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SAN FRANCISCO FILM COMMISSION

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SAN FRANCISCO FILM COMMISSION MEETING

SF
F30
#1
1/23/06
cancelled

NOTICE OF:

CANCELLATION OF REGULAR MEETING AND SCHEDULING OF SPECIAL MEETING

The January 23, 2006 Commission meeting has been CANCELLED.

A special meeting has been scheduled for January 30, 2006 at 2:00pm in City Hall, Room 416.

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ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Mike Billington (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web-site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Adele Destro, Acting Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-5784; e-mail sotf@sfgoc.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

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San Francisco Film Commission Contact: Kristin Treiber, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org



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SAN FRANCISCO FILM COMMISSION SPECIAL MEETING

DATE: Monday, January 30, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the December 19, 2005 Commission Special Meeting.
3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris
4. **MAYOR'S FILM SUMMIT COMMITTEE REPORT** **Discussion**
By Jim McCullough, Chair Summit Committee
5. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity, production work and to make announcements.
6. **DISCUSSION AND POSSIBLE ACTION TO RECOMMEND THAT THE BOARD OF SUPERVISORS APPROVE THE PROPOSED LEGISLATION CREATING THE FILM REBATE PROGRAM** **Discussion/Action**
Presentation By Rob Black, Legislative Aide to Supervisor Michela Alioto-Pier
7. **STRATEGIC PLAN** **To Be Continued to Future Commission Meeting**
Presentation by Commissioners Laurie Rowley and Peter Bratt
8. **GENERAL PUBLIC COMMENT** **Discussion**
9. **ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

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LEGISLATIVE DIGEST

[Establishing the Film Rebate Program.]

Ordinance amending section 57.1 to make technical amendments; section 57.4 to designate the Executive Director of the San Francisco Film Commission as the sole liaison between film companies and City departments; section 57.7 to clarify the application of Chapter 57 to certain City departments; and adding section 57.8 to establish a Film Rebate Program to rebate qualified production costs for qualified film productions.

Existing Law

Chapter 57 of the Administrative Code establishes the powers and duties of the Film Commission.

Jurisdiction

Section 57.7 provides that Chapter 57 does not apply to film production occurring on City property under the jurisdiction of the Charitable Trust departments, the San Francisco Convention facilities, or where inconsistent with state law, the Charter or contractual agreements (referred to collectively as "exclusive use departments"). Section 57.4 provides that the Executive Director of the Film Commission ("Executive Director") is the City liaison between City departments and film companies. Section 57.5 provides that the Executive Director is the sole City representative to enter into use contracts for filming that occurs in or on City property (other than on property under the jurisdiction of exclusive use departments), uses City employees or equipment, or uses or interferes with the ordinary use of public right-of-ways.

Rebate program

No Film Rebate Program currently exists

Amendments to Current Law

Jurisdiction

This Ordinance amends section 57.4 to clarify that the Executive Director of the Film Commission is the sole liaison between *all* City departments and film companies that film within the City. It amends section 57.7 to clarify that: (1) all provisions of Chapter 57 other than sections 57.5 and 57.6 (which authorize the Executive Director to enter into use agreements for filming) apply to *all* City departments; (2) exclusive use departments, not the Executive Director, are responsible for entering into use agreements for filming on property

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under their jurisdiction; and (3) the San Francisco Port Commission and San Francisco Recreation and Parks Department are included as exclusive use departments for this purpose.

Rebate Program

This Ordinance will establish the Film Rebate Program to encourage filmmaking in San Francisco:

1. The City will rebate qualified film productions a dollar for dollar refund of: (a) fees or taxes paid into the City's general fund; (b) moneys paid to the City for use of City property, equipment, or employees, including additional police services; and (c) use fees for film production in the City.
2. To qualify for the Rebate, a film production must be either: (a) a feature-length film, television film, television pilot, or each episode of a television series, regardless of the medium used to create or convey it, that is created by a film company that expends at least 65 percent of the total principal photography days exclusively in the City or (b) a feature-length film, television film, television pilot, or each episode of a television series, regardless of the medium used to create or convey it, that is: (i) produced by a film company that expends at least 55 percent of the total principal photography days exclusively in the City and (ii) has a total budget of no more than \$3,000,000.
3. The Controller will establish regulations implementing the Rebate Program and report annually on its implementation.

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Note: Additions are single-underline italics Times New Roman;
 deletions are ~~strikethrough italics Times New Roman~~.
 Board amendment additions are double underlined.
 Board amendment deletions are ~~strikethrough normal~~.

Be it ordained by the People of the City and County of San Francisco:

Section 1. The San Francisco Administrative Code is hereby amended by amending Sections 57.1 and 57.4, to read as follows:

SEC. 57.1. DEFINITIONS.

(a) "City" means the City and County of San Francisco.

~~(b)(e)~~ "Commission" means the Film Commission of the City and County of San Francisco.

~~(c)(b)~~ "Film" means feature motion pictures, video tapes, television programs, commercials, still photography, documentaries, travelogues, music videos and other visual art forms; provided however, that "film" shall not mean films or video tapes for private-family use or films by any news service or similar entity engaged in on-the-spot broadcasting of news events.

~~(d)(e)~~ "Film company" means any individual, corporation, firm, partnership, or other organization however organized engaged in film production.

1 ~~(e)(4)~~ "Film production" means the activity of making a film for commercial or
2 noncommercial property where that activity (1) requires the use of City employees or
3 equipment or (2) interferes with the ordinary use, safety and enjoyment of public right-of-ways
4 or other property under the jurisdiction of the City.
5

6 **SEC. 57.4. AUTHORITY AND DUTIES OF EXECUTIVE DIRECTOR.**

7 In addition to any other authority vested in or duty charged to him or her, the Executive
8 Director shall serve as the sole liaison between film companies and the various City
9 departments. In performing the duties of liaison, the Executive Director shall assist film
10 companies in locating suitable locations and shall coordinate the efforts of the various City
11 departments in connection with film production utilizing City property or employees. The
12 Executive Director shall also be responsible for coordinating any film permits required by the
13 City for film productions.
14

15 **SEC. 57.7. EXCEPTIONS.**

16 Sections 57.5 and 57.6 of this ~~This~~ Chapter shall not apply to film production occurring in
17 the buildings or on the grounds of the San Francisco War Memorial Performing Arts Center,
18 the Fine Arts Museums, the Asian Art Museum, the San Francisco Convention Facilities, the
19 San Francisco Port Commission, the San Francisco Recreation and Parks Commission, or where
20 inconsistent with State law, the Charter or contractual agreements.
21

22 Section 2. The San Francisco Administrative Code is hereby amended by adding
23 Section 57.8, to read as follows:
24
25

1 **SEC. 57.8. FILM REBATE PROGRAM**

2 (a) Purpose. The purpose of the Film Rebate Program is to increase the number of
3 qualified film productions being made in San Francisco, increase the number of City residents
4 employed in the filmmaking industry, and encourage the resulting economic benefits to increased
5 filmmaking in San Francisco.

6 (b) Definitions. As used in this section, the following terms shall have the following
7 meanings:

8 (1) "Principal photography" means the time period and phase of film production during
9 which the main photography occurs.

10 (2) "Qualified low-budget film production" means a feature-length film, television film,
11 television pilot, or each episode of a television series, regardless of the medium used to create or
12 convey it, that is: (i) produced by a film company that expends at least 55 percent of the total principal
13 photography days exclusively in the City and (ii) has a total budget of no more than \$3,000,000.

14 "Qualified low-budget film production" shall not include: (i) a documentary film, news or current
15 affairs program, interview or talk program, instructional film or program, film or program consisting
16 primarily of stock footage, sporting event or sporting program, game show, award ceremony, film or
17 program intended primarily for industrial, corporate or institutional end-users, fundraising film or
18 program, commercials, music videos, or "reality" program; or (ii) a production for which records are
19 required under Title 18 United States Code section 2257, to be maintained with respect to any
20 performer in such production.

21 (3) "Qualified film production" means a feature-length film, television film, television pilot,
22 or each episode of a television series, regardless of the medium used to create or convey it, that is
23 created by a film company that expends at least 65 percent of the total principal photography days
24 exclusively in the City. "Qualified film production" shall not include: (i) a documentary film, news or
25

1 current affairs program, interview or talk program, instructional film or program, film or program
2 consisting primarily of stock footage, sporting event or sporting program, game show, award
3 ceremony, film or program intended primarily for industrial, corporate or institutional end-users,
4 fundraising film or program, commercials, music videos, or "reality" program; or (ii) a production for
5 which records are required under Title 18 United States Code section 2257, to be maintained with
6 respect to any performer in such production.

7 (2) "Qualified production cost," means the following expenses of a qualified low-budget film
8 production or a qualified film production:

9 (A) Any fees or taxes paid to the City, or any of its constituent departments, the proceeds of
10 which are placed in the general fund;

11 (B) Any moneys paid to the City, or any of its constituent departments, for the use of City
12 property, equipment, or employees, including, but not limited to additional police services as described
13 in Chapter 10B of this Administrative Code; and

14 (C) Any daily use fees charged by the Film Commission, pursuant to Section 57.5 of the
15 Administrative Code, to engage in film production in the City.

16 (c) **Rebate Program.**

17 (1) Allowance of Rebate. A qualified low-budget film production or qualified film
18 production that pays qualified production costs shall be entitled to a rebate, to be calculated as
19 provided herein.

20 (2) Amount of Rebate. The City shall pay, from the general fund, one dollar for each dollar
21 the qualified low budget film production or qualified film production paid in qualified production costs.

22 (3) Implementation. After holding a public hearing, the Controller shall promulgate rules
23 and regulations to establish the procedures for implementation of the Film Rebate Program. Such
24 rules shall include provisions describing the application process, the standards used to evaluate the
25

1 applications, the documentation that will be required to substantiate the amount of the rebate, the
2 appeal process, and any such other provisions as deemed necessary and appropriate to carry out the
3 Film Rebate Program.

4 (d) **Annual Report.** The Controller shall report annually to the Board of Supervisors on the
5 implementation of the Film Rebate Program. The report shall include a list of each qualified film
6 production, the total of qualified production costs submitted and paid to each film production, and a
7 recommended budget allocation for the Film Rebate Program for the following fiscal year.

8
9 APPROVED AS TO FORM:
10 DENNIS J. HERRERA, City Attorney

11 By: _____
12 Amy S. Ackerman
13 Deputy City Attorney

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SAN FRANCISCO FILM COMMISSION

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MINUTES OF THE JANUARY 30, 2006 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

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CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:01pm.

ROLL CALL

Commissioners Present:

Peter Bratt
Don Canady
Joan Chen
Greg Chew
Jim McCullough
Robert Morales
Jim Morris
Lorrae Rominger
Laurie Rowley
Marlene Sharon Saritzky

Commissioners Absent:

Maurice Kanbar

Before beginning the scheduled meeting President Morris thanked Commissioner Canady for his year of service as President on behalf of both the Film Commission and the Mayor. President Morris then introduced Robert Ortega from the Mayor's Office of Neighborhood Services. Mr. Ortega told the Commission that Mayor Newsom had asked him to attend to thank Commissioner Canady for his 6 years of service on the Film Commission and 1 year of service as President. He then presented Commissioner Canady with a proclamation declaring January 30, 2006 Don Canady Day in San Francisco.

APPROVAL OF THE MINUTES FROM THE DECEMBER 19, 2005 SPECIAL MEETING (ACTION ITEM)

Commissioner Morales made a motion to approve the minutes of the December 19, 2005 Commission special meeting. Commissioner McCullough seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris asked Vice President Rominger to spearhead the scheduling of the department head meeting requested by the Commission in the July meeting.

President Morris then tasked Commissioner Saritzky with the job of researching the best ways for the Film Commission to reach out to production companies in Los Angeles in order to continue the increase in local filming. He has asked her to report her findings to the Commission when finished.

Commissioner Canady asked if President Morris had just formed two committees. President Morris replied that he had simply tasked individual commissioners to do research and report back to the Commission and had not set up committees.

Commissioner Chew expressed his excitement at the possibility of greater outreach to Los Angeles.

Commissioner McCullough asked if Commissioner Saritzky's task of reaching out to production companies in Los Angeles would tie into the Film Summit. President Morris replied that it seemed like an unrelated item, and that the Mayor's Film Summit is a separate formal event.

Public Comment was taken.

MAYOR'S FILM SUMMIT COMMITTEE REPORT (DISCUSSION ONLY)

Commissioner McCullough informed the Commission that the first Committee Meeting would be immediately following the Commission Meeting in City Hall, Room 34. McCullough told the Commission that he envisions the summit as a way to attract more filming to the City and County in the future by working with those in San Francisco that would be directly affected by an increase in filming.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Stefanie Coyote reported that in January 2006, 25 projects were filed generating 40 shoot days; this compared to January 2005 where 30 projects were filed for 57 shoot days. The major projects filmed over the past month included Quantas Airlines, American Express, Coca Cola, American Idol, Monster Garage, and the title sequence for NBC-11 News.

Executive Director Stefanie Coyote wished the Commission a Happy New Year and detailed the event held by Chris Nunes at Sundance. She informed the Commission of her interviews with both Variety and Extra.

Coyote then informed the Commission of the SF360 event, co-hosted by Graham Leggett and the San Francisco Film Society.

Other events the Executive Director informed the Commission on were: the incentive legislation proposed by Supervisor Alioto-Pier, the pairing of the economic impact study commissioned by the Film Office with the City Wide Economic Development Plan called for by Proposition I, the work she has done with the Mayor's Digital Media Advisory Committee and the possibility of uniting their proposed conference in October with the Mayor's Film Summit, and the possibilities of working more closely with the Convention and Visitors Bureau in the furthering of our marketing strategy.

Commissioner Canady thanked Chris Nunes for all of his work in promoting the film industry and Film Office at his event in Sundance.

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Public Comment was taken.

DISCUSSION AND POSSIBLE ACTION TO RECOMMEND THAT THE BOARD OF SUPERVISORS APPROVE THE PROPOSED LEGISLATION CREATING THE FILM REBATE PROGRAM (ACTION ITEM)

Legislative Aide to Supervisor Alioto-Pier, Rob Black made a presentation to the Commission on the proposed Film Rebate Program. Mr. Black explained that the legislation was created after study of the best practices report provided for the City Operations and Neighborhood Services Committee and the needs expressed to the Supervisor from industry and City officials interested in revitalizing filming in the City and County.

Rob Black explained the economics behind the legislation by showing that the filming of two feature films brings the equivalent of one thousand full-time jobs and \$100 million of economic activity. He also cited incentive programs in fourteen other states necessitating the creation of an incentive in San Francisco to prevent further runaway production.

Commissioner Rominger asked what process the legislation now goes through. Rob Black explained that the legislation must sit for thirty days and will then be put on the agenda of the Budget and Finance Committee (Daly, Dufty & Peskin). After passing the Committee the legislation would go before the entire board for two readings. Once passing this step it would go to the Mayor for his signature. Mr. Black also told the Commission that the primary time for public comment is during the Budget and Finance Committee Hearing.

