system in case of conflicts.

Heating Hot Water: Type L seamless copper tube ASTM H23.1 with wrought copper solder-joint ANSI B16.29 fittings.

Condensate Drain: 2" and smaller-copper DWV ASTM B306 with ANSI B16.23 fittings.

ACCESS PANELS

Reinforced galvanized sheet metal with air tight gaskets. These access panels are required for maintenance of all HVAC and plumbing requirements by the building maintenance/engineering department. Provide hinges and Ventfabrics, Inc., Ventlock latches. Milcor or equal as follows:

All hard lip access panels shall be fiberglass lift out style.

Duct access panels for hand entry only: no. 90 sash type latch.

Duct and plenum access doors for body entry: no. 310 latch, operable from both sides of door.

Minimum size of access panels is 12" x 12".

AIR FILTERS

Air filters for air conditioning units to be throw away type as provided by the unit manufacturer.

IR TRANSFER DUCTS

In slab-to-slab partition walls provide air transfer ducts with 1" lining. The configuration of the transfer duct to be sized to prevent air flow restrictions and pressure gradients in the return air (R/A) plenum. Designers/contractors shall evaluate site conditions to fully understand design requirements.

EXECUTION

Title 24: All HVAC equipment shall be certified to the California Energy Commission by its manufacturer to comply with the applicable energy efficiency standards.

Air and Water Balancing requirements

The air balancing report shall include all interior supply and

return air readings from all air inlets and outlets and the reading of the total supply air from the AHU tapoff at that Level.

The water balancing report shall confirm all heating hot water flows at all control valves and the reading of the total heating hot water from the tapoff at that Level.

IDENTIFICATION

Identify all equipment, valves and air terminal equipment as follows

- Coordinate naming convention with the Building Engineer.
- Valves to be provided with black plastic round tags with engraved white lettering, mechanically fastened to the item of equipment with metal ball type chain or S-hooks. Lettering to be minimum 3/8 inches tall.
- VAV boxes and other equipment to be tagged with screwed on laminated labels, black with engraved white lettering. Lettering to be minimum 2 inches tall.
- Piping to be labeled to match the existing installation.

COORDINATION WITH ENGINEERING

All final air and water test and balance reports will be sent to the Building Engineer for final review and approval.

Test and balance reports to identify each item of equipment, its operating characteristics, setpoint information and test results. All equipment to be cross referenced to its field identification number and a floor plan showing the location of each item of equipment.

All questions concerning the Tenant Improvement will be directed to the Building Engineer.

SECTION C - ELECTRICAL

GENERAL

Refer to Part A of these Guidelines.

It is the intent of the management of BAHA to operate an energy efficient facility. The following standards are an attempt to establish control of the type of electrical equipment installed in the facility in order to achieve that goal. The design of lighting control shall comply with the requirements set forth in the California Code of Regulations

-Title 24, Part 2, Chapter 2-53 and Appendix 2, Lighting Guidelines.

All designs shall utilize the most efficient energy saving light fixtures available using, where possible, fluorescent lamps with electronic ballasts. Designs shall incorporate the use of motion sensing devices to control all lights within the Tenant's space.

DESIGN CRITERIA

General: Since this building is more than seventy-five feet high, it falls under high-rise building codes which will govern the life safety and fire alarm systems.

Tenant Design Load Criteria

Area Use	Receptacles W/SF	Lighting W/SF	Comments
Common	0.5	1.0	
Office Areas	4.0	2.0	1 W/SF additional available in bus
Conference Rooms	4.0	2.0	
Back of House	0.25	0.5	

The lighting design loads represent the Code requirements and are used to size the distribution equipment. Actual lighting design loads will be limited by Title 24, Cal Green and LEED goals.

ELECTRICAL SERVICE

The project falls within the boundaries of Pacific Gas and Electric Company's (PG&E) radial service area. Network service is not available at this location.

The PG&E service entrance is located at the Ground Floor in the southwest corner of the building under the Main St. sidewalk. Two 12kV three phase services are provided to the primary switchgear room. Metering is provided at the 12kV service voltage. The electrical service and primary switchgear is to remain as currently configured.

Tappable bus ducts have been provided with space for a Tenant-provided tap-can. Tenant shall provide the tap-can, utility grade meter, and all required distribution, including distribution

panelboards and transformers, downstream of the tap-can. Coordinate interconnection of meter with building. Tenant shall also be responsible for providing an electrical room within the Tenant space for locating this electrical equipment.

RACEWAYS AND FITTINGS

Vacuum all debris from trenches and ducts within area of work associated with the cellular floor system. All framing shall adequately bridge floor duct covers for access. Do not screw, bolt or penetrate electric cellular floor ducts for any reason.

Conduit shall be supported from the building structure; supports from air conditioning ducts or piping shall not be permitted.

Secure all conduits to outlet boxes, junction boxes or cabinets with locknuts outside and locknuts with bushings inside. Ream conduits after threads are cut; ends shall be cut square and shall butt solidly into couplings and connectors.

Annular space in and around sleeves that pass through fire resistive or fire rated partitions, floors, or ceilings shall be closed by packing with a fire resistive material that will maintain the rating of the barrier penetrated.

Conduits shall be continuous from outlet to outlet and from outlets to cabinets, junction or pull boxes, and shall enter and be secured at all boxes so that each system shall be electrically continuous throughout.

A nylon pull cord shall be left in all conduits in which permanent wiring is not installed. A ring and string application is permissible for communications cabling to be installed by Tenant.

Remove all wiring and cabling not being used in plenum.

WIRING DEVICES AND OUTLET BOXES

Building standard devices are Leviton Decora series or approved equal. Color to be white unless otherwise noted.

Outlet boxes for concealed work shall be one piece, pressed steel, knockout type with zinc or cadmium coating. Boxes shall not be smaller than 4 inches square nominal size except where larger sizes are indicated. Provide extension rings, plaster rings and covers necessary for flush finish.

Wall telephone outlets shall be pressed steel sectional switch boxes, with 3/4" EMT to ceiling plenum, 6" stub above ceiling height.

Mount devices in approved outlet boxes with mounting heights

indicated to center of device. Where more than one wall switch is indicated at one location, switches shall be ganged under a common wall plate. More than 6 switches at one location shall be ganged in two rows, one above the other.

Duplex receptacles shall be 20 amp, 120 Volt, NEMA 5-20r, to match base building standard. Fourplex receptacles shall be the same type and mounted under a common cover plate, unless otherwise noted.

Ground-fault-circuit-interrupting duplex receptacles shall be installed when non-dedicated utility outlets are required above a counter top and within 6 feet of a sink. These requirements typically exist in toilet, kitchen, or janitorial spaces. The duplex receptacle shall be 20 amp, 120 Volt feed through type GFCI, to match base building standard.

Wall switches shall be 20 amp, 120/277 Volt to match base building standard. See next item for occupancy sensors to be used for area lighting control.

Motion Sensing Light Switches.

- All light fixtures shall be controlled by wall mounted or ceiling mounted occupancy sensors. Ceiling mounted sensors shall be used in conjunction with dual level lighting control devices. Furniture plans, with height of all units, shall be reviewed prior to final placement of ceiling and wall mounted sensors.
- Wall mounted sensors shall be used for rectangular spaces up to 300 square feet when the sensor can be located with an unobstructed view of the controlled area. This device will take the place of dual level switches. Locate the sensor to point away from glass walls and doors leading to corridors to avoid false activation. Sensor should point away from corridors, typically toward outside of building. Specification to match base building standard.
- Ceiling mounted single direction sensors shall be used for spaces up to 900 square feet. This device shall be used in conjunction with dual lighting level wall switches when a wall mounted occupancy sensor is not practical due to room shape, or if its field of view may be obscured by furniture or equipment. Two sensors may be wired together for complete coverage of larger, or irregular shaped areas. If partitions between 49 and 71 inches in height are present, use one sensor per 320 square feet. This sensor typically mounts in the corner of the wall and ceiling. Specification to match base building standard.
- Ceiling mounted double direction sensors shall be used for spaces up to 2100 square feet. This device shall be used in conjunction with dual lighting level wall switches when a wall mounted occupancy sensor is not practical

due to room shape, or if its field of view may be obscured by furniture or equipment, or if the area of coverage is too large for a single direction sensor. Two sensors may be wired together for complete coverage of larger, or irregular shaped areas. If partitions between 49 and 71 inches in height are present, use one sensor per 640 square feet. This sensor typically mounts in the center of the area to be controlled. Specification to match base building standard.

- Ceiling mounted double direction sensors shall be used for corridor spaces up to 100 feet in length. This device shall be used in conjunction with dual lighting level wall switches. Two sensors may be wired together for complete coverage of longer, or irregular shaped areas. This sensor typically mounts in the center of the area to be controlled. Specification to match base building standard.
- Provide one switchpack for each lighting zone in an area controlled in conjunction with ceiling mounted sensors. Do not connect more than two sensors to one switchpack. Do not control more than ten switchpacks from one sensor. These switchpacks typically mount above the lay-in ceiling tile. Provide a minimum 8" square access panel if switchpacks are located above a non-accessible ceiling.
- Contractor shall set all sensors to the maximum time duration and the maximum sensitivity.
- Ceiling sensors are provided with teflon insulated wiring and are fire rated for ceiling plenums.

Incandescent or Low-Voltage Fixture Light Switches

Dimming switches for use with incandescent or low-voltage lamps shall be at the discretion of the Tenant.

PANEL BOARDS AND CIRCUIT BREAKERS

Panelboards shall be sequence phased, factory assembled, with copper bus, sized as indicated on drawings. Panels shall contain a separate ground bus with a minimum 21 points for connections. Panelboards shall be Eaton.

Circuit breakers shall be of the bolt-on type mounting. Multi-pole breakers shall be single devices, in one enclosure, with one operating handle and common trip.

Minimum RMS symmetrical rating of circuit breakers shall match existing panelboards.

Provide E-MON demon type meters for all panelboards serving Tenant specific telecommunication, air handling, or computer equipment required to operate continuously, and/or with higher

than normal load requirements.

JUNCTION AND PULL BOXES

All junction boxes in ceiling spaces shall be marked with black marking pen as to the panel and circuits passing through the box.

Ceiling sensors are provided with teflon insulated wiring and are fire rated for ceiling plenums.

LABELS

White core black engraved phenolic plastic nameplates shall be attached to all equipment (panelboards, transformers, motor control centers, starters, etc.) Indicating equipment, designation and voltages.

Complete typed panelboard directory as circuits are installed, completed by electrical subcontractor. (Two copies)

LIGHT FIXTURES

The contractor shall use building standard fixtures and exit signs unless substitutes are approved by the building management. All building standard fixtures shall operate at 277 volts and use T8 type 4'-0" fluorescent tubes.

Recessed incandescent fixtures shall be wired outlet to socket, with pull box accessible when fixture trim or reflector is removed.

All recessed incandescent fixtures shall be thermally protected.

Ballasts shall be electronic, class P internally thermally protected, energy saving, "A" sound rating, bearing the CBM, ETL and U.L. Labels, as manufactured by Valmont, Universal, Jefferson, Magnetek, (except Magnetek HP Series) Advance, GE, (Except Mark V and Mark VII) or approved equal.

Contractor shall verify all ceiling types and coordinate fixture trim and accessories before ordering fixtures. Coordinate with ceiling installer.

All new light fixtures shall be securely fastened to either slab, ceiling or wall. Recessed fixtures in suspended ceiling shall be independently supported from building structure with minimum 2 #9 wires at diagonal corners, and clipped to ceiling grid (at other diagonal corners) for seismic bracing, or as required by code.

FIRE ALARM SYSTEM

The base building fire alarm system is an Edwards system. Tenant must comply with City of San Francisco codes and obtain SF Fire Department plan check for approvals prior to installation. Tenant's system must coordinate with the base building system per fire codes and/or the Landlord's direction.

Tenant's system must coordinate with the base building system

per fire codes and/or the Landlord's direction. On alarm, elevator lobbies must secure for smoke containment. Fire stairs are all secured with electric locks and will be overridden by the fire alarm system.

A fire alarm plan is provided by Landlord for the base building.

SECTION D - PLUMBING

GENERAL

The domestic cold water system pressure will be maintained by variable speed variable volume duplex booster pump system providing a minimum of 35 psig boosted water pressure throughout the building.

The building also has gas fired domestic hot water heater with a solar thermal system serving the base building systems. This domestic hot water system is not available for Tenant use.

DESIGN CRITERIA

All systems shall comply with the California Building Code, California Plumbing Code and application local requirements and regulations.

Water pipe sizing shall comply with the California Plumbing Code with limits of 5 feet per second water velocity and 8 feet per 100 linear feet of friction loss.

Installation of garbage disposals is to be at the discretion of the Building Engineer.

EXISTING SYSTEMS

Plumbing riser groups are provided at four different locations per floor and are tactically spaced to increase the flexibility for locating future plumbing fixtures. Each riser group includes domestic cold water, sanitary waste and vent piping.

The building is not plumbed to make use of future city reclaimed water (Purple Pipe).

A water meter shall be provided at each take-off and the meter connected to the building BMS system for monitoring and invoicing of the Tenant based on usage.

Base building domestic hot or cold water is not available for Tenant use. If Tenant requires domestic hot water, Tenant shall provide electric type water heaters as necessary.

No natural gas connection is available to office Tenants. Refer to Section F for Retail Tenant available connections.

PRODUCTS AND MATERIALS

Domestic Water Piping: Type L hard copper.

Sanitary Waste/Soil and Vent: above ground to be cast iron standard weight, non-hub joint, maintain fire-ratings at all applicable penetrations.

All fixtures to match the existing building standard for sinks, faucets, etc. and shall be of the high efficiency, low water use type as approved by the Building Engineer.

No existing sanitary fixtures shall be removed or replaced by the Tenant without the approval of the Building Engineer.

EXECUTION

Water Heaters - For low-capacity service use: Instantaneous electric type, provided with dedicated electrical outlet. Water heater shall be mounted in the cabinet area under the sink and shall have the expansion valve connected directly to drain via air gap fitting. T.P. valve and drain pan shall not be piped to common drain ahead of the air gap fitting. T.P. valve shall not be piped directly to the drain pan. Drain must be sized to meet maximum flow of T. P. valve @ 90 p.s.i. For high-capacity use (e.g. for a dishwasher) use electric type, mounted in cabinet area adjacent to sink.

Installation above ceiling requires prior Building Engineer approval.

SECTION E - FIRE PROTECTION

GENERAL

The base building fire protection system includes 8-inch standpipes and a locally approved distribution system. Landlord will provide shell space sprinkler coverage, to be modified by the Tenant for code compliance based on their space design. Any modifications to the fire sprinkler system and layout will require the Tenants to obtain approvals from the City of San Francisco Fire Department prior to fabrication and installation.

The fire protection systems shall be handled as a 'Design-Build' contract based on full coverage of the Tenant improvement area.

Contractor/Design Engineer is responsible for the verification of design criteria, design, installation, testing and performance of the system, including verification of operation of flow and tamper switches serving the area.

The fire protection contractor shall have a current Class C-16 Fire Protection Contractor's license.

Existing base building systems including sprinkler test and drain piping shall remain unaltered.

DESIGN CRITERIA

Occupancy: High Rise, B Occupancy, 10 stories

above ground.

Hazard: Light Hazard (Office Areas)
Ordinary Hazard, Group 1 (Automobile parking, Levels 1 and 2)
Ordinary Hazard, Group 2 (Retail, Level 1)
Construction: Non Combustible

Comply with California Building Code, California Fire Code, Fire Marshal requirements, applicable city codes and requirements and applicable NFPA codes including NFPA 13.

EXISTING SYSTEM

The building has a combined sprinkler / wet stand pipe system. New hose valves/ risers have been added to all emergency egress stairs without wet standpipe system.

The fire protection system consists of multiple standpipes and risers, a 16,000 gallon fire water storage tank and a diesel fire pump and an electric fire pump and two street main connections.

Both fire pumps are rated at 1,250 gpm

Window curtain sprinklers are provided for separation windows/ glass walls of the Atrium, fed from dedicated line.

PRODUCTS AND MATERIALS

Pipe shall be black steel, Schedule 40 complying with applicable ASTM standard.

- No Schedule 10 piping is allowed.

Fittings shall be threaded ductile iron for 2-inch and smaller and may be Victaulic type for 2½ inch and larger.

Sprinkler heads shall match the building standards, rated at 155 degrees F, quick response, UL listed and FM approved. Color to be agreed with the Building Engineer.

Pre-action Systems (if installed) shall be UL listed and FM approved, provided with test connection and drain and monitored by the building fire safety system.

EXECUTION

Install pipes and hangers in accordance with latest NFPA13 and Fire Marshal requirements.

Contractor to coordinate with the Building Engineer and the City Fire Department whenever the fire protection system is to be impaired.

A minimum of 72 hours advance notice prior to any major impacts or shutdown of the fire protection systems.

Provide copies of all signed test certificates and approvals for the work including final inspection report by the Fire Marshal.

SECTION F - RETAIL TENANTS

GENERAL

The above Sections A, B, C and D apply to retail Tenants unless specifically indicated otherwise below.

MECHANICAL/HVAC

Retail Tenant spaces will be conditioned using Tenant provided DX units with nominated locations for the air cooled condensing units. Outside air ventilation will be via louvers at the retail storefront along Beale Street.

Access to the Garage spaces on Levels 1 and 2 is available for remote air cooled condensers with the approval of the Building Engineer.

The Tenant will provide a minimum of 10 feet of separation between any outside air intake and any exhaust termination.