Rob Black was asked what multiplier was being used with the proposed budgets from filming projects. He explained that the Supervisor's office would use a number of multipliers, including the most conservative multiplier of 1.99 from the US Department of Commerce to a more realistic multiplier of 2.5 used by the California Film Commission.

Commissioner Chew asked how this compares to the state wide incentives proposed in AB 777 by the California Film Commission. Mr. Black explained that the legislation would compliment that proposed on the State level. He acknowledged that the City and County would be the first government entity in the state to rebate film production. Mr. Black told the Commission that while AB 777 did not pass out of committee in the last session of the California Legislature it has been placed on Mayor Newsom's Legislative Agenda and the Board of Supervisors has officially supported the legislation should AB 777 be reintroduced in the next legislative session.

Public Comment was taken.

Sean House, of IATSE, asked Mr. Black if there was a time limit for the refund and who would administer the refund, as the Film Office is already overburdened. Rob Black explained that the legislation authorizes the Controller's Office to work out the details of how any rebates would be administered.

Karen Lipney, of SAG and AFTRA, thanked both Rob Black and the Commission for the legislation and asked about the possibility of including diversity clauses in the incentives as they have been able to in their collective bargaining agreements.

Commissioner McCullough moved that the Commission formally support the Film Rebate Legislation as currently proposed. Commissioner Morales seconded the motion. Public Comment was taken.

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A Roll Call Vote was taken:

Commissioner Bratt – Abstain

Commissioner Canady – Yes

Commissioner Chen – Yes

Commissioner Chew – Yes

Commissioner McCullough – Yes

Commissioner Morales – Yes

Commissioner Morris – Yes

Commissioner Rominger – Yes

Commissioner Rowley – Yes

Commissioner Saritzky – Yes

The motion passed unanimously with one abstention.

STRATEGIC PLAN (DISCUSSION ONLY)

The strategic plan has been continued to a future meeting.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Mr. Buback, a San Francisco State University Student, asked if there were any Hollywood films scheduled to come to San Francisco. Executive Director Coyote replied that no films were currently scheduled to come to San Francisco.

ADJOURNMENT (ACTION ITEM)

Commissioner Canady made a motion that the meeting be adjourned; Commissioner Chew seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 3:19pm.



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MINUTES OF THE JANUARY 30, 2006 MEETING

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Public Comment was taken.

Sean House, of IATSE, asked Mr. Black if there was a time limit for the refund and who would administer the refund, as the Film Office is already overburdened. Rob Black explained that the legislation authorizes the Controller's Office to work out the details of how any rebates would be administered.

Karen Lipney, of SAG and AFTRA, thanked both Rob Black and the Commission for the legislation and asked about the possibility of including diversity clauses in the incentives as they have been able to in their collective bargaining agreements.

Commissioner McCullough moved that the Commission formally support the Film Rebate Legislation as currently proposed. Commissioner Morales seconded the motion. Public Comment was taken.

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A Roll Call Vote was taken:

Commissioner Bratt – Abstain

Commissioner Canady – Yes

Commissioner Chen – Yes

Commissioner Chew – Yes

Commissioner McCullough – Yes

Commissioner Morales – Yes

Commissioner Morris – Yes

Commissioner Rominger – Yes

Commissioner Rowley – Yes

Commissioner Saritzky – Yes

The motion passed unanimously with one abstention.

STRATEGIC PLAN (DISCUSSION ONLY)

The strategic plan has been continued to a future meeting.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Mr. Buback, a San Francisco State University Student, asked if there were any Hollywood films scheduled to come to San Francisco. Executive Director Coyote replied that no films were currently scheduled to come to San Francisco.

ADJOURNMENT (ACTION ITEM)

Commissioner Canady made a motion that the meeting be adjourned; Commissioner Chew seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 3:19pm.



SAN FRANCISCO FILM COMMISSION

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SAN FRANCISCO FILM COMMISSION FILM SUMMIT COMMITTEE SPECIAL MEETING

DATE: Monday, January 30, 2006
TIME: 3:30 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 034
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **DISCUSSION AND POSSIBLE ACTION TO RECOMMEND TO THE COMMISSION A PROPOSAL FOR THE MAYOR'S FILM SUMMIT** **Discussion/Action**
3. **GENERAL PUBLIC COMMENT** **Discussion**
4. **ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

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FEB 22 2006

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SAN FRANCISCO FILM COMMISSION SPECIAL MEETING

DATE: Monday, February 27, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the January 30, 2006 Commission Special Meeting.
3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
4. **FILM SYMPOSIUM PROPOSAL** **Discussion/Action**
Presentation by Jim McCullough, Chair Film Summit Committee.
Discussion and possible action to approve Film Symposium Proposal.
5. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity, production work and to make announcements.
6. **FILM CLUSTER DEVELOPMENT STRATEGY** **Discussion/Action**
Discussion and possible action to approve the Mayor's proposed Work Plan and Film Cluster Development Strategy.
7. **GENERAL PUBLIC COMMENT** **Discussion**
8. **ADJOURNMENT** **Action**
(Requires motion and public comment)
NOTE: Public comment will be taken on each item of the agenda.

FILM SYMPOSIUM / DMAC CONFERENCE

Bart Cheever (Event Coordinator)

Bart Cheever is Executive Director of the Digital Media Advisory Council's Conferences. His job is to oversee all aspects of the San Francisco Film Symposium and DMAC's Conferences with the goal of promoting San Francisco as a world capital of digital media and highlighting the enduring presence of San Francisco as a destination for location filming.

Cheever founded both Low Res and DFILM, two highly popular and influential traveling film festivals showcasing digital media. DFILM produced two 30 city worldwide tours in '97-'98 and '99-2000. Part of the company was later purchased by Disney.

Cheever has organized conferences and panels at dozens of film festivals and film centers all over the world including the Cannes Film Festival (Cheever was invited to organize the first ever digital film showcase there in 1999), Int'l Film Festival Rotterdam, the ZKM Museum in Karlsruhe, Germany, the Danish Film Institute and an event in Ghent, Belgium in association with the Flanders International Film Festival which was broadcast via satellite for digital projection in 5 major European cities. He's also organized events at universities including MIT, Stanford, SVA and RISD.

In 1994, just a few months after Netscape was formed, Cheever created one of the first websites that let users watch movies over the internet. He was chosen by Wired magazine as one of "10 people reinventing entertainment". He's produced commercials, television and online projects for clients including MTV Europe, VH1, Sony, IBM, General Motors, Old Navy, Hyundai, Yahoo!, Snapple, Calvin Klein/Unilever and the Sierra Club.

How will the Film Commission be presented at this event?

The San Francisco Film Commission will be presented as a full partner – ie logo presented at a size equal to other partner organizations (SF Film Society and BAVC) in all printed materials, marketing, press etc. There will also be a one page letter on behalf of the Film Commission by Executive Director Stefanie Coyote in the program guide welcoming attendees to San Francisco.

The Film Commission will be fully branded as presenter of several events within the conference. These events would be organized as a semi-autonomous thread within the overall DMAC event (ie "The Film Production Symposium" – other threads will include "Youth Media" and studio tours of SF Digital Media businesses including Studios creating animated films). The thread would include 2-3 panels (breakout on Page 3), a presentation of the Economic Analysis of the Film Production Cluster in San Francisco by EPS Consultants, and some type of social networking party organized by the Commission for its members and guests, as the finale to the Event and most-likely in City Hall.

What factors make it important to unite the Film Production Event within the DMAC Conference?

- Film Production drives a critical sector of Digital Media in SF.
- As these new forms of media become more and more popular, San Francisco will become increasingly important in the global media marketplace. Presenting a unified message to the world is essential.
- Hollywood is going Digital. This is an opportunity for SF's film community to lead the way.

What are the advantages?

- Plug and play solution – By participating as a high level component with DMAC's event, the Film Commission will be able to attain a substantial amount of visibility at a highly prominent event very easily.
- This will be a major event for the City of San Francisco. Given the Film Commission's important role in the City, it MUST be included.
- Trial Event – This is an excellent way for the Film Commission to test the waters for a standalone Film Summit sometime in the future.

Production Summit

Sample Panel Breakouts

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1. Film Production in the Digital Age

How is film production switching to digital and how are Bay Area filmmakers leading the way? A discussion by Bay Area DP's and Directors, relating advice and anecdotes culled from real life experience shooting digital.

Panelists could be anyone and would be chosen in close consultation with the Film Commission – potential panelists could include:

Svetlana Cvetko, Director/DP.

A Bay Area independent filmmaker (Sundance '02 and '05) and commercial DP (clients include Nike, Converse, Sutter Home etc)

Mark Decena, Director.

San Francisco based director of the film DOPAMINE.

Rob Nillson, Director

SF based digital film innovator, directed NEED, SECURITY, ATTITUDE and CHALK

2. Dude, Where's My Job? Changing Trends in Film Production and the Industry at Large

A look at important trends affecting production and the industry as a whole – the movement of location filming to areas offering incentives, the increasing focus on the bottom line, studio vs independent production, shortened turn around times from green light to release, etc ...

Jeff Skoll, Participant Productions

Stefanie Coyote, San Francisco Film Commissioner

Peter Bart, Variety

Eugene Hernandez, Indiewire

3. Cross Cultural Filmmakers Panel

This panel will highlight San Francisco as a crossroads of the world's cultures. Discussion will hit on challenges involving creating and distributing films that deal with multicultural issues.

Spike Lee, Director "Sucker Free City"

SFC revolves around the conflicts among white, black, Latino and Asian street gangs in San Francisco and was broadcast on Showtime – subject matter is interesting, as is the trend towards feature film directors creating for television.

Hassan Zee, Director "Night of Henna"

"Night of Henna" is the first Pakistani/American film shot in San Francisco.

Benjamin Morgan “Quality of Life”

“Quality of Life” is the story of two Mission District graffiti artists.

Peter Bratt, Director “Follow Me Home”



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To: Film Commissioners
From: Mayor Gavin Newsom
Re: Film Symposium and Work Plan for Film Cluster Development Strategy
Date: February 17th, 2006

I am pleased to present you with proposals for a Film Symposium and a Film Cluster Development Strategy. Over the past several months, Stefanie Coyote has worked diligently to synthesize the many visions and voices interested in supporting the film industry in San Francisco. The attached represents an impressive agenda for the upcoming year.

The Film Symposium replaces the need for an independent Film Summit and furthers my desire to link film and digital media in San Francisco. The proposed research effort, spearheaded by ICF Consulting, will propose a strategic direction, and key catalytic actions, to advance the development of the film industry in San Francisco. I believe these proposals offer tremendous potential to both highlight and strengthen our local film industry.

I hope you will support these proposals and I look forward to working with you on these exciting initiatives.

San Francisco Film Cluster Development Strategy

Proposed Work Plan www.com.cn

Ted Egan/ICF Consulting and Leslie Parks

The proposed research effort will propose a strategic direction, and key catalytic actions, to advance the development of the film industry in San Francisco.

The logic of the effort will first involve understanding the size and economic impact of the industry in San Francisco. A deeper level of analysis will focus on the various segments of the film cluster in the City and the Bay Area, as well as the occupational strengths and needs of San Francisco in this industry. This will be followed by a competitiveness assessment, looking at the performance of San Francisco relative to key competitors, and the city's competitive advantages and disadvantages in the cluster segments in which it does, or could, compete.

At every stage of the project, interviews and focus groups with business, labor, and government stakeholders from across the cluster will be an important source of information and direction. The project be presented in October at the Film Symposium and DMAC Conference, that will convene stakeholders, as a group, to reflect on the research and chart a course forward for the cluster.

Task 1. Economic Impact on San Francisco

This first task will seek to quantify the economic impacts of the film cluster on the San Francisco and regional economies, in two ways. First, we will examine its total size in output, employment, and wages. Secondly, we will examine its secondary impacts, via its multiplier effects on supporting industries, and the spending generated by its employees.

Timeline: To be completed by May 1, 2006.

Task 2. Cluster Definition and Analysis

This task will focus on the distinct yet interdependent elements of the broader film cluster in the City and surrounding region. These elements include *segments of the film industry*: (e.g. feature, broadcast/cable television, documentary, etc.), *places along the value chain* (development, production, post-production), *supplier industries* (caterers, costumers, production crews, equipment rental, transportation services, etc.), and *complementary industries* (theater, music, digital media).

In addition, this task will identify critical occupations for the film cluster, and review important industry dynamics and critical trends, e.g. video-on-demand, internet challenges to old media business models, etc.

Timeline: To be completed by June 1, 2006.

Task 3. Competitive Performance of the Film Cluster in San Francisco

This task will chart cluster trends in San Francisco over time, by segment where possible. It will also track growth patterns in the broader region, and directly compare San Francisco's employment trends relative to those in key competitors and nationally. This analysis will establish San Francisco's performance relative to the competition, highlighting dominant and emerging clusters from which best practices in cluster development may be learned.

Timeline: To be completed by July 1, 2006.

Task 4. San Francisco's Competitive Advantages and Disadvantages

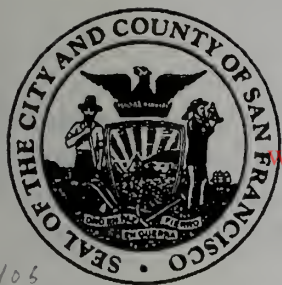
This task will review aspects of the city's business climate that impact the film industry, including the availability and cost of key human resources, overall costs of business, the availability of infrastructure, financing capacity, and technological capacity. Understanding these patterns of competitive advantage and disadvantage will lead to priority actions and strategic directions for the cluster.

Timeline: To be completed by September 1, 2006.

Task 5. Developing a Policy Agenda for Film Cluster Development in San Francisco

The research will be formulated into a strategic policy agenda for the film cluster in San Francisco, through close collaboration with stakeholders in the industry. The strategy will be presented and discussed during the event in October.

Timeline: To be completed by October 1, 2006.



SAN FRANCISCO FILM COMMISSION

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MINUTES OF THE FEBRUARY 27, 2006 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

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CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:04pm.

ROLL CALL

Commissioners Present:

Peter Bratt
Don Canady
Joan Chen
Maurice Kanbar
Jim McCullough
Jim Morris
Lorrae Rominger
Marlene Sharon Saritzky

Commissioners Absent:

Greg Chew
Robert Morales

APPROVAL OF THE MINUTES FROM THE DECEMBER 19, 2005 SPECIAL MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the January 30, 2005 Commission meeting. Commissioner Canady seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

Before beginning his report President Morris asked Executive Director Coyote to speak. Ms. Coyote read a proclamation from the Mayor thanking Deputy City Attorney Ackerman for her service and declaring February 27, 2006 Amy Ackerman Day. Ms. Ackerman thanked the Commission and introduced the Deputy City Attorney now assigned to the Film Commission: Mariam Morley.

President Morris informed the public that Commissioner Rowley resigned from the Commission on February 7, 2006. He then thanked her for her service on behalf of the Commission and the Mayor. Mr. Morris informed the commission that the Mayor is in the process of reviewing applications and will be announcing a replacement soon.

President Morris told the Commission about a recent trip to Los Angeles during which he met with an Executive and a ~~Producer from Disney~~ to discuss filming in San Francisco. He was encouraged to learn that both had heard great things about San Francisco from Lata Ryan who was involved in the filming of "Rent." This was an indication that the word in Los Angeles is that San Francisco is now "open for business."

Public Comment was taken.

FILM SYMPOSIUM PROPOSAL (DISCUSSION/ACTION ITEM)

Commissioner McCullough informed the Commission that the first Committee Meeting was held on January 30, 2006. At this meeting the Film Summit Committee discussed the scope, timing, venue, and public outreach for a possible Film Summit. He then informed the Commission that Mayor Newsom had suggested a Film Symposium as a replacement for an independent Film Summit. The Committee welcomed this suggestion and in their meeting February 27, 2006 voted to suspend the Film Summit and in its place have the Film Commission participate as an equal partner in the Film Symposium.

Commissioner McCullough made a motion that the Commission postpone plans for an independent summit and participate as an equal partner in the Film Symposium. Commissioner Canady seconded the motion. Public Comment was taken. The motion passed unanimously.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Stefanie Coyote informed the Commission of some of the projects that had been filmed over the past month. These included: "Trading Spouses," "Single Minded," "American Inventor," a Ping Golf Clubs commercial, a Sears commercial, a print shoot for Merrill Lynch, and an independent feature "Platonically." Ms. Coyote also informed the Commission that the series Top Chef, which was filmed in San Francisco in the fall, would begin airing on March 8, 2006.

Executive Director Coyote then explained that the Film Office had been very busy over the past month expediting a series of projects. These included: working out the details of the Film Cluster Development and Symposium proposals, collecting numbers to create a compelling story with the help of Supervisor Alioto-Pier's Office for the proposed incentive legislation, and continued work on marketing campaign development.

Finally, Executive Director Coyote informed the public of calls for entry for a series of film festivals.

Public Comment was taken.

Sean House, IATSE, asked for details of the Mayor's scheduled press conference on February 28, 2006. He was informed that the press conference would detail the increased filming that has taken place over the past year and the proposals being discussed at the current Film Commission Meeting.

FILM CLUSTER DEVELOPMENT STRATEGY (DISCUSSION/ACTION)

Executive Director Coyote explained that after the mandate of Proposition I requiring the City and County of San Francisco to develop an overall economic plan, the Mayor's Office of Economic and Workforce Development contracted ICF Consulting to complete this plan.

Upon learning the details of the plan sought by the Film Commission MOEWD suggested that ICF include a

specific study of the Film Industry in the overall economic plan for the City. This plan would dovetail not only into the City's future economic plan but also into the Film Symposium.

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ICF Consulting would be asked to complete the five tasks outlined in the San Francisco Film Cluster Development Strategy.

President Morris read a memo from the Mayor supporting this proposal and urging the Commission to do the same.

Public Comment was taken.

David Fine, SAG, expressed his desire to ensure that ICF Consulting does not create a plan focusing solely on postproduction. The Commission agrees.

David Hakim, DGA, expressed excitement for the Film Symposium and offered the support of the Directors Guild of America.

Sean House, Bay Area Film Alliance, offered support on both the Film Symposium and Film Cluster Development Strategy.

Commissioner McCullough made a motion to approve the Mayor's proposed Work Plan and Film Cluster Development Strategy. Commissioner Canady seconded the motion. Public Comment was taken. The motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Commissioner Canady acknowledged Chris Nunes for the work he did to promote San Francisco as a filming destination by hosting an event at the Sundance Film Festival.

ADJOURNMENT (ACTION ITEM)

Commissioner Canady made a motion that the meeting be adjourned; Commissioner McCullough seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 2:45 pm.

San Francisco Film Office Budget 2006-2007

PROPOSED

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REVENUE

Permit Fees Collected (projected)	\$85,000
Hotel Tax	\$450,000
Total Revenue	\$535,000

EXPENDITURES

Salaries	\$325,000
Promotions	
Advertising Placements	\$15,500
Film Conference	\$50,000
Trade shows	\$10,000
LA sales calls/SF Tours	\$15,000
Film SF Reel	\$ 7,500
Events/ Film Sponsorships	\$25,000
Film Festival Attendance	\$ 8,000
Subtotal	\$131,000
Film Office Expenses	
Subscriptions and Dues	\$ 7,500
Office Expenses	\$25,000
(stationary, bus cards, equipment, software, supplies, etc)	
Resource Guides and Marketing Brochure Updates	\$5,000
Digital Photo Library Maintenance	\$8,000
Film Location Photo Library	\$15,000
Film Permit Database	\$18,500
Subtotal	\$79,000
TOTAL EXPENSES	\$535,000



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ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Kristin Treiber (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web-site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Adele Destro, Acting Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-5784; e-mail sotf@sfgoc.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Government Conduct Code § 2.100 – 2.160] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness Avenue, Suite 3900, San Francisco, CA 94102; telephone (415) 581-2300; fax (415) 581-2317; web-site www.sfgov.org/ethics.

In order to assist the City's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City accommodate these individuals.

The ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing or use of a cell phone, pager or similar sound-producing electronic devices.

San Francisco Film Commission Contact: Kristin Treiber, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org



SAN FRANCISCO FILM COMMISSION

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SAN FRANCISCO FILM COMMISSION MEETING

NOTICE OF CANCELLATION

The March 27, 2006 Commission Meeting has been cancelled.

Please note that there is a hearing on proposed Film Incentive Legislation in front of the Government Audit and Oversight Committee scheduled for March 27, 2006 at 1pm in the Legislative Chamber (City Hall, Room 250).

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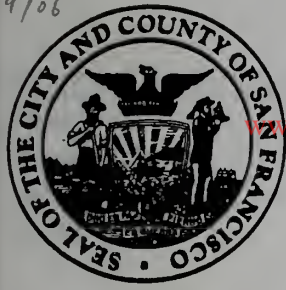
SAN FRANCISCO FILM COMMISSION MEETING

DATE: Monday April 24, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES**
Presentation of and possible action to approve the minutes of the February 27, 2006 Commission meeting. **Action**
3. **PRESIDENT'S REPORT**
By Commission President Jim Morris. **Discussion**
4. **STAFF REPORT**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity, production work and to make announcements. **Discussion**
5. **BUDGET 2006/2007**
Discussion and possible action to approve the proposed 2006/2007 budget. **Discussion/Action**
6. **REPORT ON INDEPENDENT MEDIA PIPELINE SURVEY**
By Commissioner Peter Bratt. **Discussion**
7. **GENERAL PUBLIC COMMENT** **Discussion**
8. **ADJOURNMENT**
(Requires motion and public comment) **Action**

NOTE: Public comment will be taken on each item of the agenda.

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SAN FRANCISCO FILM COMMISSION

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MINUTES OF THE APRIL 24, 2006 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

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CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:01pm.

ROLL CALL

Commissioners Present:

- Melanie Blum
- Peter Bratt
- Don Canady
- Greg Chew
- Maurice Kanbar
- Jim McCullough
- Robert Morales
- Jim Morris
- Marlene Sharon Saritzky

Commissioners Absent:

- Joan Chen
- Lorrae Rominger

APPROVAL OF THE MINUTES FROM THE FEBRUARY 27, 2006 SPECIAL MEETING (ACTION ITEM)

Commissioner Canady made a motion to approve the minutes of the February 27, 2006 Commission meeting. Commissioner McCullough seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris welcomed Melanie Blum to the Film Commission. He described her vast qualifications in both film and politics including her work for Senator Burton and her creation of Blum Inc, a national sales and marketing company that focuses on the development of licensed products and marketing strategies for the film and entertainment industries.

Public Comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director ~~Stefanie Coyote~~ informed the Commission of some of the projects that had been filmed over the past month. These included: "August Rush," "Cheeze-its," "Jeopardy Clue Crew," "NBC's Today Show," and a commercial for "Fruit of the Loom." Ms. Coyote also informed the Commission that there were 85 shoot days for 50 projects.

Executive Director Coyote reiterated President Morris' welcome of Commissioner Blum to the Film Commission.

She then informed the Commissioners that Mayor Newsom had signed the film incentive legislation, passed by the Board of Supervisors, and that the legislation would take effect in 30 days. She announced that the incentive program would be titled "Scene in San Francisco" and that Steve Miller at IdeaSource had designed a beautiful logo for the program, which is also being used as an ad for the San Francisco International Film Festival. Ms. Coyote went on to thank everyone who worked so hard to get the legislation passed including Supervisor Alioto-Pier, Rob Black, Robert Morales, Van Beene, and FX Crowley.

Finally, Executive Director Coyote highlighted the Film Office's work on the Film Symposium, the trip to the AFCI Locations Tradeshow, and her outreach to the RHNA at their bi-annual meeting.

President Morris asked for details about the incentive legislation. Ms. Coyote replied that there was a 3 year sunset clause, \$1.8 million of total funding, and a per production cap based on the productions contribution to the general fund.

Public Comment was taken.

BUDGET 2006/2007 (DISCUSSION/ACTION)

Executive Director Coyote submitted a budget to the Commission for approval.

Commissioner Canady asked for clarification of the Events/Film Sponsorship line noting that the Commission had ended its granting mechanism. Ms Coyote explained that this would cover ads taken out in festival programs etc. She then reminded the Commission that we are not required to stick to any specific line in this budget but that this is her vision as to how the allotted funds will be allocated.

Commissioner Canady then asked about Film Festival Attendance. Executive Director Coyote explained that this would cover staff travel to film festivals similar to her trip to Sundance to attend the two San Francisco film centric events. She also remarked that in her experience these trips are more beneficial in respect to networking than tradeshows.

Public Comment was taken.

Hugh Sangs, director, commented that he believed that some of the budget should be directed to better outreach to the Chinatown community. Commissioner Canady asked if the Film Office is responsible for such costs. Executive Director Coyote explained that it is the Film Office's responsibility to require outreach but that the outreach is ultimately the responsibility of the film production.

Commissioner Morales made a motion to approve the proposed 2006/2007 Film Office Budget. Commissioner

McCullough seconded the motion. Public Comment was taken. The motion passed unanimously.

REPORT ON INDEPENDENT MEDIA PIPELINE SURVEY (DISCUSSION)

Commissioner Bratt reported on the April 7th meeting he attended. The long-term goal of the group is to cut the time between the research and development of small budget projects and their final distribution. The group will increase communication about pipeline projects through a list serve or quarterly meetings. Commissioner Bratt expressed that there is particular excitement from those that fund such low budget projects.

Public Comment was taken.

Kathleen Privus, member of Channel 29, asked how she could tap into this program and expressed her dismay at the lack of open communication with disenfranchised communities. Commissioner Bratt responded that this group is particularly directed at working with these communities already.

Bubak, SFSU student, inquired if any Hollywood movies are expected to film in San Francisco.

GENERAL PUBLIC COMMENT (DISCUSSION)

President Morris explained to the Commission that as a whole location production starts are down so the lack of Hollywood projects committed to San Francisco at this point is not alarming. He also discussed his efforts to have Mayor Newsom host a meeting with studio heads in Los Angeles.

Commissioner Chew asked if we knew the release dates for either Chronicles or Pursuit of Happyness. Executive Director Coyote responded that while she did not know the planned release date for Chronicles, Pursuit of Happyness was currently scheduled for a Thanksgiving 2006 release.

Sue Russell, Alameda Film Commission, announced the formation of an Alameda Film Commission and expressed their desires to work with the San Francisco Film Commission and "combine our assets."

David Hakim informed the Commission that the scheduled release date for X3 is May 25, 2006. He also spoke of a rumored 2007 shutdown due to residual demands and expressed his belief that San Francisco should work to take advantage of Hollywood stockpiling that is bound to take place.

Jim Baldwin, location manager, commended Commissioner Bratt on his outreach to the independent film community, welcomed Commissioner Blum, expressed excitement for President Morris' efforts to arrange a meeting hosted by the Mayor in Los Angeles, and thanked Commissioner Morales and Executive Director Coyote for all of their hard work on the incentive legislation.

ADJOURNMENT (ACTION ITEM)

Commissioner Canady made a motion that the meeting be adjourned; Commissioner McCullough seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 2:43 pm.



SAN FRANCISCO FILM COMMISSION

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SAN FRANCISCO FILM COMMISSION MEETING

NOTICE OF CANCELLATION

The May 22, 2006 Commission meeting has been CANCELLED.

The next regular meeting is scheduled for:

Date: June 26, 2006
Time: 2:00 pm
Place: City Hall, Room 416

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SAN FRANCISCO FILM COMMISSION MEETING

DATE: Monday June 26, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

- | | |
|--|-------------------|
| 1. CALL TO ORDER / ROLL CALL | |
| 2. APPROVAL OF THE MINUTES | Action |
| Presentation of and possible action to approve the minutes of the April 24, 2006 Commission meeting. | |
| 3. PRESIDENT'S REPORT | Discussion |
| By Commission President Jim Morris. | |
| 4. STAFF REPORT | Discussion |
| By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements. | |
| 5. REPORT ON MAYOR'S STUDIO REPRESENTATIVES LUNCHEON IN L.A. | Discussion |
| By Vice President Rominger. | |
| 6. LEGISLATION ADMINISTRATIVE PROCESS | Discussion |
| By Executive Director Stefanie Coyote.
Update on creating application process and drafting other regulation for Rebate Program. | |
| 7. GENERAL PUBLIC COMMENT | Discussion |
| 8. ADJOURNMENT | Action |
| (Requires motion and public comment) | |

NOTE: Public comment will be taken on each item of the agenda.



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ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Kristin Treiber (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web-site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Adele Destro, Acting Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-5784; e-mail sotf@sfgoc.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Government Conduct Code § 2.100 – 2.160] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness Avenue, Suite 3900, San Francisco, CA 94102; telephone (415) 581-2300; fax (415) 581-2317; web-site www.sfgov.org/ethics.

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San Francisco Film Commission
1 Dr. Carlton B. Goodlett Place, Room 473
San Francisco, CA 94102
www.libtool.com.cn

SF Public Library/Main Branch
Government Information Center
ATTN: Therese Cason
100 Larkin St
San Francisco, CA 94102



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SAN FRANCISCO FILM COMMISSION MEETING

NOTICE OF CANCELLATION

The July 24, 2006 Commission meeting has been CANCELLED.

The next regular meeting is scheduled for:

Date: September 25, 2006

Time: 2:00 pm

Place: City Hall, Room 416

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San Francisco Film Commission
1 Dr. Carlton B. Goodlett Place, Room 473
San Francisco, CA 94102

SF Public Library/Main Branch
Government Information Center
ATTN: Therese Cason
100 Larkin St
San Francisco, CA 94102



SAN FRANCISCO FILM COMMISSION

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SAN FRANCISCO FILM COMMISSION MEETING

DATE: September 25, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. CALL TO ORDER / ROLL CALL

2. APPROVAL OF THE MINUTES

Action

Presentation of and possible action to approve the minutes of the June 26, 2006 Commission meeting.