Provision has been made for a pipe and duct riser from the Retail Tenant 102 space to a location on the roof for Tenant equipment such as exhaust fans, air cooled condenser, etc.

ELECTRICAL

Since the building PG&E utility meters are provided at 12kV, direct PG&E metering of retail Tenant power is not possible. For the three Retail Tenants, utility revenue grade metering shall be provided by the Retail Tenant with the new breakers located in the main switchboard complete with monitoring connection to the metering system.

Retail Tenant 102 has a 400 amp, 480/277V 3-phase, 4 wire supply available from MS1 with conduits stubbed out to the Retail Space.

Retail Tenant 103 has a 200 amp, 480/277V 3-phase, 4 wire supply available from MS1 with conduits stubbed out to the Retail Space.

Retail Tenant 105 has a 200 amp, 480/277V 3-phase, 4 wire supply available from MS1 with conduits stubbed out to the Retail Space.

Tenant shall provide all electrical distribution downstream of the stub out, including distribution panels and transformers, as required.

Fire alarm and emergency lighting is available for connection to the existing base building systems.

Generator power is not available to the Retail Tenants.

PLUMBING

Domestic Water is available to each Retail Tenant.

- Pipe size is one inch rated for 15 Fixture Units located in the ceiling of the Retail Tenant space.
- Minimum available water pressure is 35 psig.
- The domestic cold water shall be metered and the meter connected to the building BMS system for monitoring and invoicing of the Retail Tenant based on usage.

Sanitary drainage is provided for each Retail Tenant via a 4-inch stub up from the floor and a two inch vent located in the ceiling space of the Retail Tenant.

Sanitary sewer connection is available via the building's main 8-inch sewer lateral at Retail 102 and 4-inch sewer lateral at Retail 103. Tenants are responsible for saw-cutting and trenching, and back-filling sewer connections through the existing concrete floor to reach a lateral.

Replacement of concrete floor slab is also the Tenant's responsibility. No dedicated grease interceptors are provided at either retail space. If required, the Tenant may install a below slab grease interceptor, subject to review and approval by the Landlord, or use under-sink units. Tenants are responsible for maintenance of such grease interceptors.

Base building domestic hot water is not available for Retail Tenant use. If the Retail Tenant requires domestic hot water, Tenant shall provide electric type water heaters as necessary.

A natural gas connection is available to each Retail Tenant.

- Pipe size is one inch, located in the ceiling of the Tenant space. Piping shall be Schedule 40 steel.
- The Tenant shall contract directly with the Gas Supplier with the Tenant meter located in the Gas Meter Room at Level 1 on Beale Street.
- Design peak natural gas flow is 1000 cubic feet per hour at 5 psig.
- If additional gas supply is desired, the Retail Tenant is responsible for coordination with PG&E for installing any upsized gas service line.

FIRE PROTECTION

Fire protection requirements are the same as for Office Tenants except that any grease exhaust Fire suppression system shall be monitored by the base building fire alarm system.



**APPENDIX IV -
CONTACTS**

APPENDIX IV
DESIGN TEAM CONTACTS

Owner
Bay Area Headquarters Authority
375 Beale Street
San Francisco, CA 94105

Architect
[Exterior, Shell & Core, Common Areas]
Perkins + Will
185 Berry Street, Lobby One, Suite 5100
San Francisco, CA 94107
www.perkinswill.com

Associate Architect
[Agency Floors 6-8]
TEF
1420 Sutter Street, 2nd Floor
San Francisco, CA 94109
www.tefarch.com

Structural Engineer
Holmes Culley
235 Montgomery Street, Suite 1250
San Francisco, CA 94104
www.holmesculley.com

Landscape Architect
GLS
2677 Mission Street, No. 200
San Francisco, CA 94110
www.glsarch.com

Lighting Design
Architecture & Light
60 Brady Street
San Francisco, CA 94103
www.architectureandlight.com

Attachment A

Mechanical Design

WSP

405 Howard Street, No. 500

San Francisco, CA 94105

www.wspgroup.com

Electrical Design

WSP

405 Howard Street, No. 500

San Francisco, CA 94105

www.wspgroup.com

Plumbing Design

WSP

405 Howard Street, No. 500

San Francisco, CA 94105

www.wspgroup.com

Telecom and Security Design

TEECOM

1333 Broadway, Suite 601

Oakland, CA 94612

www.teecom.com

Civil Engineering

BKF

1646 N. California Blvd., #400

Walnut Creek, CA 94596

www.bkf.com

Fire Protection

WSP

405 Howard Street, No. 500

San Francisco, CA 94105

www.wspgroup.com

Attachment A

VISION WORKSHOP 1
1/23/12



BAHA Objectives / Goals

- Provide for greater building efficiencies
- Lessen environmental impact through energy efficiency and sustainability
- Reduce costs through interagency sharing of resources
- Improve interagency cooperation and initiatives through co-location

Additional objectives / goals to be considered

- Provide a public face to regional agencies
- Become a neighborhood asset
- Provide a great place to work
- Create a workplace in alignment with the Agency's mission
- Input from Leadership group on additional objectives

**Regional Administrative Facility Headquarters
Space Planning Principles**

To achieve cost savings and operational efficiencies, the following principles will guide space planning and development for the Regional Agency Government Headquarters facility:

Public Meeting Areas	<ul style="list-style-type: none"> ▪ Develop a formal Board Room, a Multi-purpose Room and Conference Center space with central reservation system accessible by all agency staff.
Cost-effective Construction	<ul style="list-style-type: none"> ▪ Consistent floor space in design, layout and amenities ▪ Consistent Office/cubicle size and design standards ▪ Joint procurement for new furniture, fixtures and equipment ▪ Installation of WiFi throughout the building ▪ Installation of paging system throughout the building ▪ Co-location and sharing of IT infrastructure and systems (i.e. telephones, email, hardware, software) ▪ Roof-top Development
Consolidation/ Integration of Support Functions	<ul style="list-style-type: none"> ▪ Copy/Production Center ▪ Mail Room ▪ Shipping/Receiving ▪ Library ▪ Lab ▪ Employment Center ▪ IT Help Desk Support ▪ Website Development ▪ Graphics Support ▪ Public Art Display ▪ Packet Production Areas ▪ Storage Areas
Employee Support Amenities	<ul style="list-style-type: none"> ▪ Break rooms ▪ Gym/Locker rooms ▪ Quiet space/private rooms ▪ Cafeteria
Green Building	<ul style="list-style-type: none"> ▪ Integrate sustainable building features into design, construction and occupancy ▪ Achieve equivalent of LEED Silver standard
Co-location	<ul style="list-style-type: none"> ▪ Achieve functional inter-agency co-location and adjacencies.

Bay Area Headquarters Authority
Leadership Design Input Process

January 23rd

Vision Session #1

Process + Schedule through SD

Project Goals & Values

Agencies working together

February 6th

Vision Session #2

Program Discussions

Inside to Out

Site Context & Neighborhood

March 5th

Vision Session #3

Concept Alternatives

Outside to In

Natural light
Building skin
Floor plates
Entrance lobbies

March 26th

Vision Session #4

Finalize Concepts

Massing
Exterior
Interior character
Interior amenities
Phasing

Key Decisions

EIR Letter of Determination
Program Direction

DEA: Initial construction options*

*Final decision subject to CMAR input at later date

Concept Options:
Review & Approval

*OPPORTUNITIES &
CULTURE EXERCISE*

Integrate Technology ●●●●●●●●

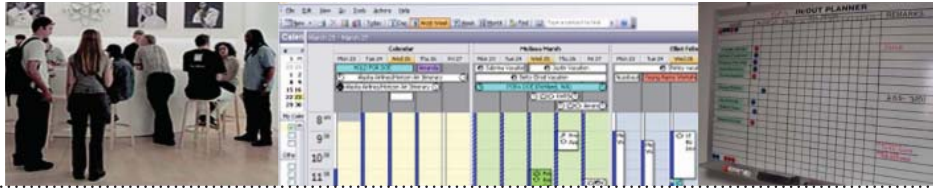
Flexible collaboration through technology.

Virtual office, distributed workplace increases agency productivity and employee satisfaction.



Share Agency Knowledge ●

Information in the knowledge economy, paper as well as electronic, will be managed increasingly as a precious collective resource.



Enable better work/life balance. ●●●●●●●●

Distributed working will make it possible for people to balance work and life in different, more convenient ways.



Align space with organizational objectives. ●●

More shared rather than individually owned space.

Shared space is growing as a proportion of the space budget. The area given over to individual workstations is declining.



Express the mission & values of the organization. ●●●

Space as a medium of communication

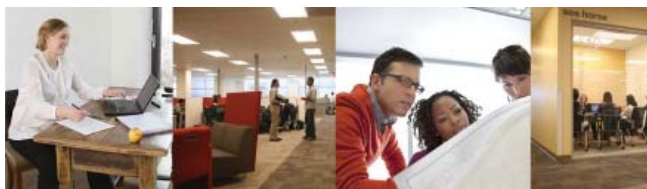
The working environment is a powerful way of reinforcing and communicating values internally and externally.



Align space with how people work. ●●●●●●●●●●

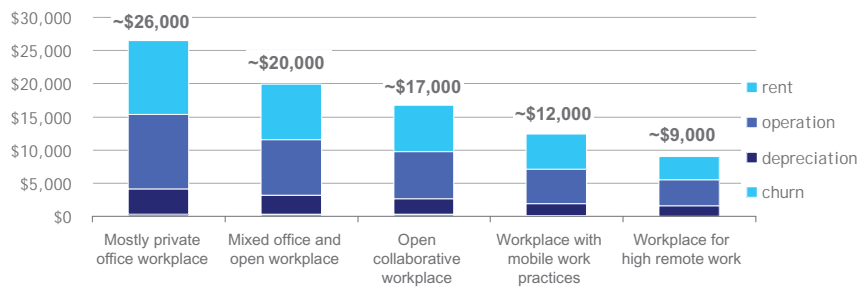
More varied workspace types for focused work, informal & formal collaborations.

Differentiate between quiet and active work.



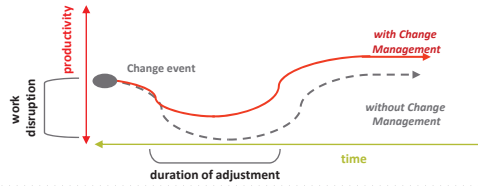
Reduce real estate & operational costs.

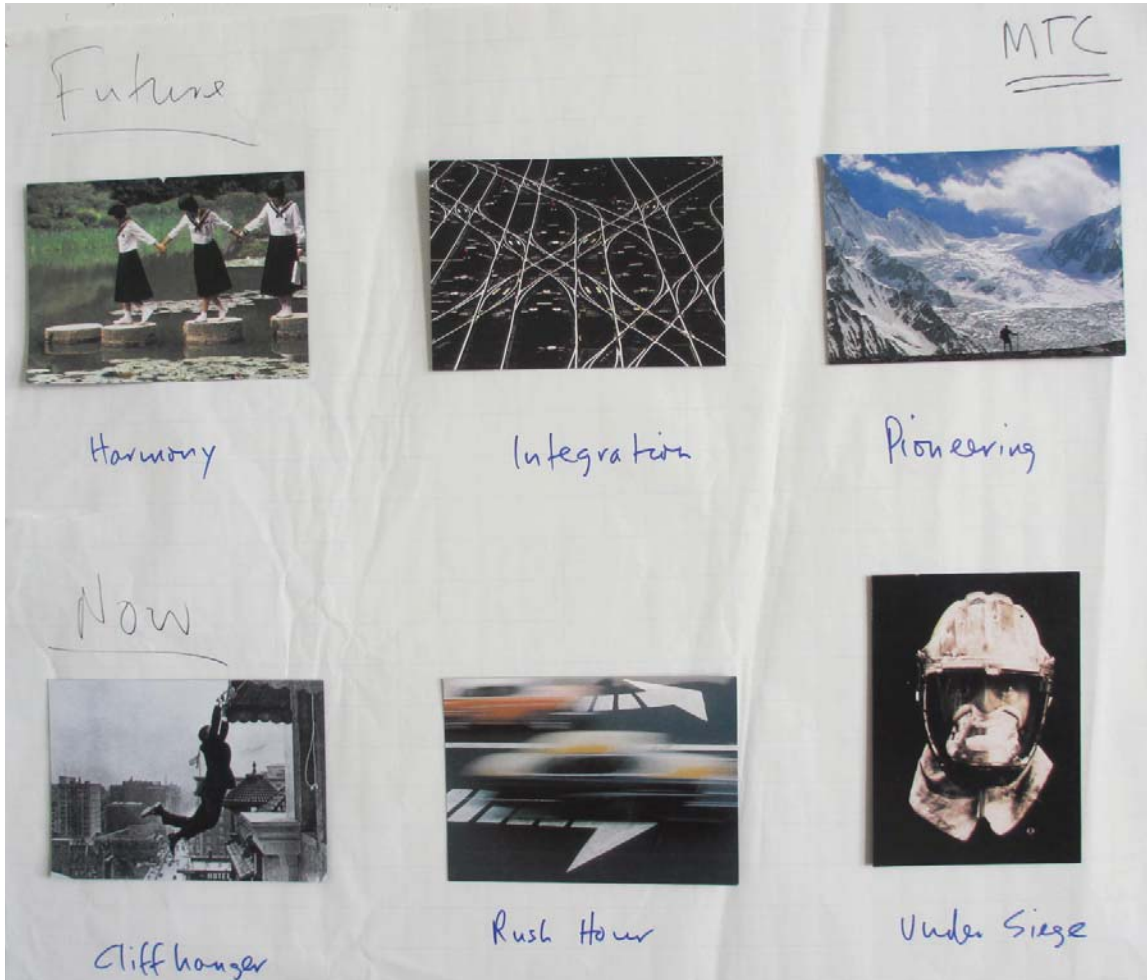
Declining annual workplace costs *per person* for different workplace strategies:



Change Management ●

Change management provides a powerful means of using the design and construction project as a mode of accelerating cultural change.





MTC

CURRENT:

CLIFFHANGER

RUSH HOUR

UNDER SIEGE

FUTURE:

HARMONY

INTEGRATION

PIONEERING



AIR DISTRICT

CURRENT:

ALL WORKING TOGETHER BUT METHODS OF COMMUNICATION ARE OBSCURE.

EVERYONE HAS A HAND IN WORK BUT CONNECTIONS ARE TENUOUS.

FUTURE:

EVERYONE PULLING TOGETHER FOR A COMMON GOAL.

EVERYONE DOING THEIR PART- DANCING TO THE SAME SHEET OF MUSIC.



BCDC

CURRENT:

CATCH EACH OTHER, BACK EACH OTHER, TIGHTLY

NIMBLE, ENTREPRENEURIAL, FAST MOVING

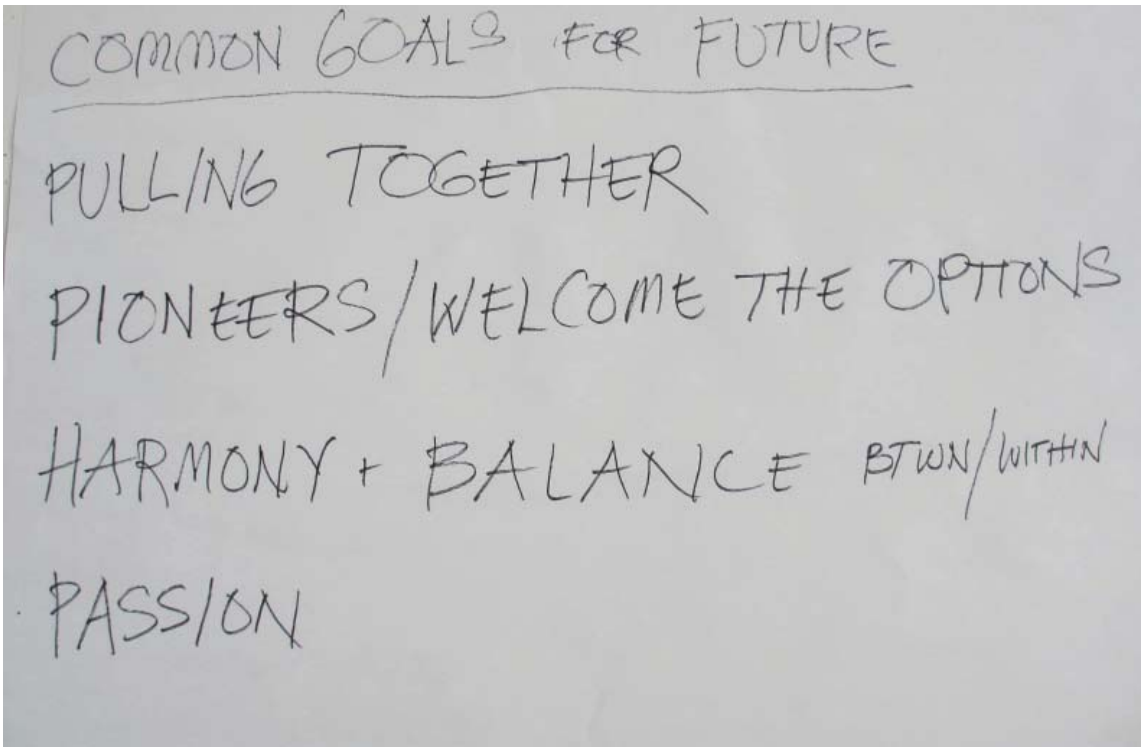
ENVIRONMENTAL ETHICS, PERSONAL PROFESSION

FUTURE:

WORK TOGETHER BETTER BETWEEN DESIGN, PLANNING, REGULATIONS, & ADMINISTRATION

WELCOME OPTIMISM

TRANQUILITY OF OFFICE CULTURE



390 MAIN ST

COMMON GOALS FOR THE FUTURE:

PULLING TOGETHER

PIONEERS / WELCOME THE OPTIONS

HARMONY & BALANCE- BETWEEN & WITHIN AGENCIES

PASSION

ADDITIONAL GOALS

- INTEGRATION (OF AGENCIES)
- PLANNING "BULLPEN"
- ARE SOME PIECES THAT WILL NEVER MEET? (IE: ENFORCEMENT & PERMITTING TEAMS)
- PUBLIC INTEGRATION & INTERFACE - { CUSTOMER FRIENDLY INTERFACE
- "ONE BAY AREA" - IDENTITY UNDER THIS UMBRELLA
- TEAM SPACE WHERE AGENCIES COME TOGETHER
- VERTICAL INTEGRATION
- OPPORTUNITY FOR CHANCE ENCOUNTERS

390 MAIN ST

ADDITIONAL GOALS:

INTEGRATION (OF AGENCIES)

PLANNING "BULLPEN"

ARE THERE SOME PIECES THAT WILL NEVER MEET? (IE- ENFORCEMENT & PERMITTING TEAMS)

PUBLIC INTEGRATION & INTERFACE (CUSTOMER FRIENDLY INTERFACE)

TEAM SPACE WHERE AGENCIES COME TOGETHER

VERTICAL INTEGRATION

OPPORTUNITY FOR CHANCE ENCOUNTERS

375 BEALE
CONDOMINIUM CORPORATION
Memorandum

Bay Area Metro Center, Suite 800
375 Beale Street, San Francisco, CA 94105
TEL 415.778.6700
EMAIL info@mtc.ca.gov
WEB www.mtc.ca.gov

Date: December 6, 2017

AGENDA ITEM 5

Subject: Revisions to the Procurement Policy

Background:

On June 27, 2017, the Board adopted for its procurement policy MTC's Executive Director's Management Memorandum (EDMM) No. 352, Third-Party Contracting Policies and Procedures, with the limitation on approval of awards in Attachment A, Section 12, reduced from \$200,000 to \$25,000, pending the adoption at a later date of revisions regarding contract limitations.