***A draft of the minutes is available for inspection on the website and in the Film Office

3. PRESIDENT'S REPORT

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Discussion

By Commission President Jim Morris.

4. Soundstage Committee Report

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Discussion

By Commission Vice President Lorrae Rominger.

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5. STAFF REPORT

Discussion

By Executive Director Stefanie Coyote.

This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.

6. Application and Guidelines for Film Production Rebates

Action

Presentation of and possible action to approve the application and guidelines for film production rebate program.

***The proposed application is available for inspection on the website and in the Film Office

7. GENERAL PUBLIC COMMENT

Discussion

8. ADJOURNMENT

Action

(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.



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San Francisco Film Commission Contact: Kristin Treiber, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org

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SAN FRANCISCO FILM COMMISSION



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MINUTES OF THE SEPTEMBER 25, 2006 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:
Melanie Blum
Peter Bratt
Greg Chew
Jim McCullough
Jim Morris
Lorrae Rominger

Commissioners Absent:

Don Canady
Joan Chen
Maurice Kanbar
Robert Morales
Marlene Sharon Saritzky

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APPROVAL OF THE MINUTES FROM THE JUNE 26, 2006 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the June 26, 2006 Commission meeting. Commissioner Chew seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris informed the Commission that the flow of work is on par with last year but that the composition is predominantly small travel shoots rather than those that generate revenue in labor. He noted that he and Executive Director Coyote have been discussing a follow up trip to Los Angeles focusing on those executives that did not attend the Mayor's meeting and those who have expressed interest in filming here. President Morris also expressed his excitement regarding the MOU entered into by Executive Director Coyote and the Port to provide parking and office space in conjunction with incentives to projects filming in San Francisco.

Commissioner McCullough asked how much space had been leased. Executive Director informed the Commission that it consisted of 4000 square feet of office space and 10,500 square feet of parking.

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Public Comment was taken.

SOUNDSTAGE COMMITTEE REPORT (DISCUSSION ONLY)

Vice President Rominger, in the absence of Chairperson Saritzky, told the Commission that the Committee met on August 16, 2006. She told the Commission that tasks had been assigned as follows:

- o Commissioner Blum and Vice President Rominger would research developers of already established soundstages
- o Commissioner Canady would research the specs of existing stages in comparably sized cities
- o Chairwoman Saritzky would meet with MOEWD/BRAC to explore funding options

Vice President Rominger then told the Commission that the Committee planned to have its next meeting some time before the end of the year.

President Morris reminded the Committee of the soundstage in San Rafael that has just been purchased by an independent company. He suggested that this facility be added to the list of facilities researched.

Commissioner Chew asked about the status of facilities on Treasure Island. Executive Director Coyote explained that in addition to the construction on the Bay Bridge and the noise constraints from this, Building 3 is still occupied by WYSIWIG while Building 2 is still occupied by Island Creative. Building 180 is the only facility available to filmmakers and is being leased to small projects.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Stefanie Coyote informed the Commission that July consisted of 36 projects constituting 54 days, August had 45 projects for 69 days and September had 31 projects for 78 days. The more well known projects that had filmed in San Francisco over this time included Little People, Big World, Nike Plus' still ad campaign, a Keith Urban music video shoot, 2 low budget features titled Harrison Montgomery and City on a Hill and the Untitled Farrelly Brothers Project.

Executive Director Coyote outlined other projects the Film Office had been working on since the June Meeting. These included:

- o Progress on marketing materials
- o Approval of a contract with Reel Scout for a digital photo library. They will be meeting with the Film Office in November to begin construction of the database.
- o The completion of our incentive application, pending approval from the Commission
- o An MOU between the Film Commission and SF Port to lease office and parking space to use in conjunction with incentives and to lease and recoup fees to productions not qualifying for rebates
- o The facilitation of 2 projects coming to San Francisco to shoot exteriors including an Untitled Farrelly Brothers Project with Dreamworks and Lionsgate's Rogue. With both of these shoots she reemphasized to the Commission the problems with films that solely shoot exteriors, as they leave our most pristine locations wary of excessive filming while underutilizing the rest of our City. Executive Director Coyote told the Commission that she sees no relief from this problem until incentive legislation is passed by the State
- o Informed the Commission of the official shelving of AB777 and her possible plans to travel to Los Angeles for meetings designed for its resurrection.

Public Comment was taken.

Dean Jones, Production Manager, informed the Commission that he had just returned from New Mexico where 9 features were filming at once. He believes this is due to their incentive programs and hopes California can get incentives passed.

APPLICATION AND GUIDELINES FOR FILM PRODUCTION REBATES (ACTION)

Executive Director Coyote told the Commission that the application was modeled after the California First application. Executive Director Coyote told the Commission that the Film Office had worked with Sandra Ardito, a production accountant, to develop this paperwork and that both the Controller and City Attorney approved the final document. She told the Commission that the final step in the implementation of the incentives was their approval.

Vice President Rominger asked about the existence of a per production cap. Executive Director Coyote explained that each production is capped at the total of taxes paid to the City and that the entire program was capped at 1.8 million dollars over the next 3 years.

President Morris commended the Film Office on the development of the application and recommended that the Commission pass it as is and hope that the program can be made better in the future.

Commissioner McCullough asked if the Board of Supervisors had approved the incentives on a trial basis. Executive Director Coyote explained that a yearly report was required to be submitted to the Board of Supervisors. Deputy City Attorney Morley also explained that the Board could choose to amend the program in order to end it early or extend it and that without any action the program would automatically sunset in three years.

Commissioner McCullough made a motion that the Commission approve the Application and Guidelines for Film Production Rebates. Commissioner Chew seconded the motion.

Public comment was taken.

A roll call vote was taken:

Commissioner Blum – Yes

Commissioner Bratt – Abstain

Commissioner Chew – Yes

Commissioner McCullough – Yes

President Morris – Yes

Vice President Rominger – Yes

The Application did not pass due to a lack of quorum.

President Morris decided to table the vote until the next meeting when a majority of votes could be achieved.

GENERAL PUBLIC COMMENT (DISCUSSION)

Max Crowley, Film and Stage Technicians of Greater Bay Area, thanked Executive Director Coyote and the Commission for their work over the past year. He informed the Commission of the work he had done in trying

to pass AB777. He also told the Commission of Local 16's decision to join IATSE for all negotiations except for fringes making our unions more competitive by deferring all contracts to the national office.

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ADJOURNMENT (ACTION ITEM)

Commissioner Bratt made a motion that the meeting be adjourned; Commissioner Chew seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 2:54 pm.



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SAN FRANCISCO FILM COMMISSION MEETING

DATE: Monday October 23, 2006
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

10-19-06A11:12 RCVD

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the September 25, 2006 Commission meeting.
3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
4. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
5. **APPLICATION AND GUIDELINES FOR FILM PRODUCTION REBATES** **Action**
Continued item. Action to approve the application and guidelines for film production rebate program.
6. **FILM FEES** **Discussion**
A discussion on current City and local jurisdiction film fees and changing mediums.
7. **GENERAL PUBLIC COMMENT** **Discussion**
8. **ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.



SAN FRANCISCO FILM COMMISSION

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MEMO

To: All Commissioners
From: Stefanie Coyote
Date: October 17, 2006
Re: Agenda Item 6 - October 23, 2006 Meeting

This memo is to provide clarification on the purpose of Agenda Item 6 for the October Commission Meeting. This item is to provide an opportunity to discuss film fees. Some of the topics to address are:

- Current City fees
- Current fees of local jurisdictions
- How fee structures are set up in other locations
- Application of fees to new broadcast mediums such as webcasting and podcasting.

We will be distributing a comparative list of filming fees in other jurisdictions at the Commission meeting for discussion purposes.



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SAN FRANCISCO FILM AND TELEVISION REBATE PROGRAM

San Francisco offers a refund on all City fees paid, San Francisco property tax and a portion of hotel and sales tax paid to the City during production of a Feature Film or Television program.

Requirements for refund:

- Budgets less than \$3 million must film 55% of principal photography in San Francisco. Budgets of \$3 million or more must film 65% of principal photography in San Francisco. The total dollar amount eligible for rebate for any single production may not exceed the total amount paid in taxes while filming and/or working in San Francisco. Productions must qualify for sound stages or other qualifying interiors* and within forty miles of squares within the City and County of San Francisco.
- Production companies must have a Business License from the City of San Francisco. www.sfgov.org/site/tre
- Productions must be produced in the City of San Francisco.
- Film shall be made available to the public if the production was filmed in the City of San Francisco during the term of the Business License.
- Productions shall have to pay a percentage of the film production company has incurred in the City and County of San Francisco.
- Script must have a MP rating of R or less.

What Qualifies & Excludes

Definition of Qualifying Productions:

Feature length film and television films, movie of the week, television pilot or episode of a television series.

"Film" means:

a single media or multimedia program, excluding advertising messages other than national or regional advertising messages intended for exhibition, that is fixed on film, digital medium, videotape, computer disc, laser disc or other similar delivery medium; can be viewed or reproduced; a production for which records are required under title 18 United States Code section 2257, to be maintained with respect to any performer in such production.

"Television film, pilot or episode" means:

a single media or multimedia program, excluding advertising messages other than national or regional advertising messages intended for exhibition, that is fixed on film, digital medium, videotape, computer disc, laser disc or other similar delivery medium; can be viewed or reproduced;

a production for which records are required under title 18 United States Code section 2257, to be maintained with respect to any performer in such production.

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“City fees paid” means:

fees paid to city departments for use of rental of City property, equipment, or employees, including police administrative costs, fees for police officers, traffic control officers, and rental of City buildings, facilities, or real property.

“Qualifying Interior” means:

any soundstage, stage space or reasonable facsimile such as a warehouse or space used specifically for cover or set building, not a practical location, located wholly in following counties Alameda, San Mateo and Marin, production exterior is excluded.

“49 square miles” means:

agencies and alternate jurisdiction contained within the 49 square miles of the City & County of San Francisco.

What Qualifies for the City Refund?

- Fees paid to city departments for use of rental of city property, equipment, or employees, including police administrative costs, fees for police officers, traffic control officers, and rental of City buildings, facilities, or real property.
- All daily use fees paid to San Francisco Film Commission.
- All payments made to the District Court of San Francisco.
- www.sfdca.org
- 42% of the San Francisco Film Commission fees paid to the City & County of San Francisco.
- 11% of the fees paid to the City & County of San Francisco.

What types of production are not eligible for the City Refund:

- The following types of production do NOT qualify for the Scene in San Francisco Film Rebate Program: documentary film, news or current affairs program, interview or talk program, instructional film or program, film or program consisting primarily of stock footage, sporting event or program, game show, award ceremony, film or program intended primarily for industrial, private or institutional end-users, fundraising film or program, commercials, music video, animated tv shows or films, pornographic or “reality” program; or a production for which records are required under Title 18 United States Code section 2257, to be maintained with respect to any performer in such production.

General instructions for completing the initial application form and accompanying documents.

BEFORE PRODUCTION:

Please note: The application process described below, the forms and their accompanying instructions are consistent with the San Francisco City and County Administrative Code section 57.8, rules governing the administration of the tax rebate. However, should anything in the form or instructions be inconsistent with the Administrative Code section 57.8, Administrative Code section 57.8 will

prevail. For a copy of the San Francisco Administrative Code, please [click here](#).

Initial Application: How to Apply

Productions applying for the Scene in San Francisco rebate program will first need to file an initial application, which consists of the following documents:



Each of the forms below is available for download as a PDF document and requires the free Acrobat Reader for viewing and completion.

FORM A – Initial Application for Scene in San Francisco Rebate and accompanying instructions. A copy of this application needs to be submitted to the San Francisco Film Commission office. [Click here](#) for the application and instructions.

Project Budget – The most current version of the project budget showing low-the-low expenses only. This is a mandatory part of the application process and must be submitted with the Initial Application in order for the application to be complete.

Project Script – Please submit the most current Initial Application and must have a PAA rating of R or less.

Sunshine Ordinance – To protect confidentiality, you may want to submit a letter along with the application requesting that your information remain confidential. See instructions for disclosure information.

These completed documents are submitted to the San Francisco Film Commission, which leads to conditional approval of the project for the San Francisco Scene in San Francisco Film Rebate program. Receipt of a certificate of completion does not guarantee availability of the credit, which is dependent on the final audit and the requirements of the credit.

When to apply:

Applications must be submitted at least (45) days prior to the start of principal photography and ongoing photography but not more than (60) days prior to the start of principal photography. Applications submitted less than (45) days prior to the scheduled start of principal photography, must be approved by the Executive Director. At the discretion of the Executive Director, a waiver is allowable for productions that are eligible and who have met the guidelines, but whose work was completed before the regulations were adopted.

Where to apply:

Please submit the completed FORM A, Project Budget and Script in hardcopy. Please submit to:

San Francisco Film Commission Office
City Hall, Room 473
San Francisco, CA 94102
(415) 554-6241 office (415) 554-6503 fax
www.sfgov.org/film

Next Steps: What happens after you submit the Initial Application?

1. **Interview** – You must call the San Francisco Film Commission office (415) 554-6241 to schedule an appointment to discuss the application. This meeting must be attended by a producer and either the line producer, unit production manager, production accountant or their designee, subject to approval of the San Francisco Film Office.
2. **Approval** – If the initial application is approved, the San Francisco Film Office shall issue a certificate of conditional eligibility to the authorized applicant. The San Francisco Film Office shall provide a copy of such certificate to the San Francisco Controller. If the initial application is disapproved, the SF Film Office shall provide the applicant with a notice of disapproval, which shall state the reasons therefore. The notice of disapproval shall be a rejection of the applicant's initial application. An authorized applicant may disagree with the disapproval or the amount of the credit may appeal pursuant to the process as set forth in the regulations of the San Francisco City Rebate Program. For a copy of the regulations please visit the website listed below. Receipt of a certificate of conditional eligibility does not guarantee availability of the rebate or amount of the rebate which is dependent on the final budget meeting the requirements of the program. Please note that actual receipt of the Scene in San Francisco Film Rebate is subject to the availability of funds for the program.
3. **Notification of Start of Principal and Supporting Photography** – If the initial Application is approved, the production must request to notify the San Francisco Film Office, in writing, on the date principal and supporting photography begins on the qualified film. At that time, the production is required to provide the San Francisco Film Office with:
- Written consent of each principal and supporting photography.
 - Certificate of Insurance for liability of production.
 - Production schedule.
 - Current "sit report" showing low-budget expenses only.
 - Qualified Budgeting Form (B Form) here with the form and instructions
 - Copy of Business License or Business License is pending please submit copy of Business License application for check approval.
 - Film Commission Agreement
 - Certificate of Insurance and Commercial and General Liability Endorsement from Insurance company.
 - Any additional documents as may be requested by San Francisco Film Office.
4. **Record Retention** – Each authorized and approved applicant must maintain records in paper or electronic form, of any qualified production costs used to calculate its potential or actual benefit under this program for a minimum of (3) three years from the date of filing. The San Francisco Film Office shall have the right to request such records upon reasonable notice.