Under this item, the Board will be requested to adopt the following amendment to Attachment A, Section 12 of the procurement policy:

The Chair of the Board of Directors or designee shall execute, on behalf of the corporation, contracts or amendments up to \$100,000 cumulatively for purchase of supplies and materials and services for routine business needs and operating expenses. Contracts or amendments that cumulatively exceed \$100,000 shall be signed by either the Chair or designee after being authorized to execute such a contract by the Board of Directors.

Payments for routine business needs and operating expenses such as utilities, licenses, office supplies, and the like, more than, or accumulating to more than \$100,000 to a single vendor shall be presented in a quarterly report to the Board.

The Chair of the Board of Directors or designee shall execute, on behalf of the corporation, contracts or amendments up to \$50,000 cumulatively for extraordinary items, consisting of those supplies and materials and services not deemed to be routine business needs. Contracts or amendments for extraordinary items that cumulatively exceed \$50,000, shall be signed by either the Chair or designee after being authorized to execute such a contract by the Board of Directors. All payments for extraordinary items shall be presented in a quarterly report to the Board of Directors.

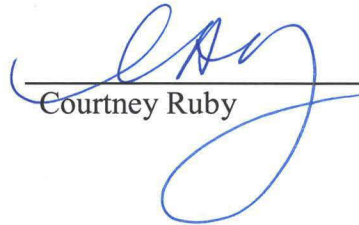
A copy of the MTC Third-Party Contracting Policies and Procedures (EDMM No. 352) is attached to this Memorandum.

The MTC Third-Party Contracting Policies and Procedures Policy sets forth guidelines and procedures for the competitive procurement of and contracting for goods, services, and equipment. All references to MTC set forth in the MTC Third-Party Contracting Policies and Procedures Policy shall also be references to the 375 Beale Condominium Corporation. All

references to staff shall include BAHA staff as well as staff of BAHA's Property Manager, Cushman & Wakefield of California, Inc.

Recommendation:

Staff recommends that the Board adopt the proposed revision to the 375 Beale Condominium Corporation Procurement Policy.



Courtney Ruby

Attachments

J:\COMMITTEE\375 Beale Condo\2017\12_Dec'2017_Beale Condo\5a_375CondoBoard_Procurement_Policy_Memo.docx



METROPOLITAN
TRANSPORTATION
COMMISSION

AGENDA ITEM 10

Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105
TEL 415.778.6700
WEB www.mtc.ca.gov

Memorandum

TO: MTC All Staff

DATE: June 2, 2017

FR: Director, Administrative Services

RE: Updated EDMM 352: Purchasing/Contracting Policies

The attached updated EDMM 352, Third-Party Contracting Policies and Procedures went into effect on June 1, 2017. EDMM 352 establishes Agency policies and procedures for the competitive procurement of and contracting for goods, services and equipment.

The major changes to the policy and procedures are summarized below:

1. Adds Bench and A&E as types of Agency procurements and contracts.
2. Clarifies protest procedures.
3. Details the type of services considered A&E, and provides detailed requirements for ranking Statement of Qualifications (SOQ) submitted in response to Request for Qualifications (RFQ) and mini-RFQ.
4. Clarifies the considerations for issuance of a RFQ vs. a Request for Proposal (RFP).
5. Details requirements for Bench (including A&E) procurements and contract awards.
6. Updates the pre-award and interim audit requirements.

If you have questions regarding the new policy and procedures, please do not hesitate to contact Contract Administrator Denise Rodrigues at x5297 or via email at drodri@mtc.ca.gov.

Teri Green

Attachment

J:\CONTRACT\Contract Misc\EDMM & Bench Update\Current EDMMs\Memo EDMM 352 Revision 6.17.docx

EXECUTIVE DIRECTOR'S MANAGEMENT MEMORANDUM NO. 352

- EDMM NO.: 352
(This EDMM combines and supersedes MTC EDMMs 310, Purchasing and 352, Contract Procedures)
- SUBJECT: **THIRD-PARTY CONTRACTING POLICIES AND PROCEDURES**
- PURPOSE: This memorandum establishes the Agency's policy and procedures for entering into and administering contracts with vendors, contractors and consultants (sometimes referred to generically in this EDMM as "contractors").
- APPLICABILITY: This memorandum applies to all purchases of goods, services, equipment, professional services agreements and other third-party contracts of any type entered into by MTC, BATA, MTC SAFE, BAHA, and BAIFA (each, an "Agency").

The competitive procurement requirements in this EDMM do not apply to the following types of purchases:

1. Agency business travel
2. Agency sponsored training and professional development
3. Professional organization memberships
4. Utilities, postage, transit tickets, and other goods and services that cannot be procured competitively
5. Temporary agency personnel services
6. Employee computer purchase program
7. Agency sponsored business meetings or events (including tickets, food, rentals, etc.)
8. Agreements with other public entities
9. Utilization of financial services authorized through an approved board resolution pursuant to the issuance and administration of approved debt issuance
10. Software, hardware, and equipment included in the approved IT Standards and Sole Source Purchasing Memorandum
11. Specialized legal services of an urgent nature, such as litigation, after properly disclosing the nature of the legal services and estimated costs to the Authorizing Board (as defined on page 6)

The preceding types of purchases must comply with contract approval requirements and thresholds.

POLICY:

A. Authority to Contract

MTC's power to contract stems from its enabling statute, Section 66500 *et seq.* of the California Government Code. More specifically, MTC may "[c]ontract for or employ any professional services required by the commission or for the performance of work and services which in its opinion cannot satisfactorily be performed by its officers and employees or by other federal, state, or local government agencies." California Government Code Section 66506(c).

BATA's power to contract stems from its enabling statute, Section 30910 *et seq.* of the California Streets and Highways Code. More specifically, BATA may "make and enter into contracts" and "acquire, construct, manage, maintain, lease, or operate any public facility or improvements." California Streets and Highways Code Sections 30951(a) and 30951(c).

MTC SAFE's power to contract stems from its enabling statute, Section 2550 *et seq.* of the California Streets and Highways Code. More specifically, MTC SAFE may "contract and may undertake any act convenient or necessary to carry out this chapter and any other law relating to the authority." California Streets and Highways Code Section 2554.

BAIFA's and BAHA's power to contract stems from the Joint Exercise of Powers Act, Section 6500 *et seq.* of the California Government Code, and MTC and BATA's powers as summarized above. More specifically, "two or more public agencies by agreement may jointly exercise any power common to the contracting parties." California Government Code Section 6502.

B. Full and Open Competition

It is the policy of the Agency that goods and services be procured in a manner that provides full and open competition, consistent with applicable federal and state statutes and regulations. (See 49 Code of Federal Regulations (CFR) § 18.36(c) and 2 CFR § 200.319; and Federal Transit Administration (FTA) Circular No. 4220.1F or its successor publication).

C. Standard for Award in Competitively Negotiated Contracts

It is the Agency's policy to award professional service and other contracts, not suitable for selection, based on low bid to the responsible individual or firm whose services are the most advantageous and of the best value to the Agency. Factors such as the quality of professional personnel, technical design, approach to performance, soundness of the management plan, financials, and cost are relevant to determining the most advantageous and highest value offer.

D. Conflict of Interest

1. No employee, officer, advisor, or agent of the Agency shall participate in the selection, award, or administration of a contract if a conflict of interest, real or apparent, would be involved. Such a conflict would arise if any of the following has a financial or other interest in the prospective consultant or contractor (or any subcontractors) considered for award:

- a) The employee, officer, advisor, or agent;
- b) Any member of his or her immediate family;
- c) His or her domestic or business partner; or
- d) An organization that employs any of the above, or with which any of them have an arrangement concerning prospective employment. (See 49 CFR § 18.36(b)(3).)

2. No employee, officer, advisor, or agent of the Agency may have a financial interest in any contract made by them in their official capacity, or in the case of Authorizing Board members, by the Authorizing Board when they are members. Government Code §§1090 and 87100. (See MTC Resolution No.1198, Revised, Agency Conflict of Interest Code, which has been adopted by all the other Agencies).

3. No employee, officer, advisor, or agent of the Agency shall solicit or accept gratuities, favors, or anything of monetary value from consultants, vendors, contractors or potential consultants, vendors, contractors or parties to sub-agreements where the gift is an unsolicited item of \$50 or more in value (Government Code §87207), or multiple items aggregating \$470 or more in value (as that amount is adjusted by the Fair Political Practices Commission) within twelve months prior to the time the decision is made (Government Code §87103(e)).

4. It is the Agency's policy not to award contracts to consultants when there is an organizational conflict of interest. An organizational conflict of interest exists when a consultant or contractor, because of other activities, relationships, or contracts, is unable or potentially unable to render impartial assistance or advice to the Agency, and the consultant's objectivity in performing the contract work is or might be otherwise impaired or a consultant has an unfair competitive advantage. Whenever the Agency is awarding a contract that involves the rendering of advice, it will consider whether there exists the potential for bias, because of other activities, relationships or contracts of the consultant. (See FTA Circular 4220.1F(VI.2.a(4)(h)).

5. Agency conflict of interest policies apply to both personal and organizational conflicts of interest (1 and 4 above) and apply to both real and apparent conflicts. An apparent conflict of interest exists when a reasonable person with all of the material facts believes that there appears to be a conflict.

6. Violators of these conflict of interest standards are subject to penalties, sanctions or other disciplinary actions, up to and including termination (see MTC Resolution No. 1198, Revised; Government Code §§1090 and 87100 *et seq.*).

7. Any questions regarding a potential conflict of interest should be referred to the Office of the General Counsel for advice and consultation.

E. Nondiscrimination in the Procurement Process

No employee, officer, advisor, or agent of the Agency shall, on the grounds of race, color, sex, sexual orientation, religion, national origin, ancestry, age, physical or mental disability, medical condition, or pregnancy, childbirth or related medical conditions, permit discrimination against any person or group of persons in connection with the procurement of professional services (*California Civil Code § 51; California Government Code § 11135; Title VI of the Civil Rights Act, as amended (42 U.S.C. § 2000d); Section 303 of the Age Discrimination Act of 1975, as amended (42 U.S.C. § 6102); Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. § 12132); and 49 U.S.C. § 5332*).

F. Disadvantaged Business Enterprise (DBE)

It is the policy of the Agency to ensure nondiscrimination in the award and administration of U.S. DOT-assisted contracts and to create a level playing field on which disadvantaged business enterprises, as defined in 49 Code of Federal Regulations Part 26, can compete fairly for contracts and subcontracts relating to Agency's procurement and professional services activities. In connection with the performance of applicable agreements with the Agency, Agency consultants carrying out projects that receive federal funds are required to cooperate with the Agency in meeting these commitments and objectives. (MTC Resolution No. 3196 and annual MTC resolutions authorizing the DBE program; MTC SAFE Resolution No. 34, revised; 2 CFR § 200.321 and 49 CFR § 18.36(e); and 49 CFR Part 26.)

G. Intergovernment and Interagency Procurements

Where it benefits the Agency to do so, the Agency may satisfy its procurement requirements through:

- collaborative intergovernmental procurements such as, but not limited to, the California Multiple Award Schedule (CMAS) administered by the State of California through the Department of General Services, or those administered by the General Services Administration. (see *FTA Circular 4220.1F (V.4)*);
- joint procurements with other government agencies, provided that all applicable federal, state, grant and other funding source requirements are properly followed and documented (see *FTA Circular 4220.1F (V.3)*); or

- following a documented public procurement process conducted by another government agency where the governing board approves the recommended contractor or the recommended contractor has been placed on a valid eligibility list.

H. Recycled Paper Products

It is the policy of MTC to use recycled paper products containing post-consumer and secondary waste materials whenever feasible (See EDMM 350, Resources Conservation Policy).

I. Environmentally Preferable Purchasing

The Agency encourages staff to conserve and reduce the use of paper, and other consumable office products such as file folders, toner, etc. whenever feasible.

RESPONSIBILITIES:

- A. The Authorizing Board is the appropriate governing board or committee with responsibility for authorizing the Agency to enter into purchase orders, contracts, and their related amendments. All purchase orders and contracts not subject to the Executive Director's (or designee's) signature authority are approved by the appropriate Authorizing Board.
- B. The Executive Director is responsible for promulgating these procedures and overseeing their implementation. In addition, the Executive Director, Deputy Executive Director(s) or other designee approves covered procurements and contracts within the delegated signature authority.
- C. Finance is responsible for certifying the availability of funds, issuing purchase orders, processing of invoice payments, auditing purchases, financial reporting, and for assuring that all contracts are included in the appropriate authorized budget, including MTC's Overall Work Program where applicable, and that the required funds are included in the adopted annual budget.
- D. The Office of the General Counsel (OGC) is responsible for interpreting the legal and regulatory requirements of this EDMM and for the legal reviews and approvals specified in the attachments to this EDMM. The Office of General Counsel shall also be the project manager of all legal services contracts.
- E. The Disadvantaged Business Enterprise Liaison is responsible for ensuring compliance with the U.S. Department of Transportation DBE requirements, for U.S. Department of Transportation funded procurements.
- F. The Section Director is responsible for ensuring purchases are in compliance with the adopted budget, reviewing and approving properly completed paperwork, authorizing purchases and contracts within the delegated signature authority, and authorizing vendor payment once goods and services have been rendered.
- G. The Contract Administrator is responsible for ensuring all procurements, purchase orders and contracts are in compliance with these contract procedures and applicable federal agency requirements for federally funded procurements.

PROCEDURES:

The procedures for soliciting and awarding purchase orders, professional services agreements and other third party contracts of any type entered into by an Agency are set forth in the attachments to this EDMM. Refer to the Project Manager's Guide for specific guidance on implementation. In the event that this EDMM and the Project Manager's Guide are not consistent, this EDMM prevails.

REFERENCES:

Delegation to Agency Committees:
MTC Resolution No. 1058, Revised

BATA Resolution No. 20, Revised
MTC SAFE Resolution No. 36, Revised

Delegated Signature Authority:
MTC Resolution No. 3619, Revised
MTC SAFE Resolution No. 44, Revised
BATA Resolution No. 46, Revised
BAHA Resolution No. 1, Revised
BAIFA Resolution No. 1, Revised

Project Manager's Guide (*Located in J: Contracts\Proj Mgr Guide*)

EFFECTIVE DATE: June 1, 2017
(*Supersedes EDMM 352, dated July 1, 2010, as revised May 15, 2015*)

DocuSigned by:
Steve Heminger
021DA2847D43405...

Steve Heminger, Executive Director

- Attachment A: General Contracting Guidelines
- Attachment B: Procurement Guidelines for Low Bid/Price Contracts
- Attachment C: Competitive Negotiation Procedures for Professional Services Contracts
- Attachment D: Review and Approval Guidelines
- Attachment E: Bench Contracts: Ranking and Selection Procedures

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EDMM 352
Procurement and Contracting Procedures and Guidelines
(June 1, 2017)

Procurement and Contract Guidelines

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**ATTACHMENT A,
GENERAL CONTRACTING GUIDELINES**

1. General Guidelines

Goods and services shall be acquired through a procurement process that provides full and open competition consistent with all federal, state and agency regulations. The purchase of goods and services shall not be fragmented to circumvent the competitive procurement requirements.

2. Types of Procurements and Solicitations

Table 1 summarizes the various levels of competitive procurements and solicitations. Within those levels, Attachments B and C describe in general different types of procurement vehicles, such as low bid procurement, competitive proposals (requests for proposal, two-step procurements, and requests for qualification). More detailed descriptions of the types of procurements appear in the Project Managers' Guide.

Table 1 - Types of Procurements and Solicitations	
Type	Description Summary
Micro-Purchases ≤ \$3000 <i>Cumulative</i>	<ul style="list-style-type: none"> ▪ Project Manager makes a reasonable selection based on his/her experience or knowledge of the available resources and provided the price is fair and reasonable. ▪ Type of Agreement: Direct Order or Purchase Order; competitive procurement documentation is not required.
Informal Procurements \$3,000 - \$25,000 <i>Cumulative</i>	<ul style="list-style-type: none"> ▪ Minimum of 3 bids solicited by telephone, internet, email and/or fax. ▪ May issue a written Solicitations of Quotations or Proposals (SOQ or SOP). ▪ Type of Agreement: Direct order or Purchase Order accompanied by documentation supporting the competitive bid process. ▪ If bids exceed \$25,000, Executive Office must approve the purchase. ▪ The Executive Office must approve amendments to purchase orders procured informally that cause the total contract value to exceed \$25,000.
Formal Procurements > \$25,000 <i>Cumulative</i>	<ul style="list-style-type: none"> ▪ The Project Manager prepares a formal, written solicitation: Solicitations of Quotations or Proposals (SOQ and SOP), Invitations for Bid (IFB), Requests for Proposal (RFP), Requests for Qualifications (RFQ) or two-step procurements (RFQ/RFP). ▪ Type of Agreement: Purchase Order (SOQ or IFB) or Contract (Letter or Standard).
Combined or bundled purchases or similar Intergovernment Procurement Agreements <i>Any value</i>	<ul style="list-style-type: none"> ▪ The competitive solicitation requirement is satisfied if the firm is selected through a competitive bid process formally conducted by another government agency and the award specifically permits other government agencies to piggyback on the agreement. ▪ Type of Agreement: Purchase Order or Contract (Letter or Standard) accompanied by documentation of intergovernmental agreement.
Architectural and Engineering (A/E) Procurements - Any value	<ul style="list-style-type: none"> ▪ The Project Manager prepares a formal, written qualifications-based Request for Qualifications (RFQ). ▪ Type of Agreement: Purchase Order or Contract (Letter or Standard).
Pre-qualified Pool (Multiple Consultants/Bench) RFPs or RFQs <i>Any value</i>	<ul style="list-style-type: none"> ▪ When MTC plans to accomplish multiple projects relying upon the same or similar expertise and background, the Project Manager may elect to generate a panel of qualified firms from which to select particular consultants. ▪ Type of Agreement: Contract (Standard). ▪ If the total budget for the bench procurement exceeds the Executive Director's signature authority, the selection of the bench must be approved by an Authorizing Board when the bench is selected.

3. Procurement Document Review and Approval Process

In general, procurements do not require Authorizing Board approval before issuance. Written procurement documents are reviewed by the Section Director, Contract Administrator, Finance, Executive Office and the Office of General Counsel for adherence to this EDMM.

Procurement of all commercially available IT software, hardware, supplies and services that will be used within or connected to an Agency's computer systems and network (including Agency-hosted web sites) must be reviewed and approved by the Director, Technology Services or designee for adherence to IT technology standards, security policies and industry best practices. For procurement of IT software, hardware, supplies and services that will be used entirely outside of Agency computer systems and network, such as technology projects that are outsourced to contractors or hosted off-site, IT review may be requested to provide advice on industry best practices.

There is also a separate BATA network with standards for software, hardware, supplies and services that are to be approved by the BATA IT representative. IT review for other Agency purchases will be coordinated and approved by the appropriate IT representative for the Agency.

See Attachment D: Tables 4a and 4b for the review and approval process for written procurements and solicitations.

4. Notification to Potential Bidders/Proposers, and List of Proposers

All written solicitations must be posted on the MTC website, with notices (i.e. mail, email or fax) sent to firms in the MTC Vendor/Consultant database, the statewide DBE database and the Project Manager's vendor list. Other sources (i.e. websites, newspapers) may be used to ensure a diverse pool of potential bidders including local, woman-owned, minority-owned, and small businesses. Documentation of the vendor notification list must be maintained in the contract file.

After bids/proposals are due, the Contracts section must create a bid list that includes a list of actual bidders/proposers and that contains the following information:

1. Name and address of Firm,
2. DBE & non-DBE status (check http://www.dot.ca.gov/hq/bep/find_certified.htm),
3. SBE status (check <http://www.bidsync.com/DPXBisCASB>),
4. Age of Firm, and
5. Annual gross receipts.

5. Bidders' or Proposers' Conference

Solicitations may include a provision for a bidders' or proposers' conference to explain or clarify project requirements and to answer questions regarding the solicitation. It is Agency policy to hold a bidders' or proposers' conference in connection with all federally-funded procurements. Documentation of those who attend the conference must be maintained in the contract file.

Any changes to the provisions in the solicitation document must be issued as an Addendum to the solicitation and posted on the website for bidder reference. Responses to requests for clarifications in the solicitation materials shall be posted on the website for bidder reference.

6. Federally-funded Procurements

Federal funds have specific regulations that apply to procurements, particularly in the area of DBE. Therefore, the project manager should review current DBE regulations, requirements, and

compliance with the Agency DBE Liaison. RFPs for federally-funded projects must include the federal requirements included in the boilerplate Request for Proposal saved at J:\Contract/Procurement/Standard Forms/DOT Requirements (or a successor location). The DBE provisions to be included in federally-funded procurements appears in J:\CONTRACT\Procurements\Formats\RFP Template_final.dotx (or a successor location). Additional provisions may be required if the RFP involves research and development, procurement of materials and supplies, or construction.

A complete description of the procurement requirements for federally-funded contracts is set forth in 2 CFR Parts 200 and 1201 and 49 CFR Part 18.36 . The Federal Transit Administration (FTA) has provided procurement guidance by means of FTA Circular 4220.1, most recently issued as 4220.1F on March 18, 2013. This circular, as it is revised from time to time by FTA, should be consulted any time a FTA-funded contract over \$3,000 is entered into. No specific procedures for selecting consultants using CMAQ or STP funds have been issued by FHWA; State or Federal-aid highway-funded contracts are governed by the Caltrans Local Assistance Procedures Manual.

FTA does not permit contracts that were originally procured as non-federal to be “federalized.” In other words, federal funds cannot be added to a non-federally funded contract simply by adding or amending the agreement with federal clauses. In these instances, it is necessary to rebid the scope of work under federal guidelines.

Notwithstanding any other provision of this EDMM, the Office of General Counsel (OGC) must approve all federally-funded purchases exceeding \$3,000. Approval by the OGC means that, in the professional judgment of the reviewing attorney, federal requirements were followed.

7. Insurance Requirements

Detailed descriptions of the types of insurance coverage required of our contractors have been developed by the Agency’s insurance broker and may be obtained from the Contract Administrator. The standard insurance coverage levels (as listed in Agency contract boilerplates), at a minimum, should always be required when the type of work suggests more than nominal risk to the Agency (e.g., the contractor will interact with the public; use an automobile; or provide professional services such as architectural, engineering, legal, construction, or physical work such as equipment maintenance or installation).

Solicitations and resultant contracts must include language which requires that contractors obtain insurance at specified levels and to add the appropriate Agency (or Agencies), and its commissioners, officers, employees, and agents as additional insureds with respect to the activities under the project. In addition, for contracts resulting from informal purchase procedures or sole source selection, the applicable insurance requirements should be faxed or emailed to the prospective vendor/contractor with the procurement information.

The contractor is required to provide the Contract Administrator with certificates of insurance as evidence of coverage. Upon approval of the award and before payment can be authorized,

insurance compliance must be verified by the Agencies' insurance/risk manager vendor, as designated by the Administrative Services Section.

Requests for modification or waiver of insurance requirements must be cleared through the Contract Administrator.

8. Protests

I. All formal solicitations must notify prospective bidders/proposers that they may protest as follows:

- a) Any provision of a solicitation on the grounds that it is inconsistent with Agency procedures, including EDMM 352, or in violation of applicable federal, state or local law or regulation; or
- b) An Agency finding that the bidder's/proposer's bid/proposal is nonresponsive or that the bidder/proposer fails to meet minimum qualifications or that the bidder/proposer is nonresponsive; or
- c) The selection of a particular contractor on the grounds that Agency procedures, the provisions of the solicitation or applicable provisions of federal, state or local law have been violated or inaccurately or inappropriately applied.

II. The written protest must be submitted to the Project Manager with an explanation of the basis for the protest no later than the deadline specified in the solicitation as follows:

- a) Typically three (3) business days prior to the due date for proposals, for objections to the solicitations provisions;
- b) Typically three (3) business days after notification for determinations of non-responsiveness, failure to meet minimum qualifications, or other findings of nonresponsibility; or
- c) No later than a specified number of working days (at least three (3)), after the date on which the contract is awarded or the date the proposer is notified that it was not selected, whichever is later, for objections to contractor selection. Unless otherwise specified in the written solicitation, where there are multiple Authorizing Boards (i.e. where a standing committee refers a contract action to the full Commission for approval) the protest period shall begin upon the action of the first Authorizing Board.

Protests of recommended awards must clearly and specifically describe the basis for the protest in sufficient detail for the Agency review officer appointed by the Executive Director to recommend a resolution to the Executive Director or Section Director, as applicable.

Except with regard to the limited disclosures required for protests of initial determinations of nonresponsiveness, nonresponsibility, or failure to meet minimum qualifications, the evaluation record shall remain confidential until the first action (i.e. referral or approval) by an Authorizing Board or as otherwise specified in the written solicitation or, for contract approvals delegated to

the Executive Director (as of the date of this EDMM, contracts not exceeding \$200,000), the Executive Director authorizes award.

For contracts approved by an Authorizing Board, the Executive Director will respond to the protest in writing, based on the recommendation of a staff review officer appointed by the Executive Director. For contracts approved by the Executive Director, the Section Director will respond to the protest in writing, based on the recommendation of the staff review officer appointed by the Section Director.

Should the protesting proposer/bidder wish to appeal the decision it may file a written appeal as follows:

For contracts approved by an Authorizing Board: The protesting proposer/bidder may file a written appeal of a decision of the Executive Director with the Authorizing Board specified in the procurement no later than the period specified in the procurement (usually three (3) business days after receipt of the written response from the Executive Director). The Authorizing Board's decision will be the final agency decision.

For contracts approved by the Executive Director: The protesting proposer/bidder may file a written appeal of a decision of the Section Director with the Executive Director no later than the period specified in the procurement (usually three (3) business days after receipt of the written response from the Section Director). The Executive Director's decision will be the final agency decision.

For protests of award, authorization to award a contract to a particular firm shall be deemed conditional until the expiration of the protest period or, if a protest is filed, the issuance of a written response to the protest, or if the decision is appealed, the issuance of the Authorizing Board or Executive Director's decision, as applicable.

A protest procedure for contracts approved by the Executive Director, or his designee, consistent with the above procedures, shall be set forth in procurements for such contracts. (See J:Contracts\Contract Formats\Formats or successor location.)

9. Sole Source Contracts

Competitive procedures are not required for one-time purchases of \$3,000 or less. Otherwise, sole source (noncompetitive) contracts may not be entered into by the Agency, except in the following situations in which the award of contract is infeasible under a competitive process:

- a) the goods or services are available only from a single source;
- b) the timeframe for conducting a competitive procurement will result in a public exigency or compelling urgency; or
- c) there is a compelling business reason to award to a particular contractor; cannot be a justification for federally funded purchases.

To receive Agency approval for a sole source contract, the Project Manager must prepare a sole source justification memorandum detailing the reasons why a competitive procurement is not feasible and citing one or more of the above reasons.

The sole source justification memorandum must be signed by the Section Director. In addition, the Office of General Counsel must review all “single source” and “compelling urgency” sole source justification memoranda (a and b above) for legal sufficiency. Finally, the Executive Director or Deputy Executive Director must approve and sign all sole source memoranda, regardless of the amount of the contract. A Deputy Executive Director may not approve sole source contracts proposed by a Section Director under his/her supervision.

After the sole source purchase is authorized by the Executive Office, the Project Manager may proceed with the contract award. Approval of the contract by the designated Authorizing Board is also required if the contract award is over the Executive Director’s delegated authority.

Upon approval of the sole source memorandum, the Project Manager shall forward the original signed document to the Contracts Section for retention with the original executed contract. A copy of the approved sole source justification memorandum should be attached to the purchase requisition or contract as it circulates for internal approval.

Subsequent purchases, for goods or services previously approved under a sole source memorandum, will not require legal review if the Contract Administrator determines the existing sole source applies.

See Attachment D: Table 5 for the review and approval process for sole source memorandums.

10. Emergency Actions

The Executive Director is authorized (*MTC Resolution No. 3619, Revised; MTC SAFE Resolution No. 44, Revised; BATA Resolution No. 46, Revised; BAIFA Resolution No. 1; BAHA Resolution No. 1* or their successor resolutions) to waive competitive procurement requirements for emergency contracts, with the approval of the Authorizing Board Chair, or in his/her absence, the Vice Chair, provided that funds for the contract are available in the adopted agency budget, and that each emergency contract may not exceed \$1,000,000.

An “emergency” contract is defined as necessary to deal with “Acts of God” or other threats to public safety or well-being when the delay caused by waiting for the next meeting of the Authorizing Board would increase that threat.

11. Budget Approval

Funding for all purchases and contracts must be included in the adopted Agency budget.

12. Approval of Awards

The Commission has delegated contract approval authority for MTC and MTC SAFE to the Administration and Operations Committees in MTC Resolution No. 1058 revised, and BATA has delegated contract approval authority for BATA to the BATA Oversight Committee in BATA Resolution No. 20, as those resolutions may be amended from time to time. Notwithstanding any delegation, the Commission and BATA may also approve contracts.

Pursuant to MTC Resolution No. 3619, BATA Resolution No. 46, MTC SAFE Resolution No. 44, BAIFA Resolution No. 1, and BAHA Resolution No. 1, as those resolutions may be amended from time to time or replaced, some covered contracts may be signed by the Executive Director, Deputy Executive Director, or a designee of the Executive Director without prior approval by the applicable Authorizing Board. As of the effective date of this EDMM, the delegation of signature authority for Agency contracts is as follows:

- a) Contracts or amendments up to \$200,000 cumulatively (or as amended by Agency resolution);
- b) Contract amendments or change orders up to the amount of a committee-approved contract allotment.
- c) Emergency purchases or contracts.

Regarding (a) above, “cumulatively” means that the person(s) with signature authority may sign a contract and one or more amendments without requesting Authorizing Board approval as long as the total of such contract and amendments does not exceed \$200,000. Once a contract or amendment has been approved by the Authorizing Board, the Executive Director’s delegated signature authority is replenished, and amendments up to \$200,000 may be signed without Authorizing Board approval.

In addition to the above delegation, BATA has authorized the Executive Director or his designee to authorize contract changes in excess of these thresholds under specified conditions, in BATA Resolution No. 21.

Contracts or amendments in excess of \$200,000 or otherwise not included in the delegation of contracting authority established by Agency resolution must receive approval from the Authorizing Board before a contract is executed. A copy of the signed Authorizing Board approval must be attached to the contract document that circulates for review and approval.

Micro-purchases (\$3,000 or less), selected without competitive procurement, may only be amended after documentation of an informal procurement process, and may not exceed the total cumulative contract amount of \$25,000. In addition, amendments to purchase orders, selected through an informal procurement process, may only be amended above \$25,000 with approval by the Executive Office.

13. Contract Review and Approval

Contracts are reviewed by the Section Director, Contract Administrator, Finance, Executive Office and the Office of General Counsel for adherence to this EDMM. The routing and approval process varies, depending on the type of contract.

License agreements for software that is developed or modified for MTC by consultants must follow the regular review process. In general, software license agreements for commercially available software (e.g. Microsoft Office) generally contain boilerplate language that cannot be amended by MTC as the licensee. This includes agreements for software service, technical support, warranty and maintenance. The Director of Technology Services or designee is authorized to sign these documents and accept the Terms and Conditions without legal review. The BATA, BAIFA, BAHA, and MTC SAFE IT representatives are also authorized to accept the terms of conditions, without legal review, for software license agreements for BATA, BAIFA, BAHA, and MTC SAFE. All other license agreements must be reviewed by OGC.

OGC will also review third-party agreements, such as those for licensing and rental of equipment and facilities for indemnification, insurance and other obligating clauses. Once the agreement is approved by OGC, it follows the review and approval process for any other contract.

For purchases requiring a Purchase Order and a Letter Agreement, both the requisition and Letter Agreement should be circulated concurrently for approval.

See Attachment D: Table 6 for the review and approval process for purchase orders (requisitions and amendments) and Table 7 for contracts and agreements (new and amendments).

14. Payment Provisions

Typical payment mechanisms are discussed in the Project Manager's Guide. Consult with OGC for payment restrictions in federally-funded contracts.

15. Invoice Approval

Contractors are required to mail invoices directly to Accounts Payable for processing. Upon review and approval by the Project Manager and Section Director, the invoice shall be returned to Finance for payment. The Project Manager is responsible for resolving any invoice disputes with the vendor.

16. Record Retention

All associated records, including but not limited to, purchase orders, contracts, agreements and supporting documents, audit reports and work papers, if appropriate, shall be retained in accordance to EDMM 322, Records Management and Retention Policy and/or applicable federal, state or grant requirements. (*See 2 CFR Section 200.333, 49 CFR Section 18.42, and pertinent federal retention requirements.*)

The required documentation for federally funded contracts is set forth in Attachment C, Section 6.