AFTER PRODUCTION:

No more than (45) days after the completion of principal photography, the production must submit a completed Final Application, FORMS C, D and E along with supporting documents, including but not limited to a final budget, general ledger, crew list, production shooting schedule, daily production reports and any other documents required to accompany the Final Application. Applications received after (45) days and no later than one year, must be approved by the Executive Director upon submittal.

A complete final application consists of the following documents:

FORM C – Final Application for the Scene in San Francisco Rebate Program. A copy of this application needs to be submitted to the San Francisco Film Commission office. [Click here](#) for the application.

FORM D – Final Cost to Date Expenditures Form. This is a summary of all expenses incurred during production. [Click here](#) for the form and accompanying instructions.

FORM E – Reimbursement Form. This is a detail of actual expenses incurred during production. [Click here](#) for the form sample, form and accompanying instructions.

Required Attachments –

FORM C, FORM D and FORM E

Copy of San Francisco Payroll Tax Statement – copy

Copy of Business License

Final Budget - The final budget of the production is a mandatory part of this application. Please have prepared a presentation of the final budget. The budget must be submitted with the Final Application in order for the application to be complete.

General Ledger - General ledger or "bill of materials" to completed FORM D is a mandatory part of this application. Verification must be provided from the general ledger.

Complete Show Log - Show log of all production activities.

Production Shooting Schedule

Daily Production Reports

Sunshine Letter (Optional) - To protect confidentiality, you may submit a letter along with the application. Application information be withheld from disclosure.

Other documents may be requested by the San Francisco Film Office.

These complete documents are the Final Application which leads to approval of the project for the Scene in San Francisco Film rebate program. This application and its accompanying instructions are consistent with the San Francisco City and County Administrative Code section 57.8, rules governing the administration of the tax rebate. However, should anything in the form or instructions be inconsistent with the Administrative Code section 57.8, Administrative Code section 57.8 will prevail. For a copy of the San Francisco Administrative Code, please [click here](#).

When to apply:

Applications must be submitted within (45) days after the completion of principal photography. Applications submitted prior to the completion of principal photography or more than (45) days after the completion of principal photography will not be accepted. Applications received after (45) days and no later than a one year, must be approved by the Executive Director upon submittal.

Where to apply:

www.hbtool.com.cn

Please submit the completed FORMS C, D and E, the Final Budget in hardcopy, FORM D must also be submitted in electronic format as an Excel document on CD, DVD or floppy disk. The General Ledger and other attachments may be submitted in electronic formats as PDF or other approved file format. Please submit to:

San Francisco Film Commission Office
City Hall, Room 473
San Francisco, CA 94102
(415) 554-6241 office
(415) 554-6503 fax
www.sfgov.org/film

Next Steps: What happens after you submit your Final Application?

1. Approval – The San Francisco Film Commission will inform you via e-mail or U.S. Mail that the application, forms and supporting documents are complete. Upon verification, the Film Commission will issue the Scene in San Francisco rebate package to the City Controller for payment (within 90) days. A payment may occur if information required on reimbursement is missing or is unsupported. If the final application is disapproved, the San Francisco Film Office will provide the applicant with a notice of disapproval which shall state the reasons therefor. Such disapproval shall be a rejection of the application. Any applicant that disagrees with the disapproval or any part of the application may appeal to the process as set forth in the regulations of the San Francisco Film Rebate Program. For a complete copy of the regulations please visit the website listed below.
2. Record Retention – Each approved applicant must maintain records, in paper or electronic form, of any direct production costs used to calculate its potential or actual benefit(s) under the program for a minimum of (3) three years from the date of filing the final application. The San Francisco Film Office shall have the right to request such records upon reasonable notice.

Thank you for bringing your project to **San Francisco** and applying for the **Scene in San Francisco Film Rebate Program**. If you have any further questions, please contact us at:

San Francisco Film Commission Office
City Hall Room 473
San Francisco, CA
(415) 554-6241 office
(415) 554-6503 fax
www.sfgov.org/film



SAN FRANCISCO FILM AND TELEVISION REBATE PROGRAM

Scene in San Francisco FORM A - Initial Application

Please type or print clearly. If the appropriate response is "not applicable," please use "N/A."

FILM OR PROJECT TITLE:

Applicant: (the entity engaged in and controlling the production.
This is the entity that would receive the rebate)

Applicant EIN or SSN*:

*Please see instructions for Privacy Act Notification

Total Projected Budget:\$ _____ Expected Shoot Dates: _____

Total Projected Below-the-Line-Budget:\$ _____ (excluding post-production)

TYPE OF PROJECT (Check one only)

- Feature Film
- Television Pilot
- Television Film
- Television Episode

PRODUCTION COMPANY INFORMATION:

Permanent Business Address (not a P.O. Box):

Company Name: _____

Producer or Line Producer: _____

Production Accountant: _____

Address: _____

City, State, Country: _____ Zip _____

Phone: _____ Cell: _____

Fax: _____ Email: _____

San Francisco Production Office Address:

Principal Contact: _____

Title: _____

Address: _____ City: _____ Zip: _____

Phone: _____ Cell: _____

Fax: _____ Email: _____

Is the Film Office allowed to post the production office fax number on our web site?

Yes _____ No _____

TYPE OF ENTITY:

- C Corporation
- S Corporation
- LLC
- Partnership
- Estate or Trust
- Other (please describe _____)

Federal Tax I.D. (FEIN – 9 characters): _____

State in which incorporated or registered: _____

PRODUCTION SCHEDULE:

	Start	End
Prep Start/End Date		
Principal Photography Start/End Date		
Addtl Photography & Reshoots Start/End Date		
Post Production Start/End Date		
Projected Release		N/A

Number of shoot days in San Francisco: _____

Estimated San Francisco expenditures: \$ _____

SHOOTING DAYS

Stage days are days cameras roll for principal photography at a film production facility. Location days are days cameras roll for principal photography on any location that is not part of a film production facility.

- a. # stage days in San Francisco _____
- b. # stage days outside San Francisco _____
- c. **Total # stage days (a + b)** _____
- d. # location days in San Francisco _____
- e. # location days outside San Francisco _____
- f. **Total # location days (d + e)** _____

EMPLOYEE INFORMATION

San Francisco Employees	# Employees		Wages/Comp
--------------------------------	--------------------	--	-------------------

Above the Line Employees			
SF Resident employees	#		\$
All NON-SF Resident employees	#		\$

Below-the-line - Production Employees			
All production employees	#		\$
All Background Actors	#	# days	\$
SF Resident production employees	#	# days	\$
SF Resident background actors	#	# days	\$

Total Production Employees			
Total above & below the line SF employees	#		\$
Total above & below the line non-SF employees	#		\$

PROJECT BUDGET

Please attach a copy of your most current detailed budget.

The most current version of your project budget is a mandatory part of this initial Application, it must be submitted with this application form in order for this application to be considered complete. You will also need to submit a copy of the final (sign-off) budget with an updated FORM B at the start of principal photography.

CERTIFICATION:

The signature below must be provided by the corporate office, general partner, managing member, or sole proprietor of the applicant seeking the Scene in San Francisco film rebate. All other information requested by the application should be provided by the corporate office, general partner, managing member, or sole proprietor of applicant seeking the film rebate.

I further certify that the film will have an onscreen credit using the Scene in San Francisco Logo.

Under penalties of perjury, I declare that I have examined the application and accompanying documents and, to the best of my knowledge and belief, they are true, correct and complete.

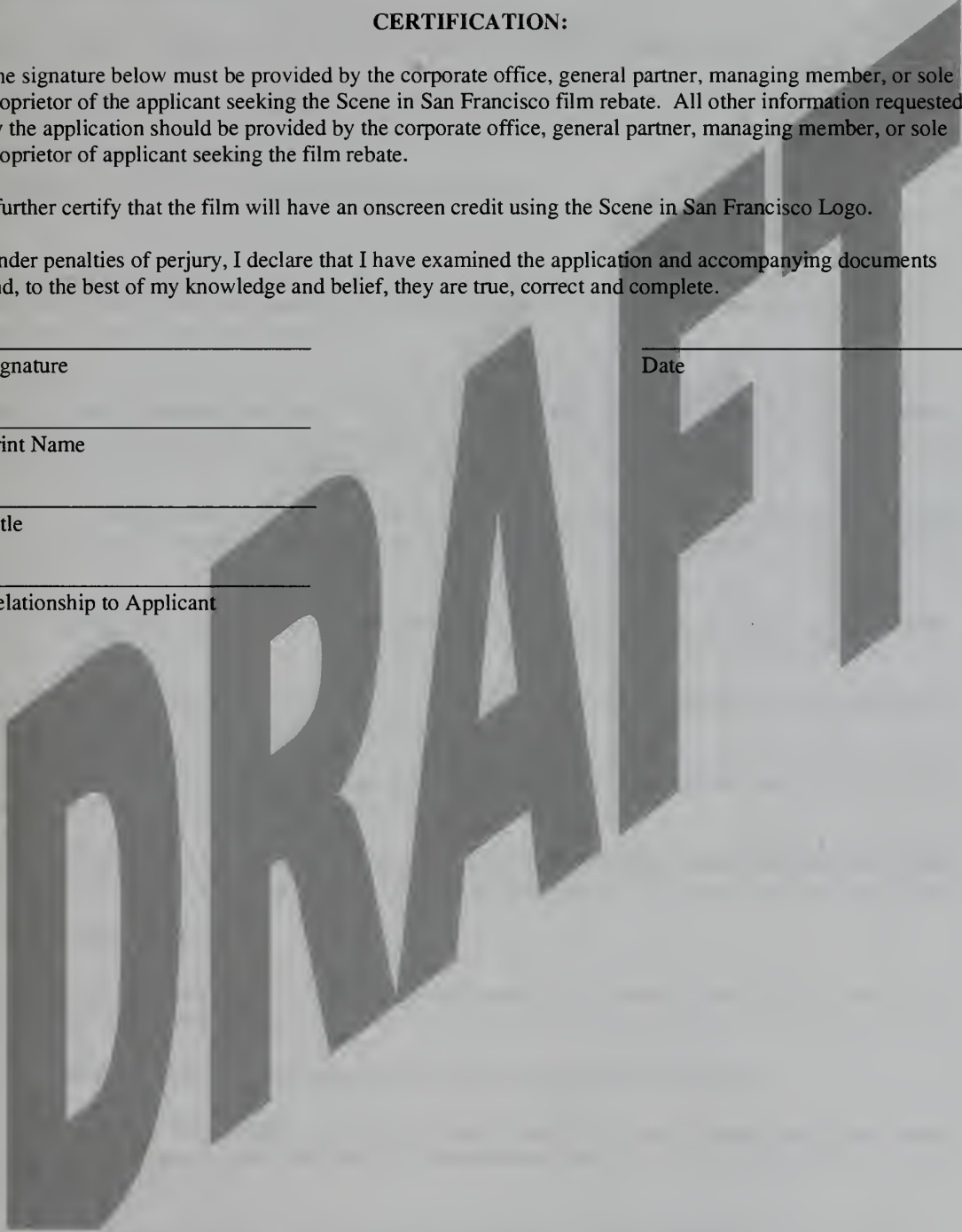
Signature

Date

Print Name

Title

Relationship to Applicant



SAN FRANCISCO FILM AND TELEVISION REBATE PROGRAM

Scene in San Francisco FORM A – Instructions for Initial Application

Film or Project Title: The name of the qualified feature film or television program being produced. If the production does not yet have a name, please use working title. You must notify the San Francisco Film Office in writing of any name changes.

Applicant: The applicant must be the corporation, partnership, limited partnership, or other entity or individual that is principally engaged in the production of the film or television program and that controls the film or television program during pre-production, production and post-production. The applicant is the entity that, upon final approval, will receive the rebate check.

The applicant must be the entity that incurs and pays direct expenditures related to the physical production process and which is signatory to contracts with a payroll company, facility operators, vendors, etc. during production.

EIN or SSN: Indicate the Applicant's Employer Identification Number (EIN) or Social Security Number (SSN)

Privacy Act Notification: Individuals must provide their social security numbers pursuant to Tax law 658 (b) or San Francisco's Administrative Code (need code number).

Projected Budget: Indicate the total budget for all expenses. For television series, this should be the total budget for all episodes in the current season.

Projected Below-the-Line Budget: Indicate the total below-the-line budget (excluding post-production) for all expenses. For television series, this should be the total budget for all episodes in the current season.

TYPE OF PROJECT:

Film: Means a production intended for commercial distribution to a motion picture theater or directly to home video or DVD market.

Television Pilot: Means the initial episode produced for a proposed television series.

Television Film: Which may also be known as "movie-of-the-week," "mow," "made for television movie," or "mini-series," means a production intended for broadcast on television, whether free or via a subscription based service.

Television Episode: Means a regularly occurring production intended in its initial run for broadcast no more than once weekly, on television, whether free or via a subscription based service.

Production Company Information: The applicants attached to work on the project during production.

Production Schedule: Indicated the key dates for each major phase of the production process as accurately as possible. NOTE: While it is understood that start dates may change, the Applicant MUST be scheduled to begin principal photography on the qualified film no more than (30) days after submitting this application. Applications submitted more than (30) days prior to the scheduled start of principal photography will not be accepted.

Prep or “pre-production:” Means the process of preparation for actual physical production and is considered to begin with the establishment of a dedicated production office, the hiring of key crew members such as a Unit Production Manager and Line Producer, and includes, but is not limited to, activities such as location scouting, hiring of crew, construction of sets, etc. Preproduction does NOT include the process of development.

Principal Photography Start Date: Means the first date of principal and ongoing filming of major and significant portions of a qualified film that involves the main lead actors. “Ongoing” means that once the process of principal photography begins it continues with no significant breaks or delays in an industry standard work schedule for the majority of the total days scheduled for principal photography.

Principal Photography End Date: Means the date principal and ongoing photography that involves the main lead actors is concluded.

NOTE: Re: Television Series: It is understood that under certain industry practices episodic television production seasons can include planned, reasonable interruptions of “ongoing” production. If the project being applied for in this Initial Application is a production season of an episodic television program series, and such an interruption is anticipated, notify the San Francisco Film Office.

Additional Photography/Reshoots Start Date: Means the first date after the Principal Photography End Date on which either 2nd Unit or other additional photography which does not include the main actors begins, or when the lead actors are reconvened for 'reshoots' or additional scenes that were not a part of the initial phase of principal and ongoing photography described in principal photography.

Post Production End Date: Means the date post production on the qualified film has been finished and the project is ready for delivery to a distributor. Post production does NOT include activities related to marketing, promotion or distribution. In the case of a film with a planned theatrical release or a television project with a broadcast or cable release, post production does NOT include any activity specifically related to DVD or home video distribution. In the case of a Television Series, the production season will be considered complete when post production on the final episode of the season is completed and the entire season is ready for delivery.