17. Public Disclosure

A. Proposals received in response to an agency solicitation are public records, as defined in the California Public Records Act (PRA) Government Code § 6250 *et seq.* and as such are subject to disclosure, unless exempt according to Gov. Code § 6254 or other statutes regarding exemptions. Solicitations must always notify prospective proposers of this requirement. This disclosure also includes lists of vendors who attended a bidders/proposers conference and planholders who obtain solicitation documents.

Unless otherwise specified in the written solicitation, the vendor recommendation shall remain confidential until approval by the Executive Director or once an Authorizing Board's agenda packet is officially posted for public review. The evaluation record shall remain confidential until approval by the Executive Director or the first action (i.e. referral or approval) by an Authorizing Board, or as otherwise specified in the written solicitation; the evaluation record is then subject to public disclosure. However, bids received in response to an IFB will be kept sealed until the bid opening date and time, at which time a public bid opening will be held.

B. Contract actions requesting Authorizing Board approval to enter into or amend a legal services contract with litigation counsel during the pendency of the litigation will not include the amount of the contract or contract amendment, provided that funds are available in the current Agency budget and that the scope and amount of the contract have been reviewed by the Authorizing Board in a duly authorized closed session; provided that all information regarding any such contract and its costs will be subject to public review upon the conclusion of the litigation.

18. Architectural and Engineering (A&E) Services

Under state and federal law, a qualifications-based (Request for Qualifications (RFQ)) selection is required for services performed by members of the architectural and engineering professions, including architectural, landscape architectural, engineering, environmental, surveying, comprehensive planning, design, feasibility study, mapping, construction engineering, or project management services with respect to a construction project or other development, construction, alteration or repair of real property. Price or budget may not be considered as an evaluation criterion in the ranking process. See Attachment E, Bench Contracts: Ranking and Selection Procedures, for procedures relevant to bench contracts.

**Attachment B,
Procurement Guidelines for Low Bid/Price Contracts**

1. Types of Written Low Bid Solicitations

The following table summarizes the various types of written low bid solicitations that generally result in the award of a Purchase Order. *Refer to Attachment C if the resultant award is a contract or agreement. For more detailed information, refer to the Project Manager's Guide.*

Purchases shall not be split up to avoid solicitation thresholds.

Table 2: Types of Low Bid/Price Solicitations	
Type	Description Summary
Solicitation of Quotations (SOQ) >\$3,000 - \$25,000	<ul style="list-style-type: none"> ▪ The specifications can be described succinctly and precisely and the bidder does not require background information in order to submit a responsive bid, and a lump sum bid is solicited. ▪ The determining factor is the lowest price. ▪ Most often used for small one-time purchases of equipment, maintenance and repairs, printing and other services/items.
Invitation for Bid (IFB) >\$25,000	<ul style="list-style-type: none"> ▪ Most often used in equipment purchases and construction contracts. Building contracts that qualify under California law as “public works¹” projects must be awarded on the basis of low bid (IFB). ▪ Once the threshold qualifications in the IFB are met, the determining factor is price. ▪ Award is to the lowest responsive, responsible bidder. ▪ Bids received in response to an IFB will be kept sealed until the bid opening date and time.

2. Direct Orders

Purchase orders are not required for purchases of \$25,000 or less but they may be issued if requested by the vendor or Agency. Upon written authorization of the purchase by the Section Director, the Project Manager may place the order for the goods and services directly with the vendor. Payment shall be made by direct order or upon receipt of an invoice by Finance.

¹The definition of “public works” for the purposes of low bid procurements is found in California Public Contract Code Section 22002. It generally includes such work as construction, reconstruction, erection, alteration, renovation, improvement, and repair including painting and repainting of publicly-owned property. It does not include maintenance work such as routine or recurring work for protection or preservation, minor painting, or landscape maintenance. Note that this definition of “public works” is different than the definition of “public works” applicable to prevailing wage requirements, which is found in California Labor Code Section 1720 and the California Code of Regulations, and which does include some maintenance work. Questions as to whether a project is a “public work” subject to low bid requirements should be referred to the OGC.

3. Purchase Orders

The Agency may issue a Purchase Order (PO) as evidence of a contractual agreement with a supplier of goods or services that specifies items, quantities, delivery dates, shipping and freight terms and all other obligations and conditions (e.g., insurance requirements).

For purchases of \$25,000 or less, a PO is not required to be issued.

For purchases over \$25,000, a PO is required.

If a PO is requested or required, the Project Manager is responsible for submitting a purchase requisition for approval by the appropriate parties. Once approved, a PO will be issued by Finance. The vendor will be paid upon submission of an invoice(s) and verification by the Project Manager that the goods and services were received and that all terms and conditions of the PO have been met.

4. Purchase Order Amendments

Changes to the original PO (type of goods, pricing, etc.) must be made by an amendment. The Project Manager cannot request additional work or goods without prior approval of the proposed amendment(s). An amendment to the purchase order will also be required if there are insufficient funds to pay the outstanding invoices or the total charges exceed the original purchase order by \$100 or more.

5. Expiring Purchase Orders

Purchase orders for operating expenses funded with operating budget monies are issued for the fiscal year and expire on June 30, the last day of the fiscal year if operating funds are utilized. Unspent or available monies do not automatically carry over into the next fiscal year. Therefore, it is the Project Manager's responsibility to work with the vendor to ensure goods and services are delivered in the fiscal year in which the purchase order is issued, and the related invoices are received by the deadline established by Finance for fiscal year closing. Purchase orders that have expired at the end of the fiscal year cannot be amended.

**Attachment C,
Competitive Negotiation Procedures for Professional Services Contracts**

1. Type of Competitively Negotiated Written Solicitations

The following table summarizes the various types of competitive/negotiated written solicitations that generally result in the execution of a contract or agreement. *Refer to Attachment B if the resultant award is a Purchase Order. For more detailed information, refer to the Project Manager's Guide.*

Table 3 – Competitive / Negotiated Solicitations	
Type	Description Summary
Solicitation of Proposals (SOP)	<ul style="list-style-type: none"> ▪ A vendor can be selected based on (in no particular order) price, references, experience, and/or samples and without an evaluation of their approach to providing the goods/services; ▪ The proposer does not require detailed information on the project or the Agency in order to submit a responsive proposal; ▪ There is no need for a proposers' conference or interview; ▪ A lump sum or time and materials payments are contemplated; and ▪ There is not a DBE goal (federally funded project).
Letter RFP (short form)	<ul style="list-style-type: none"> ▪ Firm fixed-price (deliverables-based) contract or labor-hour contract (not cost reimbursement type) is contemplated. ▪ Work scope focuses on results, rather than approach, and desired results can be described succinctly and precisely. ▪ Reasonableness of price or cost effectiveness can be evaluated based on hourly rates or a detailed task budget. ▪ Scope of services, procurement procedure, complexity, and size of the procurement lends itself to a simple procurement approach.
Standard RFP (long form)	<ul style="list-style-type: none"> ▪ For all other procurements that do not meet the criteria for SOPs or Letter RFPs or for which a letter RFP is not appropriate because of the complexity or size of the procurement. ▪ Must be used for federally funded procurements.
Request for Qualifications (RFQ)	<ul style="list-style-type: none"> ▪ Primary focus of the evaluation is qualifications and experience. ▪ The proposer is not requested to propose an approach to performance of a particular project or to provide a work plan. ▪ Under state and federal law, a qualifications-based (Request for Qualifications (RFQ)) selection is required for services performed by members of the architectural and engineering professions, including architectural, landscape architectural, engineering, environmental, surveying, comprehensive planning, design, feasibility study, mapping, construction engineering, or project management services with respect to a construction project or other development, construction, alteration or repair of real property.
RFQ/RFP	<ul style="list-style-type: none"> ▪ Initial solicitation to identify qualified firms or teams. ▪ Proposals requested from pre-qualified firms or teams.

Table 3 – Competitive / Negotiated Solicitations	
Type	Description Summary
Pre-qualified Pool (Multiple Consultants/ Bench) RFPs or RFQs	<ul style="list-style-type: none"> ▪ When an Agency plans to enter into multiple projects relying upon the same or similar expertise and background, the Project Manager may elect to generate a panel of qualified firms from which to select particular consultants. ▪ If a bench is selected, a direct selection can be made, if permitted by the original procurement, after a memo to the project file from the Project Manager documenting that the selected firm is the most advantageous based on the evaluation criteria. In the alternative, a Mini-Procurement (RFQ or RFP) may be issued. If the Mini-Procurement is issued to less than all firms on the bench, a memo to the file must be written explaining why the Mini-Procurement went solely to the targeted firms. After the Mini-Procurement is evaluated the contract/Task Order must be issued to the most advantageous firm based on the evaluation factors. Special rules apply to Mini-Procurements for A&E services. See Attachment E, Bench Contract: Ranking and Selection Procedures.

2. Content of Solicitations

The level of detail required in an RFP will vary depending upon the size and scope of the project. However, all competitively negotiated procurements must include:

- a) A clear and accurate description of the technical and other requirements for the services to be performed under the agreement and the deliverables to be produced. Such description must not unduly restrict competition.
- b) All requirements that proposers must fulfill and all other factors to be used in evaluating bids or proposals.
- c) A summary of the key terms and conditions to be included in the Agency's contract with the selected consultant with particular attention drawn to the insurance requirements. The Agency's standard provisions for professional service agreements should be attached to standard RFPs described in Table 3 above.
- d) A statement assuring compliance with the California Levine Act (Cal. Gov. Code § 84308).
- e) Procedures for protesting award.
- f) References with descriptions of similar projects and a contact person per project.

In addition to (a) – (f) above, all RFQs must include:

- g) A clear and comprehensive description of the professional background, technical experience, education and other qualifications necessary to perform work required under the project. If threshold minimum qualifications are included, they must be quantifiable and not subject to subjective interpretation.

3. **Evaluation Criteria**

Evaluation criteria must be stated and listed in the written solicitation in order of relative importance and weight, if not equal. The Project Manager shall establish a scoring method before proposals are reviewed. Evaluation procedures should be developed for procurements of \$200,000 or more (see 4 below). Unless otherwise provided in the procurement document, the evaluation record remains confidential until the Executive Director authorizes award or the first action is taken by an Authorizing Board to either refer or approve the award.

4. **Evaluation Procedures**

For procurements of \$200,000 or more staff must develop evaluation procedures (a) describing how the evaluation panel will apply the evaluation criteria and arrive at a recommendation and (b) setting forth any conflict of interest provision applicable to the procurement.

5. **Cost or Price Analysis**

A cost or price analysis must be conducted for all federally-funded contracts (except RFQs where selection is qualifications-based). Additionally, a cost analysis must be performed:

- For cost-reimbursement type contracts;
- In fixed price contracts when adequate price competition is lacking; and
- For sole source procurements, including contract amendments (change orders) and task orders, unless price reasonableness can be established on the basis of catalog or market price.

Where there is adequate competition, relative prices may establish cost reasonableness. A summary of the cost or price analysis performed, including acceptance of special or unusual costs and determination of reasonableness of profit or fee, should be part of the project documentation.

6. **Project Documentation**

Permanent evaluation documentation must be retained for all procurements for the period specified in the Agency's retention policy.

Documentation should include the following, which must be retained for the full retention period:

- a) the solicitation document;
- b) the proposal of the selected contractor;
- c) the final evaluation records;
- d) any committee memoranda or selection summaries supporting the selection decision;
- e) the rationale for procurement method and contract type (i.e. informal solicitation, formal advertising, or competitive negotiation; and cost plus fixed fee, firm fixed price, or time and materials); and
- f) the basis for contract price.

7. **Contract Boilerplates**

The Agency has adopted boilerplate documents for contracts, contract amendments and funding agreements including required clauses such as payment terms, insurance, indemnification, ownership of

work products, records/audits and termination. Any requests for changes, modifications or waivers of legal requirements must be cleared through the General Counsel's office.

Instructions for the use of certain provisions, and for federally funded contracts, are included in the contract boilerplate itself and in the Project Manager's Guide.

8. Contract Amendments

All contract modifications are effected by written amendments or change orders signed by all parties to the original contract. The Project Manager may not request or approve new work after the contract term has ended until a written amendment or change order has been executed.

Contracts that are closed cannot be amended. A completed deliverables-based contract may not be amended to add new work in a subsequent fiscal year following the fiscal year of its completion.

9. Pre-award and Interim Audits

Federally funded projects have requirements for pre-award and final audits, which are set forth in EDMM No. 347. It is the responsibility of the Project Manager to alert the Finance Section of the need to perform a pre-award audit, when it is required by EDMM No. 347 or federal funding sources, or is advisable based on the circumstances.

Contracts funded by Caltrans using federal or state highway funds may require certification of a pre-award audit and/or Caltrans review prior to execution. Project Managers should consult the Caltrans Local Assistance Procedures Manual and/or the Caltrans District 4 office to identify applicable pre-award review or audit requirements.

**Attachment D,
Review and Approval Guidelines**

In accordance with the delegated authority of MTC Resolution No. 3619, Revised (and its other Agency counterparts), the review and approval process and the Executive Director delegations of signature authority for all written procurements, purchase order, contracts and amendments is set forth in Tables 4-7 below. ¹

Table 4a: Written Procurements and Solicitations							
Cumulative Total	Section Director	Finance	Contracts	Technology Services Section	Office of General Counsel	Deputy Executive Director	Executive Director or Designee
>\$3,000 - \$25,000	Review	Review	Review	As needed	As needed, including all federally-funded purchases	Final Approval & Execute Final Document	
>\$25,000-\$200,000	Review	Review	Review	As needed	Review	Final Approval & Execute Final Document	
>\$200,000	Review	Review	Review	As needed	Review	Review	Approve & Execute Final Document
Table 4b: Mini-Procurement							
Cumulative Total	Section Director	Finance	Contracts	Technology Services Section	Office of General Counsel	Deputy Executive Director	Executive Director or Designee
\$1 - \$1,000,000	Review, Approval & Execution of Final Document	Review	Review	As needed	As needed		
>\$1,000,000	Review, Approval & Execution of Final Document	Review	Review	As needed	As needed	Review	

¹ Any delegation of approval authority to a Section Director may also be approved by the Deputy Executive Director or Executive Director; any delegation of approval authority to a Deputy Executive Director may also be approved by the Executive Director.

Table 5: Sole Source Memoranda				
Type	Office of General Counsel	Section Director	Deputy Executive Director¹	Executive Director or Designee
Single Source	Review for Legal Sufficiency	Concur	Approve, up to \$100,000	Final Approval >\$100,000
Compelling Urgency	Review for Legal Sufficiency	Concur	Approve, up to \$100,000	Final Approval >\$100,000
Compelling Business	No review	Concur	Approve, up to \$100,000	Final Approval >\$100,000

¹ A Deputy Executive Director may not approve a sole source contract proposed by a Section Director under his/her supervision.

Table 6: Purchase Requisitions and Amendments							
Cumulative Total	Section Director	Technology Services Section	Contracts	Finance	Office of General Counsel¹	Deputy Executive Director	Executive Director
≤\$25,000	Review & Final Approval	As needed	Review	Review	As needed		
>\$25,000-\$200,000	Review	As needed	Review	Review	As needed	Final Approval	
>\$200,000	Review	As needed	Review	Review	As needed	Review	Final Approval after Committee approval

¹ The Office of General Counsel will also review third party agreements or other documents as needed.

Table 7: Contracts and Agreements (New and Amendments)							
Cumulative Total	Section Director	Finance	Contracts	Technology Services Section	Office of General Counsel	Deputy Executive Director	Executive Director or Designee
≤\$25,000	Review, Approve and Execute Final Document (except sole source)	Review for Fund type; Budget encumbrance	Review	As needed	If federal funds are involved and as needed.		
>\$25,000-\$200,000	Review	Review for Fund type; Budget encumbrance	Review	As needed	Review	Final Approval	
>\$200,000	Review	Review for Fund type; Budget encumbrance	Review	As needed	Review	Review	Final Approval after Committee approval

**Attachment E,
Bench Contracts: Ranking and Selection Procedures**

Federally Funded Architectural and Engineering (A&E)* Projects:

- Where a bench has been established but no ranking of firms was made at the time of selection for the specific type of project being procured, a mini-Request for Qualifications (RFQ) must be issued. A mini-RFQ is an RFQ that is sent to firms that have been “pre-qualified” by a previously issued RFQ for a specific service, for the purposes of ranking the “pre-qualified” firms for the specific project being procured. The mini-RFQ must be issued to all firms on the bench that were qualified for the type of work being awarded.
- Ranking must occur first, without consideration of price or budget, and then price may be considered for reasonableness. If a reasonable price cannot be agreed upon with the highest-ranking firm, the Project Manager may attempt to negotiate a reasonable price with the next highest-ranked firm, continuing negotiations with successively lower-ranked firms until a reasonable price and contract terms are agreed upon. The Project Manager must prepare a memorandum documenting the selection (including at a minimum, the internal governmental estimate for the work, evaluation factors and scores given to the firms, rankings of firms, and a record of any and all negotiations related to cost, staffing, scheduling, and other terms) prior to notice of award.
- If a ranking was established as part of the procurement for the original bench, that ranking applies to all contracts/task orders issued under the procurement and price negotiations must commence with the highest-ranked available firm. The Project Manager must prepare a memorandum documenting the selection which includes applicable documentation requirements as set out in the previous bullet.