Projected Release/Air Date. If there is no distribution agreement in place, and no tentative projected release or air date, indicate the date the production will be ready for release or broadcast.

Shooting Days: Stage days are day’s cameras roll for principal photography at a film production facility. Location days are day’s cameras roll for principal photography on any location that is not part of a film production facility.

EMPLOYEE INFORMATION

Above-the-line and Below-the-Line Employees: San Francisco resident employees whose home address given by the employee for all employment purposes within the City of San Francisco. NON-SF resident employees whose home address given by the employee for all employment purposes are not within the City of San Francisco.

**San Francisco Film Commission Film Rebate Program
FORM B - Preliminary Calculation of Qualified Expenditures**

PROJECT TITLE:	
APPLICANT:	

DATE:	
CONTACT:	

www.libtool.com.cn

NOTE: The line items below are the qualified costs for the SF Film rebate program. Refer to the project budget for the total cost. Please make a best estimate of costs expected to occur.

San Francisco City Fees	Estimated Total
San Francisco Police Department	
San Francisco Fire Department	
San Francisco Film Office - Use Fees	
Other City Departments *	
Subtotal of City Fees	\$ -

San Francisco Taxes	Percentage	Hotel/Sales Tax Paid
San Francisco Payroll Tax		
San Francisco Hotel Tax	42%	
San Francisco Sales Tax	11%	
Subtotal of San Francisco Taxes		\$ -

Total Estimate of Qualified Expenses	\$ -
---	------

NOTE: All San Francisco sales and hotel tax should be recorded separately. A general ledger, or "bible" will be required showing total sales and hotel tax paid. This is a mandatory part of the Final Application - FORM C

* **Definitions of Other City Departments:** Recreation & Parks, MUNI, Department of Parking & Traffic (DPT), Port of San Francisco, City Hall, Department of Public Works (DPW), San Francisco International Airport

SAN FRANCISCO FILM AND TELEVISION REBATE PROGRAM

Scene in San Francisco FORM C – Final Application

FILM OR PROJECT TITLE:

Applicant: (the entity engaged in and controlling the production.
This is the entity that would receive the rebate)

Applicant EIN or SSN*:

*Please see instructions for Privacy Act Notification

Total Final Budget:\$ _____

TYPE OF PROJECT (Check one only)

- Feature Film
- Television Pilot
- Television Film
- Television Episode

PRODUCTION COMPANY INFORMATION

Permanent Business Address (not a P.O. Box):

Company Name: _____

Producer or Line Producer: _____

Production Accountant: _____

Address: _____

City, State, Country: _____ Zip _____

Phone: _____ Cell: _____

Fax: _____ Email: _____

San Francisco Production Office Address:

Principal Contact: www.libtool.com.cn

Title: _____

Address: _____ City: _____ Zip: _____

Phone: _____ Cell: _____

Fax: _____ Email: _____

TYPE OF ENTITY

- C Corporation
- S Corporation
- LLC
- Partnership
- Estate or Trust
- Other(please describe _____)

Federal Tax I.D. (FEIN – 9 characters): _____

State in which incorporated or registered: _____

FINAL PRODUCTION SCHEDULE

	Start	End
Prep Start/End Date		
Principal Photography Start/End Date		
Addtl Photography & Reshoots Start/End Date		
Post Production Start/End Date		
Projected Release		

Number of shoot days in San Francisco: _____

FINAL SHOOTING DAYS

Stage days are days cameras roll for principal photography at a film production facility. Location days are days cameras roll for principal photography on any location that is not part of a film production facility.

- a. # stage days in San Francisco _____
- b. # stage days outside San Francisco _____
- c. **Total # stage days (a + b)** _____
- d. # location days in San Francisco _____
- e. # location days outside San Francisco _____
- f. **Total # location days (d + e)** _____

EMPLOYEE INFORMATION

San Francisco Employees	# Employees		Wages/Comp
--------------------------------	--------------------	--	-------------------

Above the Line Employees

SF Resident employees	#		\$
All NON-SF Resident employees	#		\$

Below-the-line - Production Employees

All production employees	#		\$
All Background Actors	#	# days	\$
SF Resident production employees	#	# days	\$
SF Resident background actors	#	# days	\$

Total Production Employees

Total above & below the line SF employees	#		\$
Total above & below the line non-SF employees	#		\$

FINAL QUALIFIED EXPENDITURES – FORM D

Please attach the completed Final Qualified expenditures FORM D. Please submit FORM D in both hard copy and electronic version. **Please see Form D for supporting document requirements.**

FINAL PROJECT BUDGET

Please attach the completed signed Final Project Budget.

The final project budget is a mandatory part of this final Application, it must be submitted with this application form in order for this application to consider complete.

ATTACHMENTS

Required Attachments –

FORMS C, D and E

Copy of San Francisco Payroll Tax Form and copy of check.

Copy of Business License

Final Budget - The final budget, below-the-line expenses only, is a mandatory part of this application. Please have production a representative sign off on final budget. The budget must be submitted with the Final Application in order for the application to be complete.

General Ledger – A general ledger, or “bible”, that ties to the completed FORM D, full vendor name must be visible on ledger. This is a mandatory part of application.

Complete Employee Crew List – Sorted alphabetically by last name and by county where employee resides.

Final Production Shooting Schedule

Sunshine Letter (Optional) – To protect confidentiality, you may submit a letter along with the application that application information be withheld from disclosure.

Other documents as may be requested by the San Francisco Film Office.

These combined documents are the Final Application which leads to approval of the project for the Scene in San Francisco Film rebate program. This application and its accompanying instructions are consistent with the San Francisco City and County Administrative Code section 57.8, rules governing the administration of the tax rebate. However, should anything in the form or instructions be inconsistent with the Administrative Code section 57.8, Administrative Code section 57.8 will prevail. For a copy of the San Francisco Administrative Code, please [click here](#). If any of these regulations change, the new regulations will apply or prevail even if they are unpublished or not included in these documents.

CERTIFICATION:

The signature below must be provided by the corporate office, general partner, managing member, or sole proprietor of the applicant seeking the Scene in San Francisco film rebate. All other information requested by the application should be provided by the corporate office, general partner, managing member, or sole proprietor of applicant seeking the film rebate. I further certify that the film will have an onscreen credit using the Scene in San Francisco Logo.

Under penalties of perjury, I declare that I have examined the application and accompanying documents and, to the best of my knowledge and belief, they are true, correct and complete.

The applicant agrees to repay the City of San Francisco any amounts reimbursed under The Scene in San Francisco Film Rebate Program if the The San Francisco Film Commission later determines that the information contained in this reimbursement form was not true, not correct, or not complete as of the date the application was submitted, or the The San Francisco Film Commission later determines that the applicant was not eligible to receive reimbursement under The Scene in San Francisco Film Rebate Program as of the date that application was submitted.

ONCE YOU HAVE AGREED AND SUBMITTED AN APPLICATION AND REIMBURSEMENT PACKAGE, IT BECOMES FINAL.

ANY CHANGES, ADDITIONAL EXPENSES, OR REFUNDS TO THIS PRODUCTION NEED TO BE SUBMITTED IN AN "ADDITIONAL REIMBURSEMENT REQUEST."

YOUR APPLICATION AND REIMBURSEMENT PACKAGE IS NOT COMPLETE UNTIL YU HAVE SIGNED AND MAILED IT WITH THE REQUIRED SUPPORTING DOCUMENTATION.

Signature

Date

Print Name

Title

Relationship to Applicant

**San Francisco Film Commission Film Rebate Program
FORM D Summary Page - Final Calculation of Qualified Expenditures**

PROJECT TITLE:	
APPLICANT:	

DATE:	
CONTACT:	

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NOTE: The line items below are the final qualified costs for the SF Film rebate program. Please attach FORM E and supporting documents in department order. See Instructions below.

San Francisco City Fees	Total Cost to Date
San Francisco Police Department	
San Francisco Fire Department	
San Francisco Film Office - Use Fees	
San Francisco International Airport	
Department of Parking & Traffic	
Department of Public Works	
City Hall	
MUNI	
Port of San Francisco	
Recreation and Parks	
Subtotal of City Fees	\$ -

San Francisco Taxes	Percentage	Total Cost to Date
San Francisco Payroll Tax		
San Francisco Hotel Tax	42%	0.00
San Francisco Sales Tax	11%	0.00
Subtotal of San Francisco Taxes		\$ -

Final Total of Qualified Expenses	\$ -
--	------

FORM D Instructions

- 1) Complete FORM E Reimbursements sheets
- 2) Enter total for each FORM E reimbursement sheet on FORM D summary page.
- 3) Attach all reimbursement forms and supporting documents to FORM D in department order.
- 4) Submit FORMS D, E and supporting documents with Final Application.

**San Francisco Film Commission Film Rebate Program
FORM E - Reimbursement Form and Instructions**

PROJECT TITLE:	
-----------------------	--

APPLICANT:	
-------------------	--

VENDOR NAME	
--------------------	--

NOTE: Please attach copies of supporting documents along with check copies in date order and number accordingly.

	INVOICE/DOCUMENT NUMBER	DATE	SERVICES PROVIDED	AMOUNT
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

TOTAL \$0.00

FORM E Instructions and Supporting Document Requirements

Attach FORM E and supporting documents in department order to FORM D summary page.

Definitions:

Film or Project title: The name of the qualified feature film or television program being produced.

Applicant: The applicant is the entity that, upon final approval, will receive the rebate check.

Vendor Name: Agencies, City Departments, Hotel and Sales Tax vendors.

Supporting Document Requirements:

All backup documentation should be hand numbered in date order just as you would a petty cash envelope.

For San Francisco city employees: copies of Public Agency permits or invoices which demonstrate that the public labor costs were paid, copies of checks, as well as a production report for each day you are requesting reimbursement. Copy the front and back of the final signed production report for days worked. If on Production Company Payroll, submit copies of signed time cards and payroll company reports detailing wages, fringes and employer fringe.

For use of City property, equipment, rental of city buildings, facilities, or real property: copies of invoices or permit which demonstrate that the fees and/or permits were paid and copies of checks. Copy the front and back of the final signed production report permit days, location days and equipment fee days.

San Francisco Hotel Tax: **42% of total tax paid qualifies for rebate.** Provide a general ledger, or "bible" showing total San Francisco hotel tax paid; payment method and vendor name must be clearly visible on ledger.

San Francisco Sales Tax: **11% of total tax paid qualifies for rebate.** Provide a general ledger, or "bible" showing total San Francisco Sales tax paid; payment method and vendor name must be clearly visible on ledger.

Payroll Tax: Provide a copy of San Francisco Payroll Tax form and copy of check

SF
F30
#2
10/23/06

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**SAN FRANCISCO
FILM COMMISSION**

MINUTES OF THE OCTOBER 23, 2006 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:01pm.

ROLL CALL

Commissioners Present:
Melanie Blum
Greg Chew
Maurice Kanbar
Jim McCullough
Robert Morales
Jim Morris

Commissioners Absent:
Peter Bratt
Don Canady
Joan Chen
Lorrae Rominger
Marlene Sharon Saritzky

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PUBLIC LIBRARY

APPROVAL OF THE MINUTES FROM THE SEPTEMBER 25, 2006 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the September 25, 2006 Commission meeting. Commissioner Chew seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris used this time to reflect on film business in San Francisco. He noted that 2006 had not been an exceptional year and that filming was down to 1/3 of last year. He noted that there are many reasons including timing and work type but said that economics are still the driving force behind the lack of filming in San Francisco. President Morris informed the Commission that filming as a whole is down 15 percent in California, which increases geometrically as you move away from Hollywood. Other states have had more concerted efforts to attract filming and California has yet to succeed at creating incentives at the state level to negate money saved through exchange rates when filming outside of the United States.



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SAN FRANCISCO
FILM COMMISSION

That being said, President Morris noted that the Film Commission had succeeded in the creation of a City based incentive package, had created a committee to research soundstages, and was currently working on interdepartmental interactions in order to make filming in San Francisco less complicated. He said that the next step was to increase person to person contacts in Los Angeles and create a list of producers and actors with a history of showing interest in filming in San Francisco. He also noted his desire that the Commission work towards discovering how best to enter the next phase of lobbying Sacramento to pass incentives.

Public Comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Stefanie Coyote informed the Commission that September consisted of 33 projects constituting 69 days of filming. The more well known projects that filmed in San Francisco over this time included an Elizabeth Arden commercial featuring Hillary Duff, a Jet Li movie based in Vancouver that closed both bores of the Broadway Tunnel which had never been done before and second unit filming from the Farrelly Brothers Untitled Project. This time last year 49 projects constituting 90 days of filming were shot in SF. This included both Chronicles and Pursuit of Happyness.

Executive Director Coyote outlined other projects the Film Office had been working on since the September Meeting. These included progress on marketing materials, which we hope to have printed in November, and a move towards the development of Scene in San Francisco ad materials. Once these projects are completed Executive Director Coyote told the Commission that she hopes to focus her attention on sales calls to Los Angeles.

Executive Director Coyote told the Commission about her trip to Los Angeles on October 19, 2006 to meet with studio heads and discuss the problems facing incentive legislation in Sacramento. She noted that the big mergers across entertainment and media conglomerates have turned filmmaking into an industry in which decisions are no longer based on creative needs but are instead based upon the bottom line. Ms. Coyote explained what San Francisco's incentive package will offer studios but found that the executives were frustrated that no solid rebate numbers could be conveyed without location decisions. This is problematic, as these decisions are not made until after the budget and location have been approved. This presents a major obstacle for marketing our incentive package.

Finally, Executive Director Coyote noted the active recruiting being done in New Mexico to attract filming from California. Ms. Coyote asked the Commission to consult the Hollywood Reporter article that had been distributed in the meeting materials for more details.



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SAN FRANCISCO
FILM COMMISSION

Public Comment was taken.

Lisa Landow, new SF resident, told the Commission she had recently relocated from New Mexico and was hoping to acquire a job allowing her to help bring filming back to San Francisco. She noted the benefits she saw New Mexico's residents receive from the upturn in New Mexico's film industry.

APPLICATION AND GUIDELINES FOR FILM PRODUCTION REBATES (ACTION)

Executive Director Coyote reiterated her explanation of the paperwork from September's meeting.

Commissioner Morales made a motion that the Commission approve the Application and Guidelines for Film Production Rebates. Commissioner McCullough seconded the motion.

Public comment was taken.

The Motion was unanimously approved making San Francisco the first city with an incentive program in the state of California.

FILM FEES (DISCUSSION)

Executive Director Coyote informed the Commission that the Film Office currently charges a small fee (which would be refunded if the production qualified for rebates) and offers free parking to projects filming in San Francisco. She asked the commission if they thought this fee structure might be more effective by adjusting the fees to be calculated per location rather than being based upon number of days filmed.

The Commission proceeded to discuss both the benefits and harm that raising or changing the fee structure could have. It was ultimately decided that rather than focus on raising our fees the Commission should instead work towards encouraging other permitting entities in the City to decrease their fees.