Non-Federally Funded A&E* Projects:

- Where a bench has been established but no ranking of firms was made at the time of selection for the specific type of project being procured, a mini-RFQ may be issued to any or all firms on the bench. Any mini-RFQ sent to less than every firm on the bench must be supported by a memo to the project file, approved by Contracts staff, showing that the firms receiving the mini-RFQ were the most qualified of the firms on the bench for the work being awarded.
- In the alternative, a direct selection can be made, if permitted by the original procurement, after a memo to the project file from the Project Manager documenting that the selected firm is the most qualified has been reviewed and approved by Contracts staff.
- If a mini RFQ has been issued, the second bullet above under Federally Funded Architectural and Engineering (A&E) Projects applies.

- If a ranking was established as part of the procurement for the original bench, that ranking applies to all contracts/task orders issued under the procurement and price negotiations must commence with the highest ranked available firm. Applicable documentation requirements set out in the third bullet under Federally Funded Architectural and Engineering (A&E) Projects apply.

All Other Non A&E Bench Contracts Regardless of Funding:

- A mini-RFQ or RFP may be issued to any or all firms on the bench. Any mini-procurement sent to less than every firm on the bench must be supported by a memo to the project file, approved by Contracts staff, showing that the firms receiving the mini-procurement were the most qualified of the firms on the bench for the work being awarded.
- In the alternative, a direct selection can be made, if permitted by the original procurement, after a memo to the project file from the Project Manager documenting that the selected firm is the most advantageous based on the evaluation criteria has been reviewed and approved by Contracts staff. If referenced in the solicitation for the original procurement, most advantageous may include a consideration of whether all firms on the bench have received work.

General Notes:

- If the total budget for a bench procurement exceeds the Executive Director's signature authority, the bench procurement shall require the bench selection to be approved by an Authorizing Board at the conclusion of the bench selection.
- Contracts staff must review all mini-procurements (RFQs and RFPs) and any addenda prior to issuance.
- Contracts staff must review all selection documentation, regardless of fund type, prior to award.
- Deputy Executive Director review is required for all mini-procurements with budgets exceeding \$1M.
- If a contract and/or task order is issued based on a SOW that does not include a design or construction management component, that contract and/or task order cannot be amended to add those types of services, and the above procedures apply.
- Questions regarding whether or not a SOW constitutes A&E* should be reviewed with Legal staff.

**Regardless of fund source A&E includes services performed by members of the architectural and engineering professions, including architectural, landscape architectural, engineering, environmental, surveying, comprehensive planning, design, feasibility study, mapping, construction engineering, and project management services with respect to a construction project or other development, construction, alteration or repair of real property.*

375 BEALE
CONDOMINIUM CORPORATION
Memorandum

Bay Area Metro Center, Suite 800
375 Beale Street, San Francisco, CA 94105
TEL 415.778.6700
EMAIL info@mtc.ca.gov
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Date: December 6, 2017

AGENDA ITEM 6

Subject: Bay Area Metro Center Building Directory

Summary:

This item presents for approval a design concept for the building directory for the Bay Area Metro Center (Metro Center).

Background:

Section 4.01(b) of the Covenants, Conditions and Restrictions for 375 Beale Street, San Francisco (CCRs) gives the Board the right to reasonably approve commercial signage to be placed in the Metro Center lobby or exterior.

Additionally, BAHA's lease with Twilio requires a building directory be installed in the lobby in a highly visible location near the Beale Street entrance, and that Twilio have a more significant presence than other non-agency tenants.

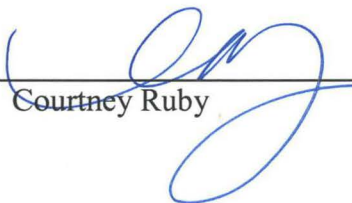
BAHA hired TEF Architecture and Design (TEF) to develop a design for a building directory. TEF, with its subcontractor Lowercase Productions, developed the design presented in Attachment A to go in the location identified in Attachment B.

The design concept takes cues from that of the atrium, using blackened steel and reclaimed wood. Tenant names will be painted on replaceable placards to allow for changes in tenancies. The names are listed in three groups: agency tenants; Twilio; and other commercial tenants and sublessees.

Subject to the approval of the design concept by the Board and the approval of funding by BAHA, BAHA will cause the sign to be fabricated and installed.

Recommendation:

Staff recommends that the 375 Beale Condominium Corporation approve the design concept for the Building Directory.



Courtney Ruby

Attachment

INITIAL BUILDING TENANT SIGN

SIGN TYPE

Building Tenant Sign

SIZE

Overall size: 2'2" x 9" x 6'6"

SYMBOL SIZE & SPACING

N/A

MATERIALS

Removable painted aluminum panels with applied vinyl matte lettering. Panels attached to interior aluminum frame. Panels must be secured while on sign. Wood paneling finish to cover all exposed areas of frame.

COLORS

Type: White
 Aluminum Panels: Final paint color TBD
 Wood Panels: Color and finish to match the existing wood panels inside MTC lobby. More information to be provided.

TYPOGRAPHY

Gotham with 1" cap height

MESSAGE

See artwork

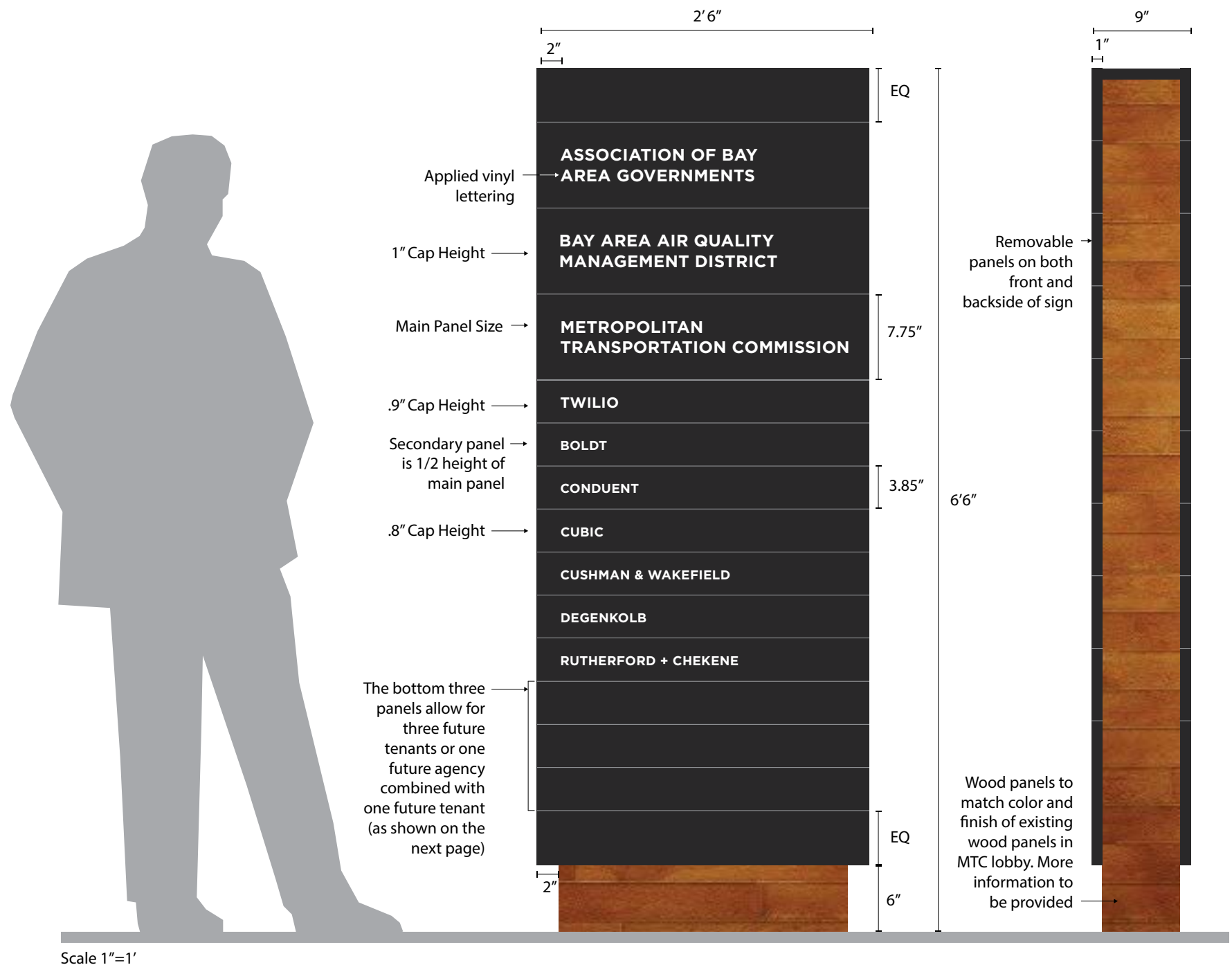
INSTALLATION

Sign base bolted to concrete floor.

NOTES

Fabricator to field verify all existing site conditions and dimensions prior to fabrication.
 Fabrication sample can be approved for use as the final sign

- Shop Drawings
- Engineering Calculations
- Layout Patterns (Copy)
- Fabrication Sample
- Local Sign Permits



FUTURE BUILDING TENANT SIGN

SIGN TYPE

Building Tenant Sign

SIZE

Overall size: 2'2" x 9" x 6'6"

SYMBOL SIZE & SPACING

N/A

MATERIALS

Removable painted aluminum panels with applied vinyl matte lettering. Panels attached to interior aluminum frame. Panels must be secured while on sign. Wood paneling finish to cover all exposed areas of frame.

COLORS

Type: White
 Aluminum Panels: Final paint color TBD
 Wood Panels: Color and finish to match the existing wood panels inside MTC lobby. More information to be provided.

TYPOGRAPHY

Gotham with 1" cap height

MESSAGE

See artwork

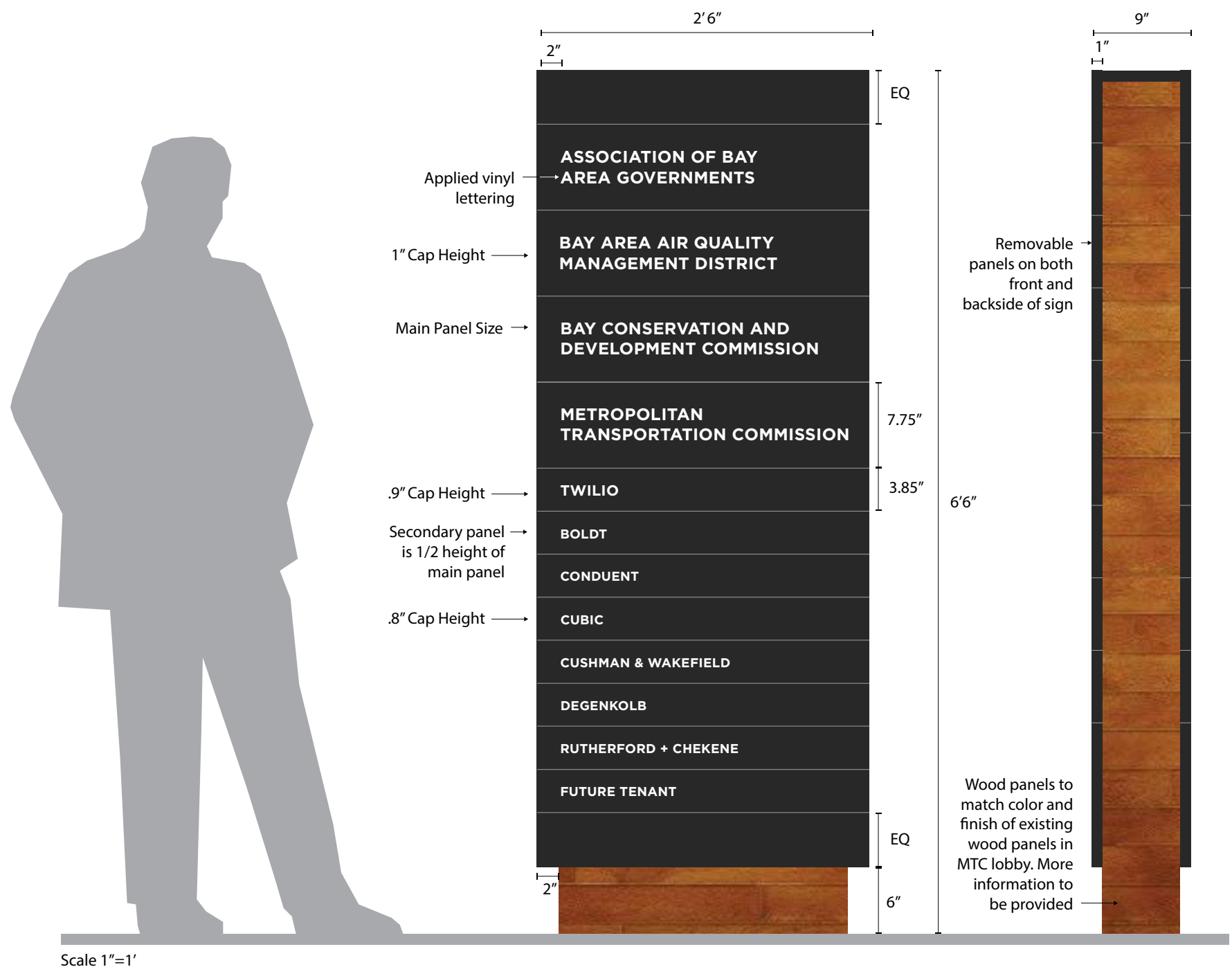
INSTALLATION

Sign base bolted to concrete floor.

NOTES

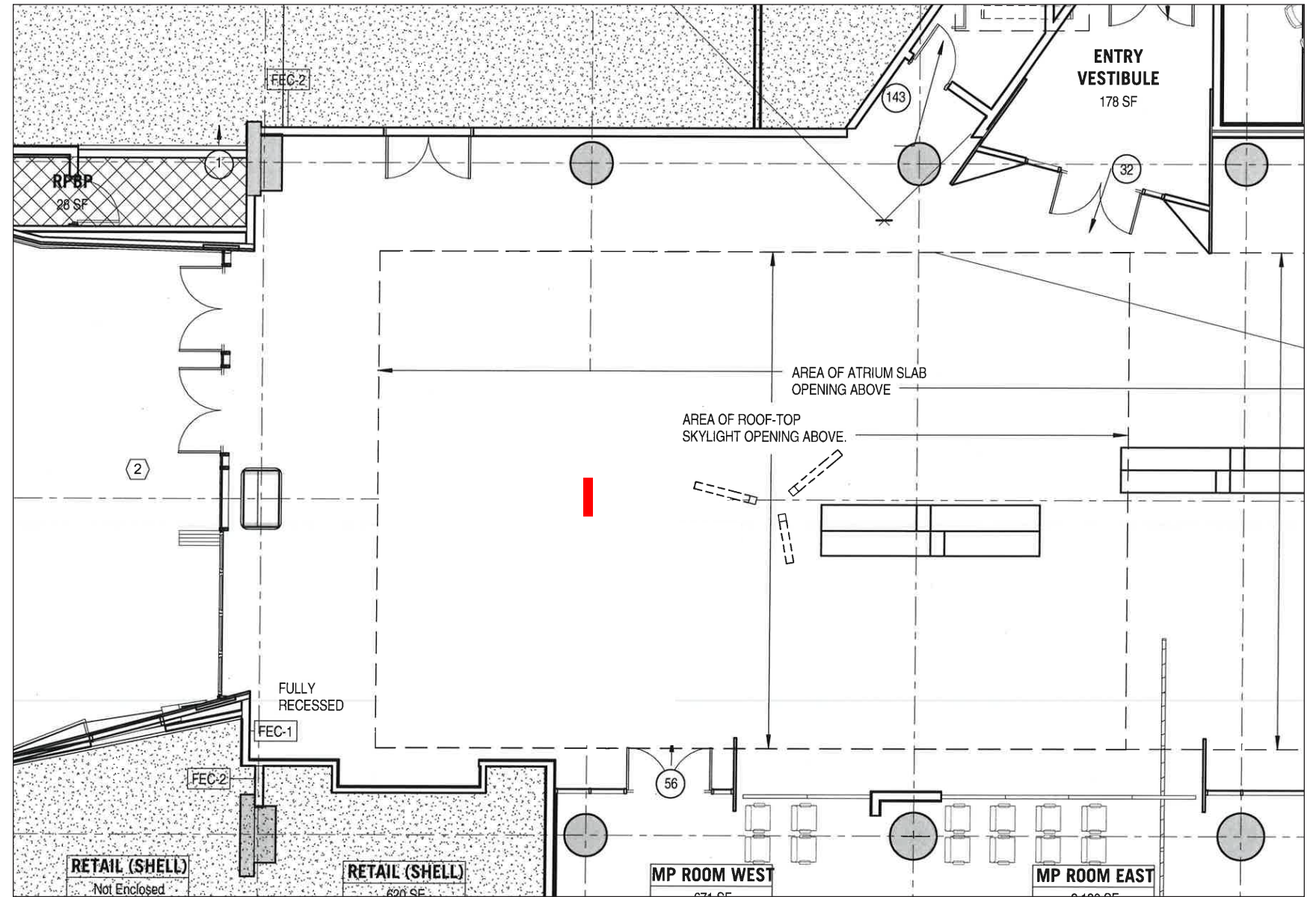
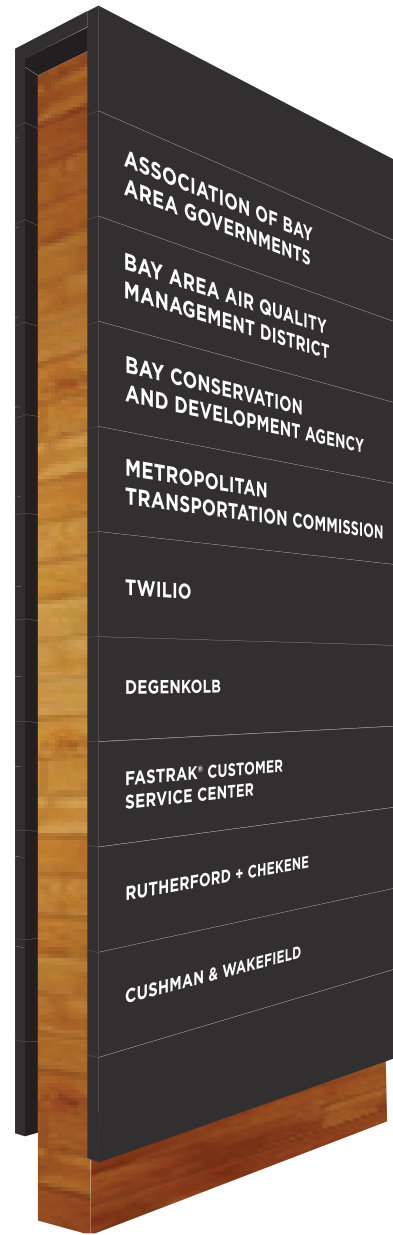
Fabricator to field verify all existing site conditions and dimensions prior to fabrication.
 Fabrication sample can be approved for use as the final sign

- Shop Drawings
- Engineering Calculations
- Layout Patterns (Copy)
- Fabrication Sample
- Local Sign Permits



LOCATION

Attachment B



375 BEALE

CONDOMINIUM CORPORATION
Memorandum

Bay Area Metro Center, Suite 800
375 Beale Street, San Francisco, CA 94105
TEL 415.778.6700
EMAIL info@mtc.ca.gov
WEB www.mtc.ca.gov

Date: December 6, 2017

AGENDA ITEM 7a

Subject: 375 Beale Street Condo Financials for June 30, 2017

Attached are the 375 Beale Condo Corporation financial statements for the fiscal year ending on June 30, 2017. The financial information recorded was audited by our independent auditor, PricewaterhouseCoopers LLP. Fiscal Year 2016-17 was the first full year of operation for the three condo owners at 375 Beale Street. While the 375 Beale Condo Corporation did not exist until the CC&Rs were approved on June 22, 2017 we are providing financials for the entire fiscal year.

The consolidated financials are on page 1 of the Attachment A. Page 2 shows a breakdown of the assessment fees and expenses between the shared services operations managed by BAHA and the common area maintenance expenses managed by Cushman & Wakefield of California, Inc. (C&W).

The shared services operations are comprised of services provided by BAHA on behalf of the three condo owners. Shared services include a receptionist, meeting room coordinator, shared technology, conference and meeting room setups. The type of expenses are listed on page 2 of the Attachment A, along with the assessment fee of \$1,456,146. These services show a surplus of \$410,000 for the year. The surplus is mainly due to savings in salaries and benefits during startup.

The common area maintenance operations are contracted to C&W. These operating expenses include cleaning, repairs and maintenance, utilities, ground landscaping, security, parking, and administrative expenses. The services are shown on page 2 of the Attachment A, along with the assessment fee of \$3,018,838. The common area operations report a surplus of \$492,000 at the end of fiscal year 2016-17. The savings are the result of first year startup and a change in the distribution percentage. The original budget used an estimate of 53% while the actual distribution of common area expenses according to the CC&Rs is 43%.

The surplus will be distributed to the three condo owners in Fiscal Year 2017-18 as a credit against the monthly assessment fee for the fiscal year.

If you have any questions about this report, please contact Brian Mayhew at 415-778-6730.



Courtney Ruby

375 Beale Inc. Operations
As of June 30, 2017

	Adopted FY2016-17 Budget	Actual YTD	Budget Bal Over/(Under)
Revenue:			
Assessment fee - shared services	\$ 1,456,146	\$ 1,456,146	\$ -
Assessment fee - common area	3,018,838	3,018,838	-
Interest income	-	783	783
Total operating revenue	4,474,984	4,475,767	783
Operating expenses:			
Salaries and Benefits	562,048	372,586	(189,462)
Overhead	240,098	138,800	(101,298)
Comcast/Direct TV	6,000	2,095	(3,905)
Postal Machine Lease	6,000	11,054	5,054
Supplies/Signage/Copy Paper/Shredding	120,000	69,601	(50,399)
Safety Equip. (AEDs, First Aid Kits)	40,000	43,427	3,427
Shuttle services	50,000	51,250	1,250
IT licenses, maintenance	261,000	259,783	(1,217)
Contingency	25,000	-	(25,000)
Coffee / Tea Service	96,000	98,621	2,621
Insurance	50,000	-	(50,000)
Common area expenses - (CW)	3,018,838	2,527,165	(491,673)
Total operating expenses	4,474,984	3,574,382	(900,602)
Total operating gain (loss)	\$ -	\$ 901,385	

375 Beale Inc. Operations
As of June 30, 2017

	Adopted FY2016-17 Budget	Actual YTD	Budget Bal Over/(Under)
Common Area Breakdown			
Revenue:			
Assessment fee - common area			
BAAQMD	\$ 1,237,723	\$ 1,237,723	\$ -
ABAG	203,909	203,909	-
MTC	1,577,206	1,577,206	-
Total operating revenue	3,018,838	3,018,838	-
Operating expenses:			
Cleaning	607,831	514,174	(93,657)
Repairs & Maintenance	618,922	466,475	(152,447)
Utilities	583,184	502,360	(80,823)
Landscape (Grounds)	32,273	2,636	(29,637)
Security	295,970	300,368	4,398
Parking	103,985	67,346	(36,638)
Administrative	608,608	539,659	(68,948)
Taxes/Licenses/Permits	24,389	18,682	(5,706)
Insurance	143,678	115,464	(28,214)
Total operating expenses	3,018,838	2,527,165	(491,673)
Total operating gain (loss)	\$ -	\$ 491,673	
Shared Service Operation Breakdown			
Revenue:			
Assessment fee - shared services			
BAAQMD	\$ 604,220	\$ 604,220	\$ -
ABAG	110,091	110,091	-
MTC	741,835	741,835	-
Total assessment fee	1,456,146	1,456,146	-
Interest income	-	783	783
Total operating revenue	1,456,146	1,456,929	783
Operating expenses:			
Salaries and Benefits	562,048	372,586	(189,462)
Overhead	240,098	138,800	(101,298)
Comcast/Direct TV	6,000	2,095	(3,905)
Postal Machine Lease	6,000	11,054	5,054
Supplies/Signage/Copy Paper/Shredding	120,000	69,601	(50,399)
Safety Equip. (AEDs, First Aid Kits)	40,000	43,427	3,427
Shuttle services	50,000	51,250	1,250
IT licenses, maintenance	261,000	259,783	(1,217)
Contingency	25,000	-	(25,000)
Coffee / Tea Service	96,000	98,621	2,621
Insurance	50,000	-	(50,000)
Total operating expenses	1,456,146	1,047,217	(408,929)
Total operating gain (loss)	\$ -	\$ 409,712	
Total 375 Beale Inc operating gain (loss)		<u>\$ 901,385</u>	

375 BEALE
CONDOMINIUM CORPORATION
Memorandum

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Date: December 6, 2017

AGENDA ITEM 7b

Subject: 375 Beale St Condo Financials for October, 2017

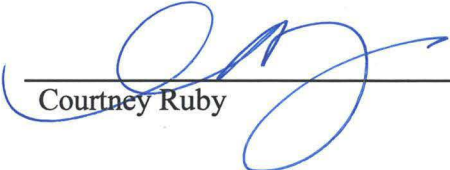
Attached are the 375 Beale Condo Corporation (Condo) financial statements for the four month period ending October 2017. While the common area maintenance operation is managed by the property manager, Cushman & Wakefield of California, Inc. (C&W), BAHA handles the shared services operation (SSO) for the building. Page 2 of the Attachment B shows the breakdown of the assessment fees and expenses between the common area and shared services. Meanwhile, the consolidated financials can be found on page 1 of the Attachment B.

In the common area operation, total expenses of \$983,000 at the end of the October is 27% of its budget. The actual has trended lower than the budget because the original budget allocated 52% of C&W expenses to the Condo based on an estimate while the actual distribution of common area expenses is 43% according to the CC&Rs. 93% of the total common area expenses were spent on cleaning, maintenance, utilities, security and administrative services. The percentage spent on those areas are in line with the approved budget.

On the SSO side, YTD expenses of \$215,000 is 13% of its total budget. The actuals are lower than the budget primarily due to staff reassignment and encumbered contract services that have yet to be rendered. At the end of the first four months of the fiscal year, the Condo incurred \$1.2 million of expenses which is 23% of its total budget.

Total YTD assessment revenue collected is \$1.7 million as SSO has collected the first two quarters of its assessment fee while C&W has collected the first three months of assessment fee on behalf of the Condo. C&W will bill for the second quarter common area assessment fee in November.

If you have any questions about this report, please contact Brian Mayhew at 415-778-6730.



Courtney Ruby

Attachment

375 Beale Inc. Operations

As of October 31, 2017

	Adopted FY2017-18 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Encumbrance
Revenue:					
Assessment fee - shared services	\$ 1,655,699	\$ 827,850	\$ (827,849)	50.0%	\$ -
Assessment fee - common area	3,643,476	910,869	(2,732,607)	25.0%	-
Total operating revenue	5,299,175	1,738,719	(3,560,456)	32.8%	-
Operating expenses:					
Salaries and Benefits	576,692	56,008	(520,684)	9.7%	-
Overhead	264,030	28,170	(235,860)	10.7%	-
Temp staff - general services	-	2,339	2,339	-	-
Comcast/Direct TV	6,000	761	(5,239)	12.7%	3,000
Postal Machine Lease	6,000	-	(6,000)	0.0%	-
Supplies/Signage/Copy Paper/Shredding	226,000	26,684	(199,316)	11.8%	111,546
Safety Equip. (AEDs, First Aid Kits)	30,000	8,451	(21,549)	28.2%	21,549
IT licenses, maintenance	456,977	91,190	(365,787)	20.0%	414,340
Contingency	25,000	-	(25,000)	0.0%	-
Insurance	10,000	-	(10,000)	0.0%	-
Other Exp./Misc. Expenses	55,000	931	(54,069)	1.7%	10,307
Common area expenses - (CW)	3,643,476	983,334	(2,660,142)	27.0%	-
Total operating expenses	5,299,175	1,197,868	(4,101,307)	22.6%	560,742
Total operating gain (loss)	\$ -	\$ 540,851	\$ 540,851	-	\$ (560,742)

375 Beale Inc. Operations

As of October 31, 2017

	Adopted FY2017-18 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Encumbrance
Common Area Breakdown					
Revenue:					
Assessment Fee - common area					
BAAQMD	\$1,444,218	\$ 361,055	\$ (1,083,163)	25.0%	
ABAG	174,567	43,642	(130,925)	25.0%	
MTC	2,024,691	506,172	(1,518,519)	25.0%	
Total operating revenue	3,643,476	910,869	(2,732,607)	25.0%	
Operating expenses:					
Cleaning	797,957	186,749	(611,208)	23.4%	
Repairs & Maintenance	835,479	198,117	(637,362)	23.7%	
Utilities	640,514	239,795	(400,719)	37.4%	
Landscape (Grounds)	46,918	1,112	(45,806)	2.4%	
Security	413,375	117,098	(296,277)	28.3%	
Parking	98,564	27,090	(71,474)	27.5%	
Administrative	643,253	169,560	(473,693)	26.4%	
Taxes/Licenses/Permits	23,226	6,264	(16,962)	27.0%	
Insurance	144,190	37,548	(106,642)	26.0%	
Total operating expenses	3,643,476	983,334	(2,660,142)	27.0%	
Total operating gain (loss)	\$ -	\$ (72,465)			
Shared Service Operation Breakdown					
Revenue:					
Assessment fee - shared services					
BAAQMD	\$ 656,294	\$ 328,147	\$ (328,147)	50.0%	
ABAG	150,433	75,217	(75,216)	50.0%	
MTC	848,972	424,486	(424,486)	50.0%	
Total operating revenue	1,655,699	827,850	(827,849)	50.0%	
Operating expenses:					
Salaries and Benefits	576,692	56,008	(520,684)	9.7%	-
Overhead	264,030	28,170	(235,860)	10.7%	-
Temp staff - general services	-	2,339	2,339	N/A	-
Comcast/Direct TV	6,000	761	(5,239)	12.7%	3,000
Postal Machine Lease	6,000	-	(6,000)	0.0%	-
Supplies/Signage/Copy Paper/Shredding	226,000	26,684	(199,316)	11.8%	111,546
Safety Equip. (AEDs, First Aid Kits)	30,000	8,451	(21,549)	28.2%	21,549
IT licenses, maintenance	456,977	91,190	(365,787)	20.0%	414,340
Contingency	25,000	-	(25,000)	0.0%	-
Insurance	10,000	-	(10,000)	0.0%	-
Other Exp./Misc. Expenses	55,000	931	(54,069)	1.7%	10,307
Total operating expenses	1,655,699	214,534	(1,441,165)	13.0%	560,742
Total operating gain (loss)	\$ -	\$ 613,316			
Total 375 Beale Inc operating gain (loss)		<u>\$ 540,851</u>			

Date: December 6, 2017

AGENDA ITEM 8

Subject: Facility Operator's Report

Background

BAHA is pleased to serve as the Facility Operator for the property located at 375 Beale Street (the "Facility"). Terms used in our reports have the meanings defined in the CC&Rs for the Facility.

Role

The CC&Rs give the Facility Operator all powers, duties, and responsibilities for the day-to-day operation, management, and maintenance of the Common Area and the Jointly Used Space. This includes:

- implementing adopted rules;
- preparing proposed budgets for Board's consideration;
- implementing the approved budgets;
- keeping full, complete, and correct books and records for inspection by Board and the Unit Owners;
- collecting and depositing authorized assessments;
- providing maintenance, repair, replacement, and restoration services; and
- entering into contracts for budgeted or approved services and supplies.

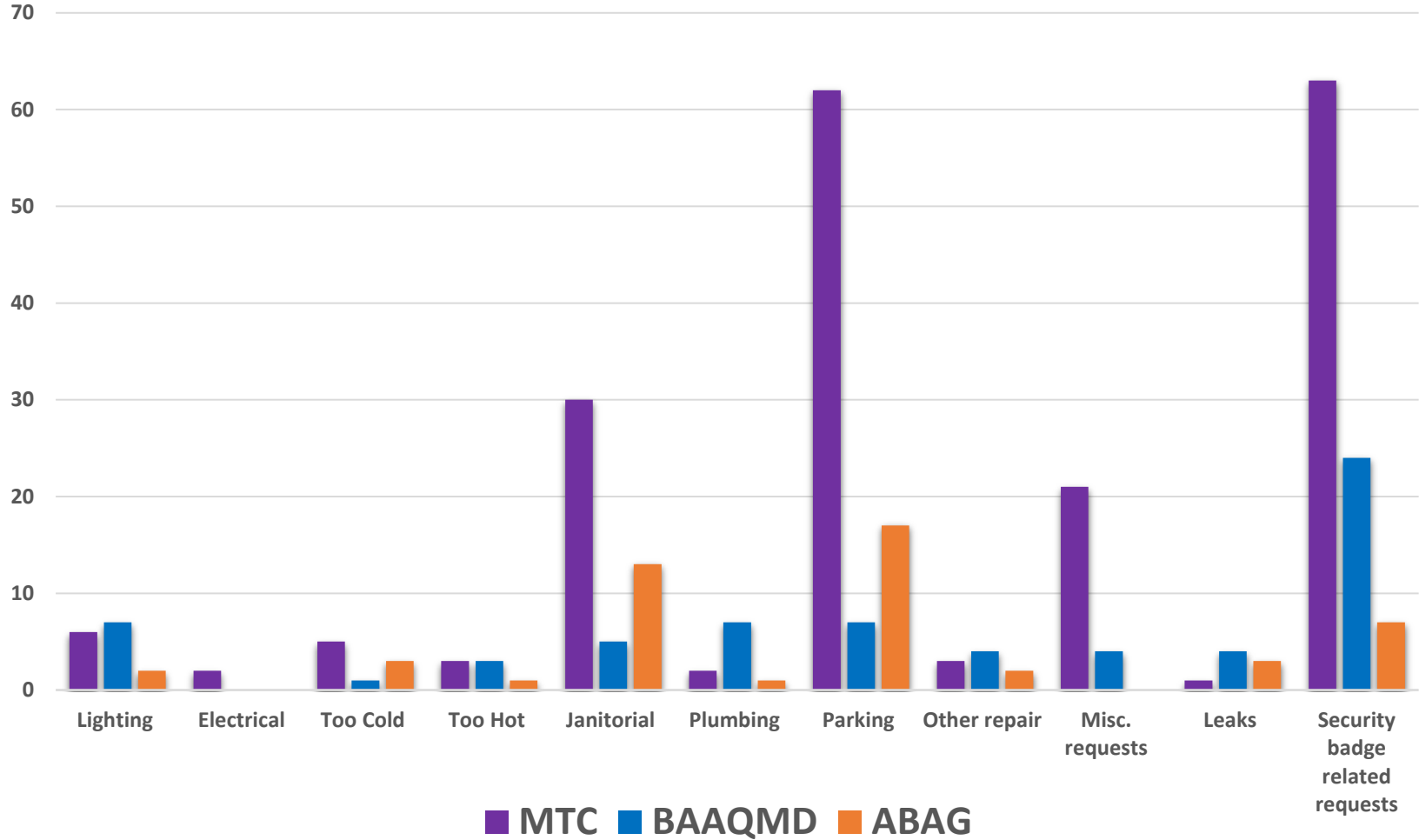
Building Activities

In this report, we advise you of scheduled activities and shared services utilization since the June 27, 2017 Board meeting:

1. Implemented an emergency preparedness training with Cushman & Wakefield of California, Inc. on October 2 & 3, 2017, held a building-wide fire drill on November 28, 2017, and held the Great ShakeOut earthquake safety drill on October 19, 2017.
2. Completed the implementation of a parking infrastructure project that includes Automated Vehicle Identification (AVI) technology and parking payment system.
3. See Attachment A for the usage of the Workspeed system for tracking building, visitor, parking, and other service requests.
4. See Attachment B for usage of the shared fleet management program managed and operated by the Bay Area Air Quality Management District's Business Office.
5. See Attachment C for the usage of the shared services technology program for key, agreed-upon elements including webcasting and audio visual support.