Public Comment

Paul Martin, DGA, told the Commission that while our newly passed incentives may not be large enough on the bottom line of a Hollywood production, it does send the message that our City is film friendly, he worried that raising film fees may send the opposite message.

GENERAL PUBLIC COMMENT (DISCUSSION)

Commissioner Chew used this time to remind the Commission that they are invited to a welcoming reception hosted by the Hong Kong Economic and Trade Office and U.S. Commercial Service on Thursday the 26th.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion that the meeting be adjourned; Commissioner Kanbar seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 3:06 pm.



Proposed Amendments to Bylaw Number 10

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X. Attendance at Meetings

~~All members of the Commission shall be in attendance at the hour appointed for each regular or special meeting of the Commission and shall remain for the duration of the meeting unless excused by a majority of the Commission. Any commissioner who misses three regular meetings within any 12-month period without being excused shall be deemed to have resigned from the Commission.~~

Except in the event of a notified absence (defined below), each Commissioner is expected to attend each regular or special meeting of the Commission. The Executive Director shall maintain a record of Commissioners' attendance.

A Commissioner's absence shall constitute a "notified absence" where the Commissioner, in advance of the meeting, informs the Executive Director that the Commissioner will be absent. An absence due to unforeseen circumstances such as illness or emergency shall also qualify as a notified absence where the member reports such absence to the Executive Director as soon as reasonably possible. The Executive Director shall record as non-notified all absences involving neither advance notice nor unforeseen circumstances.

The Executive Director shall report all instances of non-notified absences as well as any instance of three consecutive absences of a Commissioner from regular meetings in one fiscal year to the Mayor. At the end of each fiscal year, the Executive Director shall submit a written report to the Mayor detailing each Commissioner's attendance at all meetings of the Commission for that fiscal year.

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SAN FRANCISCO
FILM COMMISSION

City law requires each City commission to update its mailing lists annually to remove from its lists individuals or organizations no longer interested in receiving the materials. (S.F. Admin. Code sec. 8.17.) State law requires that any person interested in receiving agendas and related materials from a commission to make the request in writing, annually. (Govt. Code sec. 54954.2.)

If you wish to remain on the Film Commission's mailing list, you must notify the Film Commission in writing before March 5, 2007.

You may make your request by either:

Emailing the Film Office at: Film@sfgov.org or

By sending a letter to:

San Francisco Film Commission
City Hall, Room 473
1 Dr. Carlton B. Goodlett Pl.
San Francisco, CA 94102

Please include your name and full address in your written request to continue receiving Film Commission mailings.

Feel free to call the Film Office at 415-554-6241 if you have any questions regarding this matter.



1 DR. CARLTON B. GOODLETT PLACE, ROOM 473, SAN FRANCISCO, CALIFORNIA 94102
TEL: (415) 554-6241 FAX: (415) 554-6503



www.libtool.com.cn

SAN FRANCISCO
FILM COMMISSION

ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Kristin Treiber (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Adele Destro, Acting Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-5784; e-mail sotf@sfgoc.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Government Conduct Code § 2.100 – 2.160] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness Avenue, Suite 3900, San Francisco, CA 94102; telephone (415) 581-2300; fax (415) 581-2317; web-site www.sfgov.org/ethics.

In order to assist the City's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City accommodate these individuals.

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San Francisco Film Commission Contact: Kristin Treiber, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org





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SAN FRANCISCO FILM COMMISSION MEETING

NOTICE OF CANCELLATION

The November 27, 2006 Commission meeting has been CANCELLED.

The December meeting is also CANCELLED as it falls on the Christmas holiday.

The next regular meeting is scheduled for:

Date: January 22, 2007
Time: 2:00 pm
Place: City Hall, Room 416

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01-16-07 11:34 AM

SAN FRANCISCO FILM COMMISSION MEETING

NOTICE OF CANCELLATION OF REGULAR MEETING AND SCHEDULING OF SPECIAL MEETING

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cancelled

The January 22, 2007 Commission meeting has been CANCELLED.

A special meeting has been scheduled for January 29, 2007 at 2:00pm in City Hall, Room 416.

At the special meeting the Commission will consider an amendment to its bylaw number 10, concerning the attendance requirements for its Commissioners.



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SAN FRANCISCO FILM COMMISSION SPECIAL MEETING AGENDA

DATE: January 29, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room
 416

AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
 Presentation of and possible action to approve the minutes of the October 23, 2006 Commission meeting.
3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
4. **REPORT ON RECEPTION FOR HONG KONG INDUSTRY EXECUTIVES AND SISTER CITY TRIP TO MANILA** **Discussion**
By Commissioner Greg Chew.
 This report will allow Commissioner Chew to elaborate on each event.
5. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
 This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
6. **NOMINATION AND ELECTION OF COMMISSION PRESIDENT** **Action**
7. **NOMINATION AND ELECTION OF COMMISSION VICE PRESIDENT** **Action**
8. **REVIEW AND ADOPTION OF COMMISSIONER ATTENDANCE POLICY** **Action**
 The Commission will consider modification of its attendance policy, a revision of bylaw number 10.
9. **GENERAL PUBLIC COMMENT** **Discussion**
10. **ADJOURNMENT** **Action**
 (Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.



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SF Film Commission

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Full Commission Meetings

Year: 2007 go

MINUTES OF THE JANUARY 29, 2007 SPECIAL MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:

Melanie Blum
Peter Bratt
Don Canady
Greg Chew
Jim McCullough
Robert Morales
Jim Morris
Lorrae Rominger
Marlene Sharon Saritzky

Commissioners Absent:

Joan Chen
Maurice Kanbar

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APPROVAL OF THE MINUTES FROM THE OCTOBER 23, 2006 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the October 23, 2006 Commission meeting. Commissioner Morales seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris acknowledged that even with incentives the Film Commission is having trouble, like most of California, competing with other states and serious foreign competition. He outlined three items that he feels are imperative over the next year to enhancing film and television production in San Francisco.

1. State incentives. It must be a priority for the Film Commission to join with other commissions and work towards lobbying state lawmakers towards the passage of incentives that will allow San Francisco to compete with other jurisdictions.
2. The continuation of proactive outreach to studios in Los Angeles. The Film Commission should take a targeted approach towards producers and other decision makers in Hollywood who have expressed interest in filming in San Francisco in the past. The Film Commission should continue to take advantage of opportunities to have Mayor Newsom meet with such figureheads whenever possible.
3. Continue progress on interdepartmental cooperation related to filming. It is key that those productions that do come to San Francisco have a positive experience interfacing with each city department involved in the filmmaking process.

President Morris finished by stating that he is optimistic that San Francisco will be able to make headway towards increasing film production in the City over the next year.

Commissioner Bratt told the Commission that while visiting New Mexico he was given a tour of the new facilities that have been made available to filmmakers and told the Commission that these facilities have been so successful in attracting business to the state that they currently have a waiting list for their use. He has learned through his own research that the incentives currently offered by many states allow filmmakers to be "in the black" before cutting a single frame of film. Commissioner Bratt noted that without state incentives it will be virtually impossible for cities in California to compete.

Public comment was taken.

REPORT ON RECEPTION OF HONG KONG INDUSTRY EXECUTIVES AND SISTER CITY TRIP TO MANILA (DISCUSSION ONLY)

Commissioner Chew told the Commission about Imaginasian 2006, a delegation of Hong Kong digital arts and entertainment executives hosted by the US Department of Commerce along with the Hong Kong Economic and Trade Office. The event not only encompassed a welcoming reception on October 26th but the group had over 20 one on one meetings with Bay Area animation design and content, digital platform technology and financial services companies. The meeting provided an opportunity for cross-cultural marketing for all industry executives involved.

Commissioner Chew then told the Commission about his participation in the Mayor's sister city trip to Manila as one of 138 delegates. While on this trip Commissioner Chew told the Commission that he had the chance to meet with the CEO of ABS-CBN a Pilipino television network that is interested in possibly filming in San Francisco.

Public Comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote announced that the Film Commission had successfully processed its first rebate under the Scene in San Francisco rebate program. The rebate was issued retroactively to an independent film that shot in September of 2006. The rebate issued was \$42,150.99 with the budget of the film being \$907,486 making the rebate approximately 4.6% of the total budget. Executive Director Coyote also informed the commission of the problems the office had encountered with the MPAA guidelines on the application and said that the Office would work with Deputy City Attorney Morley to correct this section of the application.

Executive Director Coyote highlighted the accomplishments of the Film Office in 2006:

- Incentive legislation was passed and an administrative process developed. This will lead into marketing brochures, ad designs and ad placements marketing the incentives.
- An excessive amount of time was spent by office staff in the development of advertising materials. This has lead Executive Director Coyote to begin looking for assistance in the development of such collateral.
- The framework for a digital location library was established. The location library will now need to be filled with digital images.
- A meeting with Studio Executives and Mayor Newsom was held in Los Angeles. The Mayor was well received, and the Film Office hopes to arrange more such meetings in the coming year.
- The economic analysis and strategic plan for the Film Commission was conducted by ICF Consulting. This plan is scheduled to be presented to the Commission over the next two meetings.

Executive Director Coyote then outlined the major projects she hopes to have completed in 2007:

- An interdepartmental meeting to establish a more streamlined filming process between the many departments involved in filming.
- The redesign of the Film Commissions website.
- The creation of a booth to better present the Film Commission at tradeshows and the development of a Reel to include in marketing.

Finally, Executive Director Coyote acknowledged the commissioners for their active involvement and support over the past year allowing the Film Office to be so productive and accomplish such a large number of its goals in 2006.

Public comment was taken.

Steve Micros, local photographer, asked what the standard percentage rate would be for the Scene in San Francisco Film and Television Rebate Program. He was informed that a standard percentage is not possible to ascertain.

NOMINATION AND ELECTION OF COMMISSION PRESIDENT (ACTION ITEM)

Commissioner Rominger nominated President Morris. Commissioner Bratt seconded the nomination.

Public comment was taken.

A roll call vote was taken:

Commissioner Blum – Yes
 Commissioner Bratt – Yes
 Commissioner Canady – Yes
 Commissioner Chew – Yes
 Commissioner McCullough – Yes
 Commissioner Morales – Yes
 Commissioner Morris – Yes
 Commissioner Rominger – Yes
 Commissioner Saritzky – Yes

The motion passed unanimously.

NOMINATION AND ELECTION OF COMMISSION VICE PRESIDENT (ACTION ITEM)

Commissioner Blum nominated Vice President Rominger. Commissioner Saritzky seconded the motion.

Public comment was taken.

A roll call vote was taken:

Commissioner Blum – Yes
 Commissioner Bratt – Yes
 Commissioner Canady – Yes
 Commissioner Chew – Yes
 Commissioner McCullough – Yes
 Commissioner Morales – Yes
 Commissioner Morris – Yes
 Commissioner Rominger – Yes
 Commissioner Saritzky – Yes

The motion passed unanimously.

REVIEW AND ADOPTION OF COMMISSIONER ATTENDANCE POLICY (ACTION ITEM)

Deputy City Attorney Morley told the Commission that the Board of Supervisors had passed a resolution requesting each Commission to compile and submit an attendance policy. Mayor Newsom supported the resolution and drafted a sample policy for the Commissions. Deputy City Attorney Morley then explained that adopting this new policy would result in the amending of the bylaw number 10 where the current attendance policy of the Commission is outlined. She then read the proposed amended bylaw to the commission and explained the differences between the current and proposed policies.

Commissioner Morales made a motion that the Commission adopt the new policy. Commissioner McCullough seconded the motion. Commissioner Canady expressed reservations about the absence of repercussions for a lack of attendance beyond the submission of a report to the Mayor. Commissioner Rominger asked if other commissions were passing a similar policy. Deputy City Attorney Morley stated that to her knowledge most commissions had accepted the policy as proposed by Mayor Newsom.

Public comment was taken.

The Commission voted to adopt the revisions with one dissention vote from Commissioner Canady.

GENERAL PUBLIC COMMENT (DISCUSSION)

Paul Martin, Chair of the San Francisco Coordinating Committee of the DGA, introduced John Slosser as Networking Chair. He expressed the DGA's interest in holding their 2007 mixer at City Hall and requested the assistance of the Commission in the facilitation of the mixers planning.

John Slosser, Networking Chair, told the commission that the DGA was hoping to hold the mixer on a midweek evening in mid July.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion that the meeting be adjourned; Commissioner Canady seconded the motion. Public comment was taken. The motion was passed without objection. The meeting was adjourned at 2:52 pm.

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SAN FRANCISCO FILM COMMISSION MEETING

DATE: Monday, February 26, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

08-22-07A10:36 REVD

1. CALL TO ORDER / ROLL CALL

2. APPROVAL OF THE MINUTES

Action

Presentation of and possible action to approve the minutes of the January 29, 2007 special meeting.

***A draft of the minutes is available for inspection on the website and in the Film Office

3. PRESIDENT'S REPORT

Discussion

By Commission Vice President Lorrae Rominger

4. STAFF REPORT

Discussion

By Executive Director Stefanie Coyote.

This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.

5. 2007/2008 BUDGET

Action

Discussion and possible action to approve 2007-2008 Film Commission Budget

**6. PRESENTATION ON PROCESS FOR DEVELOPING FILM CLUSTER
ECONOMIC ANALYSIS**

Discussion

By Ted Egan, Ph.D., Director of Analysis, ICF Consulting

This report will show the process and standards used to develop the Film Cluster Economic Analysis and explain the content of each section of the report. (Note: this is not the presentation of the final report).

***Explanatory documents are available for inspection on the website and in the Film Office

7. GENERAL PUBLIC COMMENT

Discussion

8. ADJOURNMENT

Action

(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.



San Francisco Film Office Budget 2006-2007

REVENUE

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Permit Fees Collected (projected)	\$85,000
Hotel Tax	\$450,000
Total Revenue	\$535,000

EXPENDITURES

Salaries plus fringes (3 positions)	\$325,000
Temp Salaries	\$ 15,000

Salaries Subtotal **\$340,000**

Promotions

Advertising Placements	\$35,000
Advertising Development	\$15,000
Trade Show attendance	\$10,000
LA sales calls/ SF FAM tours	\$10,000
SF Reel duplications	\$ 1,000
Events/ Film Sponsorships	\$15,000
Film Festival Attendance	\$ 5,000
Promotional Items	\$18,000

Promotions Subtotal **\$109,000**

Port Lease/Incentives **\$55,000**

Film Office Expenses

Subscriptions and Dues	\$2,500
Office Expenses (stationary, bus cards, equipment, software, supplies, etc)	\$9,000
Reproductive Services	\$5,000
Printing	\$7,000
Digital Location Photo Library Maintenance	\$7,500

Film Office Expenses Subtotal **\$31,000**

TOTAL EXPENSES **\$535,000**

2/15/07



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City law requires each City commission to update its mailing lists annually to remove from its lists individuals or organizations no longer interested in receiving the materials. (S.F. Admin. Code sec. 8.17.) State law requires that any person interested in receiving agendas and related materials from a commission to make the request in writing, annually. (Govt. Code sec. 54954.2.)