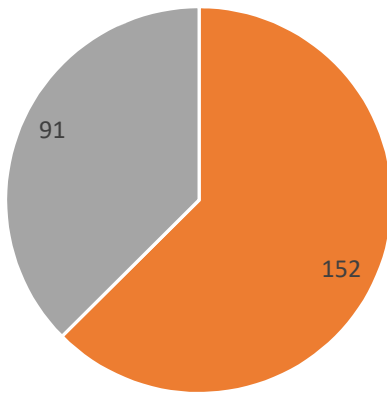
Attachments

Agency Service Requests 07-01-17 thru 09-30-17



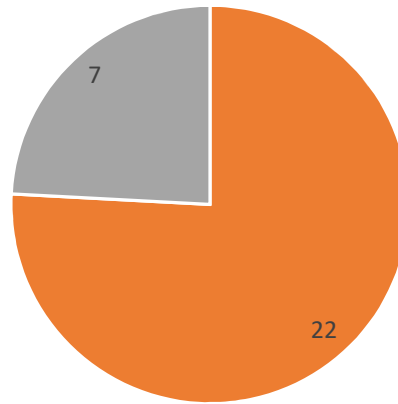
Pool Vehicle Use (by Agency)

All Vehicle Use
(# of trips)



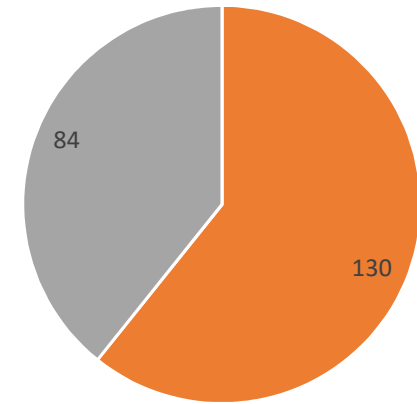
■ BAAQMD ■ MTC

Rental Vehicles
(# of trips)



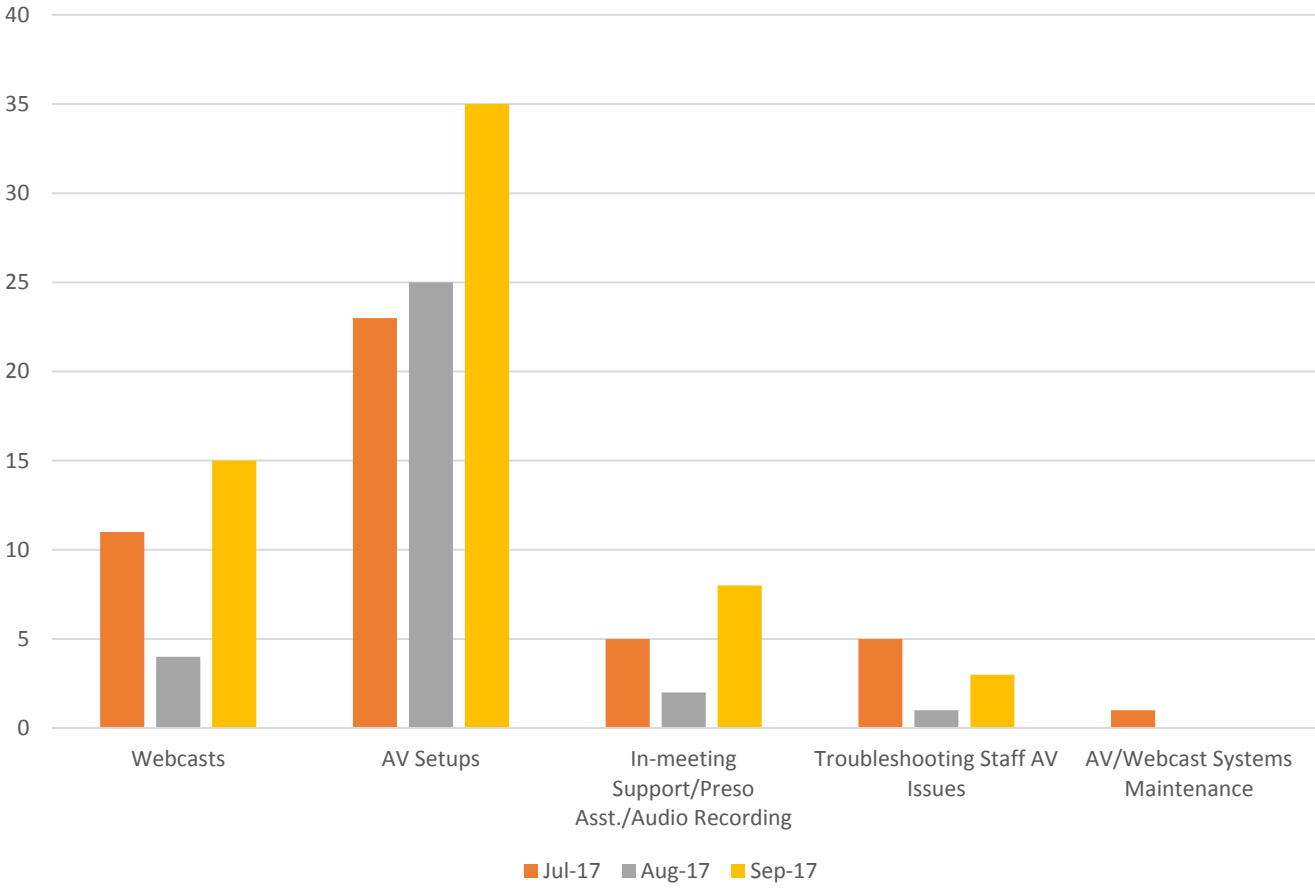
■ BAAQMD ■ MTC

Pool Vehicles
(# of trips)



■ BAAQMD ■ MTC

Audio Visual Statistics - 1st Quarter FY 2017-18



375 BEALE

CONDOMINIUM CORPORATION
Memorandum

Bay Area Metro Center, Suite 800
375 Beale Street, San Francisco, CA 94105
TEL 415.778.6700
EMAIL info@mtc.ca.gov
WEB www.mtc.ca.gov

Date: December 6, 2017

AGENDA ITEM 9

Subject: Building Projects Report

1. Construction Update

The Level 5 build-out for the Metropolitan Transportation Commission (MTC) and the San Francisco Bay Conservation and Development Commission (BCDC) received a Temporary Certificate of Occupancy (TCO) on November 29. Furniture installation is to begin in December and continue through the first week of January, and MTC is scheduled to relocate to the new space over the weekend of January 19.

2. Streetscape/Rincon Place

Rincon Place opened to the public in September. Tishman Speyer and its contractors have continued to correct faulty work through December. Concrete stairs were replaced because the treads did not meet accessibility standards for levelness. A second pending correction is to the pathway near Beale Street, which currently does not conform to the designed slopes causing drainage issues. BAHA is waiting for Tishman Speyer to present a solution. Third, Tishman Speyer will replace cracked sidewalk pavement at the Beale Street entrance.

3. Parking Garage Infrastructure

The parking payment infrastructure has been installed and tested on Level 1 and is ready to go live. Staff is working to assign Automated Vehicle Identification (AVI) hangtags to all agency board members, to tenants with monthly parking and to agency fleet vehicles. Staff expects to put the payment system into operation on January 1.

4. Electric Vehicle (EV) Charging Stations

Due to inaccuracies in the initial design drawings and the non-responsiveness of the designer, BAHA brought on a new consultant, AECOM, to study the ability to add EV charging stations to the parking garages off Beale and Harrison Streets. After metering various electrical panels, AECOM determined that on Level 1, the capacity exists to add 16 new charging stations (i.e. serving 16 vehicles) with the ability to charge simultaneously at full capacity. On Level 2, two options exist:

- a. Using the spare capacity from the equipment serving the lab, copy, center and offices in that area, BAHA could install 20 new stations plus 1 fast charging station.
- b. Alternatively, with the installation of new distribution equipment, including a transformer, electrical panels, and fire life safety equipment, BAHA could install 36 new stations plus 1 fast charging station on each of L1 and L2.

The next step is to select a contractor to do this work on a design-build basis. BAHA will price both options for Level 2.

5. 1st Floor Retail Space Update

BAHA has commissioned its architect, TEF Architecture and Interior Design, to complete construction drawings for this space. The design will be for a flexible space with a warming kitchen and service equipment that would allow for the service of beverages and pre-cooked food. BAHA continues to explore options for funding the construction and for operating the space.

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Date: December 6, 2017

AGENDA ITEM 10

Subject: 375 Beale Condo Corporation Business Insurance

Background:

On June 20, 2017, pursuant to the CC&Rs section 8.02 the Directors approved the following insurance policies secured by BAHA:

- General liability, automobile, workers' compensation, environmental, property and crime insurance.
- Directors and Officer's Liability insurance and Cyber Liability/Network Security on behalf of the condo corporation.

We are in the process of obtaining quotes for the replacement policies from BAHA's insurance broker USI to be effective January 15, 2018.

It is anticipated that the terms and conditions for the renewal policies will be substantially similar to the terms and conditions of the current policies.

Recommendation:

Staff recommends the Directors approve the replacement insurance coverage pursuant to Section 8.02 of the CC&Rs provided that the terms and conditions for the renewal policies are substantially similar to the current terms and conditions.

Attachment:

Attachment A is a summary of the insurance policies, effective dates, policy amounts and vendors. All of the policy forms are available for inspection by any director or unit owner upon request at any time.

Bay Area Headquarters Authority and 375 Beale Condominium Corporation Insurance

Policy Term: 1/15/2017 to 1/15/2018 except where noted

General Liability

General Liability

Carrier: *West American Insurance Co.* **Policy #:** BLW(18)57729015

Domestic Liability Limits

Each occurrence	\$1,000,000
General aggregate	\$2,000,000
Products/completed operations aggregate	\$2,000,000
Personal and advertising injury	\$1,000,000
Property damage to rented premises	\$ 300,000
Medical expense payments	\$ 5,000

Automobile Liability

Carrier: *Ohio Security Insurance Co.* **Policy #:** BAS(18)57729015

Domestic

Non-owned automobile liability	\$1,000,000
Hired automobile liability	\$1,000,000
Hired auto physical damage limit per vehicle	N/A
Hired auto collision & comprehensive deductibles	\$1,000/\$1,000

Primary Umbrella Liability

Carrier: *Liberty Insurance Corporation* **Policy #:** TH7691460169037

Limits

Per occurrence	\$20,000,000
General Aggregate	\$20,000,000
Products/Completed Operations Aggregate	\$20,000,000

Self-Insured Retention \$10,000

Excess Liability

Carrier: *RSUI Indemnity Company* **Policy #:** NHA241765

Domestic Limits

Per occurrence Limit:	\$15,000,000 part of \$30,000,000 excess of \$20,000,000
General aggregate Limit:	\$15,000,000 part of \$30,000,000 excess of \$20,000,000

Excess Liability

Carrier: *Endurance Risk Solutions* **Policy #:** EXC10004274403

Domestic Limits

Per occurrence	\$15,000,000 part of \$30,000,000 excess of \$20,000,000
General aggregate	\$15,000,000 part of \$30,000,000 excess of \$20,000,000

This Coverage Summary neither amends nor alters the insurance contract. Specific questions on all policy terms and conditions should be referred to your Wells Fargo Insurance representative, and the policy itself should be reviewed.

This synopsis is a highlight of the coverages and Limits in force upon the date of publication. It is not meant to be all inclusive. Refer to the actual policy(ies) for all terms, conditions, extensions and exclusions. Changes in coverages or Limits made after the publication date are not included.

Property

Carrier: *Affiliated FM Insurance Co.* **Policy #:** SG166

Limits

Blanket Building, Personal Property & Business Income	\$240,862,000
Extra Expense	\$ 10,000,000
Earthquake Sprinkler Leakage (EQSL)	Included
Flood	\$ 25,000,000
Equipment breakdown property damage	Included
Ordinance or law (increased cost to repair and cost to demolish/clear site)	Included
Property Any Other Location	\$1,000,000
Property in Transit	\$1,000,000
Property in the Course of Construction	\$10,000,000
Soft Costs	\$100,000

Deductible

Building, physical damage & Business Property	\$10,000
Business Income/Extra Expense waiting period	24 Hours
EQSL and Flood	\$100,000

Pollution Liability

Carrier: *Steadfast Insurance Co.* **Policy #:** EPC931968700

Effective Dates: 10/14/11 to 10/14/21

Limits

Each pollution event	\$2,000,000
Aggregate	\$2,000,000

Deductible

Each pollution event	\$25,000
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Cyber Liability

Carrier: *Lloyds of London* **Policy#:** B0621PMET0007 16

Effective Dates: 4/1/16 to 9/30/17

Limits

Maximum Policy Aggregate	\$20,000,000
PCI DSS Fines and Penalties - sublimit	\$250,000

Deductible

Each and Every Claim, except:	\$100,000
PCI DSS Fines and Penalties	\$250,000
Business Interruption and Dependent Business Income Loss	12 Hours

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Crime

Carrier: F&D Co of MD **Policy#:** CCP 0066582

Effective Dates: 4/1/16 to 4/1/19

Limits

Employee Theft – per Loss	\$20,000,000
Forgery or Alteration	\$1,000,000
Inside Premises – Theft of Money and Securities	\$650,000
Outside the Premises	\$1,000,000
Computer Fraud	\$20,000,000
Funds Transfer Fraud	\$20,000,000
Faithful Performance	\$1,000,000
Designated Agent CALTRANS	\$1,000,000

Deductible

Employee Theft, Forgery, Computer Fraud & Funds Transfer	\$50,000
Inside/Outside Premises –Theft of Money and Securities	\$10,000

Employed Attorney Professional Liability

Carrier: Atlantic Specialty **Policy#:** EML-01202-16

Effective Dates: 4/1/16 to 9/30/17

Limits

Aggregate for All Claims (Defense Expenses incl. in Limits of Liability)	\$5,000,000
Each Claim	\$5,000,000
Intra-Organization Defense Claims	\$500,000

Deductible

Insuring Agreement A	\$0
Insuring Agreement B	\$25,000
Medical expense payments	Excluded

Foreign Package

Carrier: ACE American **Policy#:** PHF D38378296 004

Effective Dates: 4/1/16 to 9/30/17

Limits

International General Liability	
Each occurrence	\$1,000,000
General aggregate	\$5,000,000
Medical expense (any one person)	\$25,000
Employee Benefits Liability	\$1,000,000
Contingent Auto Liability	\$1,000,000
Hired Auto Physical Damage	\$50,000
Employers Responsibility (FVWC)	\$1,000,000
AD&D	\$50,000 / \$1.5M agg
Kidnap & Ransom	\$250,000

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Public Officials and Employment Practices

Insured: Bay Area Headquarters Authority

Effective Dates: 4/1/16 – 9/30/17

Primary Policy

Carrier: RSUI Indemnity (RSUI) **Policy#:** HP667184

Limits

D&O Coverage With Public Officials Extension (shared with EPL)

Clause A – Non-indemnifiable claims	\$5,000,000
Clause B – Company reimbursement	\$5,000,000
Clause C – Entity coverage	\$5,000,000
Total aggregate limit	\$5,000,000

Retention – each claim

Clause A – Non-indemnifiable claims	NIL
Clause B – Company reimbursement	\$75,000
Clause C – Entity coverage	\$75,000
Class action	\$250,000

EPL Coverage (shared with D&O)

Each claim for employment event(s)	\$5,000,000
Wage/Hour defense sublimit	\$100,000
Total aggregate limit	\$5,000,000

Retention – each claim

Each claim employment event(s)	\$100,000
Class action	\$250,000

Excess Policy

Carrier: Hiscox Insurance **Policy#:** UDA1203439-16

Limits

D&O Coverage With Public Officials Extension (shared with EPL)

Clause A – Non-indemnifiable claims	\$5,000,000
Clause B – Company reimbursement	\$5,000,000
Clause C – Entity coverage	\$5,000,000
Total aggregate limit	\$5,000,000

EPL Coverage (shared with D&O)

Each claim for employment event(s)	\$5,000,000
Total aggregate limit	\$5,000,000

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Directors and Officers Liability – 375 Beale Condominium Corporation**Insured:** 375 Beale Condominium Corporation**Carrier:** Travelers Casualty and Surety Co of America**Policy No.**

106707180

Limits

Each claim

\$2,000,000

Policy Aggregate

\$2,000,000

Retention – each claim:

Clause A – for each Director and Officer Claim

Nil

Clause B – for each Directors and Officers Claim

\$2,500

Clause C –for each Directors and Officers Claim

\$2,500

Clause D –for each Directors and Officers Claim

\$2,500

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