If you wish to remain on the Film Commission's mailing list, you must notify the Film Commission in writing before March 5, 2007.

You may make your request by either:

Emailing the Film Office at: Film@sfgov.org or

By sending a letter to:

San Francisco Film Commission
City Hall, Room 473
1 Dr. Carlton B. Goodlett Pl.
San Francisco, CA 94102

Please include your name and full address in your written request to continue receiving Film Commission mailings.

Feel free to call the Film Office at 415-554-6241 if you have any questions regarding this matter.





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(Chapter 67 of the San Francisco Administrative Code)

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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE FEBRUARY 26, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission Vice President Lorrae Rominger called the meeting to order at 2:04pm.

ROLL CALL

Commissioners Present:

- Melanie Blum
- Peter Bratt
- Don Canady
- Joan Chen
- Greg Chew
- Maurice Kanbar
- Jim McCullough
- Lorrae Rominger
- Marlene Sharon Saritzky

Commissioners Absent:

- Robert Morales
- Jim Morris

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APPROVAL OF THE MINUTES FROM THE JANUARY 29, 2007 SPECIAL MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the January 29, 2007 special meeting. Commissioner Canady seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

In President Morris' absence this item was continued to the next meeting.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that 26 permits were issued compiling 61 filming days. The major projects filmed in February included a feature film titled Around June, an episode of America's Most Wanted and a commercial for Travelers Insurance. This data compared to 38 permits issued for 101 days of filming in 2006, which included the filming of a reality television series entitled Single Minded.





SAN FRANCISCO
FILM COMMISSION

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Executive Director Coyote highlighted the following actions taken by the Film Office in February:

- The Film Office is actively engaged in raising the visibility of the Film Commission. This includes the selection of a final tradeshow booth design to be made by Acme Scenery.
- The Office continued to review treatment concepts for a reel and will develop a script.
- The next ad for Variety will run on 3/5/07
- The Office is beginning to work on a contract with Heat, an advertising agency, to continue to develop marketing collateral and help the Film Commission come up with a cohesive presentation for the SFIFF.
- The Commission has become a presenting partner for the SFIFF's 50th anniversary opening night film and party.

Finally, Executive Director Coyote told the Commission about the February 23, 2007 Bay Area FLICS meeting, hosted by the Film Office. Represented at this meeting were members of 12 Commissions from throughout the Bay Area. Executive Director Coyote expressed her gratitude to both Jane Connors of the San Francisco Ferry Building, who donated the room, and Majita, who donated a delicious lunch for those in attendance.

Commissioner McCullough asked if any new pilots or features would be coming to San Francisco. Executive Director Coyote explained that while three pilots would be filming in the next month, that the number of days would be limited as they are not basing here. She then told the Commission that the office is not aware of any features currently planning on filming but that San Francisco continues to be a popular destination for large commercials.

Commissioner Canady asked if the state had made any movements towards the establishment of incentives. Executive Director Coyote responded that the California Film Commission is currently investigating its next steps towards such legislation.

Public comment was taken.

2007/2008 BUDGET (ACTION ITEM)

Executive Director Coyote proposed a budget for the 2007/2008 fiscal year.

Commissioner Canady asked what the temp salaries would consist of. Executive Director Coyote explained that they would be used much like they were in the 2006/2007 budget for the hiring of location scouts to enhance the Film Commissions digital photo library.

Commissioner McCullough asked if the projected film fees were comparable to past years. Executive Director Coyote explained that this number matched the estimate from the previous years budget.

Commissioners Chew, Kanbar and Chen questioned if a budget of \$535 million dollars would be enough for the Commission to effectively advertise and achieve all of its goals. Executive Director Coyote explained that





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SAN FRANCISCO
FILM COMMISSION

while it would be nice to have a larger budget and hire more staff, she was told that MOEWD's budget is to remain the same as last year. She went on to explain that until the office gets more staff it would be hard for the office to facilitate the contracts required to spend any additional money beyond that which we already have. She suggested that the Film Commission table the discussion for trying to increase funding until a future budget cycle.

Deputy City Attorney Morley explained to the Commission that in order to request an increase in funding they would need to pass a resolution requesting additional funds from either the Board of Supervisors or the Mayor.

Commissioner Canady made a motion to approve the proposed 2007/2008 budget. Commissioner McCullough seconded the motion.

Public comment was taken.

Anita Caria, owner of the Victoria Theatre, expressed her dismay that San Francisco is becoming the "capital" of the adult film entertainment business and the negative impact that she believes this is having on the Mission district. She asked that the Commission look at the effects this genre is having on the rest of the film industry in San Francisco.

The motion passed unanimously.

PRESENTATION ON PROCESS FOR DEVELOPING FILM CLUSTER ECONOMIC ANALYSIS (DISCUSSION ITEM)

Ted Egan, Ph.D., gave a PowerPoint presentation that outlined the process and standards used to develop the Film Cluster Economic Analysis.

The presentation covered the following topics:

- Five critical questions for the study
- Official statistics on the San Francisco Film Industry
- Economic impact methodology
- Interview protocol
- Best practices of the policy space
- Best practices of competitors
- Goals and recommendations

Commissioner McCullough asked when the report would be presented. Dr. Egan explained that it would be given at a future meeting. Commissioner McCullough then inquired about the response rate to the online survey and was told that the response rate to the questionnaire was between twenty and thirty percent which is very impressive for such a study.

Public comment was taken.





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GENERAL PUBLIC COMMENT (DISCUSSION)

Robert Cree, of the Victoria Theatre, commended the report and its look at grass root support but asked what else could be done in neighborhoods to encourage filmmaking. He also noted that the Victoria Theatre is now 100 years old and seats 500 people.

John Nulty distributed a packet to the Commission and spoke about the blight on neighborhoods from the hanging of film posters and advertisements. Vice President Rominger informed Mr. Nulty that this does not fall under the Film Commissions purview and Deputy City Attorney Morley suggested that he contact the Department of Public Works.

Commissioner Chew took a moment to commend San Francisco residents Ruby Yang and Lambert Yam on their Academy Award in the Best Documentary Short Subject category for their film "The Blood of Yingzhou District."

Commissioner Canady expressed his approval for the Film Commission's new business card design.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion that the meeting be adjourned; Commissioner Kanbar seconded the motion. Public comment was taken. The motion was passed without objection; Commissioner Chen was not present for this vote as she left the meeting at 2:50 pm. The meeting was adjourned at 3:10 pm.





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SAN FRANCISCO
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SAN FRANCISCO FILM COMMISSION MEETING

DATE: Monday, March 26, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

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1. CALL TO ORDER / ROLL CALL

2. APPROVAL OF THE MINUTES

Action

Presentation of and possible action to approve the minutes of the February 26, 2007 special meeting.

3. STAFF REPORT

Discussion

By Executive Director Stefanie Coyote.

This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.

4. VIEWING OF CITY ATTORNEY'S SUNSHINE TRAINING VIDEO

Discussion

To comply with the Sunshine Ordinance, all City officers are required to view this training.

5. GENERAL PUBLIC COMMENT

Discussion

6. ADJOURNMENT

Action

(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.





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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE MARCH 26, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

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CALL TO ORDER

Commission Vice President Lorrae Rominger called the meeting to order at 2:06pm.

ROLL CALL

Commissioners Present:

- Melanie Blum
- Peter Bratt
- Don Canady
- Joan Chen
- Greg Chew
- Maurice Kanbar
- Jim McCullough
- Lorrae Rominger

Commissioners Absent:

- Robert Morales
- Jim Morris
- Marlene Sharon Saritzky

APPROVAL OF THE MINUTES FROM THE MARCH 26, 2007 MEETING (ACTION ITEM)

Commissioner Chew noted an incorrect dollar figure in the budget section of the minutes sent out for review prior to the meeting. The figure had been noted and corrected on the minutes submitted for approval.

Commissioner McCullough made a motion to approve the minutes of the February 26, 2007 meeting. Commissioner Bratt seconded the motion. Public comment was taken; the minutes were unanimously approved.

STAFF REPORT (DISCUSSION ONLY)

In the absence of the Executive Director this item was continued to the next meeting





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SAN FRANCISCO
FILM COMMISSION

VIEWING OF CITY ATTORNEY'S SUNSHINE TRAINING VIDEO (DISCUSSION ITEM)

Vice President Rominger introduced the video to the Commission and told the Commissioners to follow the self-study test included in their commission binders. At 2:17 a fire alarm went off in City Hall and all Commissioners and members of the public were evacuated from the building.

ADJOURNMENT (ACTION ITEM)

Due to the evacuation the meeting was adjourned at 2:28pm.





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11:05 a.m. wsf
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SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: April 23, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

- | | |
|--|-------------------|
| 1. CALL TO ORDER / ROLL CALL | |
| 2. APPROVAL OF THE MINUTES | Action |
| Presentation of and possible action to approve the minutes of the March 26, 2007 Commission meeting. | |
| 3. PRESIDENT'S REPORT | Discussion |
| By Commission President Jim Morris. | |
| 4. STAFF REPORT | Discussion |
| By Executive Director Stefanie Coyote. | |
| This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements. | |
| 5. TREASURE ISLAND BUILDING THREE | Discussion/Action |
| Discussion and possible action authorizing Film Office to draft a resolution on behalf of the Film Commission regarding Treasure Island, Building Three and its possible long term rental. | |
| 6. STREAMLINING CITY FILM PERMITS | Discussion |
| Continued discussion of need to and possible methods for the streamlining of the film permit process in San Francisco. | |
| 7. DIRECT SALES AND MARKETING TO LA PRODUCERS AND STUDIOS | Discussion |
| Discussion of future meetings in LA targeting potential projects. | |
| 8. GENERAL PUBLIC COMMENT | Discussion |
| 9. ADJOURNMENT | Action |
| (Requires motion and public comment) | |

NOTE: Public comment will be taken on each item of the agenda.





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SAN FRANCISCO
FILM COMMISSION

ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Kristin Treiber (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Adele Destro, Acting Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-5784; e-mail sof@sfgoc.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Government Conduct Code § 2.100 – 2.160] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness Avenue, Suite 3900, San Francisco, CA 94102; telephone (415) 581-2300; fax (415) 581-2317; web-site www.sfgov.org/ethics.

In order to assist the City's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City accommodate these individuals.

The ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing or use of a cell phone, pager or similar sound-producing electronic devices.

San Francisco Film Commission Contact: Kristin Treiber, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org



SF
F30
#2
4/23/07

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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE APRIL 23, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2pm.

ROLL CALL

Commissioners Present:

Melanie Blum
Peter Bratt
Greg Chew
Maurice Kanbar
Jim McCullough
Robert Morales
Jim Morris
Marlene Sharon Saritzky

Commissioners Absent:

Don Canady
Joan Chen
Lorrae Rominger

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JUN 18 2007

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APPROVAL OF THE MINUTES FROM THE MARCH 26, 2007 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the March 26, 2007 meeting.

Commissioner Blum seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris announced that Commissioner Saritzky is stepping down from the Soundstage Committee. Commissioner Blum has agreed to head the committee in her place.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote announced that 3 television pilots (Eli Stone, Journeyman, and Women's Murder Club) filmed selected scenes in San Francisco during the month of March and one pilot (The Cure) filmed outside of San Francisco with only one day of plate shots here in the City. While all pilots are set in San Francisco only 7 days of filming took place in San Francisco. Four pilots would normally generate 56 days of filming.





SAN FRANCISCO
FILM COMMISSION

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Executive Director Coyote went on to tell the Commission about a television commercial filmed by Fox Sports in correlation with the All Star Game taking place at AT&T Park in July. She told the Commission that because of the large amount of street closures, police, etc. that will be required to facilitate this event, the Film Office will to its best to facilitate any filming that may come to San Francisco during this five day time period.

Executive Director Coyote, told the Commission of a meeting she had with President Morris and Vice President Rominger to establish goals for the Film Office for the 2007 calendar year. Some ideas discussed included an expansion and broadening of the Film Commission and the passage of resolutions to expand the role of the Film Commission. She then announced the completion of the Film Office brochure, incentive brochure, incentive postcards, new marketing campaign and marketing postcards for 50th San Francisco International Film Festival. She also told the Commission about the tradeshow booth designed for the Commission by Acme Studios.

She described the Office's successful presence at the AFCI Location's Tradeshow. Executive Director Coyote told the Commission that the AFCI had awarded the Film Commission's new logo First Place in their Marketing Awards. She also told the Commission about her presentation on the "Scene in San Francisco" rebate program at the FLICS board meeting. A number of other California filming jurisdictions expressed frustrations similar to those of the Commission regarding the lack of statewide incentives.

Commissioner Chew expressed congratulations to the staff on the completion of the marketing materials.

David Fine asked for a report on those representatives at the state level that are not supporting legislation towards the creation of an incentive program. Executive Director Coyote informed the Commission that no legislation had made it to the floor for a vote so there are no records to generate such a report.

TREASURE ISLAND BUILDING THREE (DISCUSSION/ACTION)

President Morris told the Commission about his meeting with the producer of Eli Stone. He was told that the reason Eli Stone did not base in San Francisco was strictly financial. This began a discussion of ways to make San Francisco more fiscally attractive. The subject that continues to arise is the lack of a soundstage. President Morris suggested the passage of a resolution dedicating Treasure Island Building Three to film production. He noted the absence of Deputy City Attorney Mariam Morley and suggested the conversation be continued to a future meeting.

Executive Coyote reminded the Commission that the building is governed by TIDA, an enterprise department charged with making a profit, which she said does complicate the situation but explained that the idea would be for the Film Commission to establish some method in which to enhance our rebate program by offering the facility free of cost.

STREAMLINING FILMING PERMITS (DISCUSSION ONLY)

President Morris reminded the Commission of the importance of streamlining the permitting process for filmmakers. This is an important step in order to improve San Francisco's image as film friendly.





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Executive Director Coyote told the Commission about a meeting she had with the leasing agents from the Port of San Francisco. This meeting resulted in the drafting of a proposal for the creation of a specific film related lease for large film projects taking place on Port property while exploring options for a MOU between the Film Commission and the Port that would allow small filming projects to be placed on the Film Office use agreement. Along with this was the mention of the possibility of creating a list of available office and parking space that could be leased on an as needed basis at a special Film Commission rate. Not only will this benefit filmmakers but it will also decrease the cost incurred by the Port in the facilitation of filming allowing them to see greater profits from film permits.

DIRECT SALES AND MARKETING TO LA PRODUCERS AND STUDIOS (DISCUSSION ONLY)

President Morris discussed the briefing for production and post production executives in Los Angeles, hosted by a 20th Century Fox representative that took place in Los Angeles last year. He said that he would like to set up similar meetings with key production executives in both the film and television industries. He is hoping that some other incentives, such as the production facilities and streamlined permits, can be in place before these sales calls take place. President Morris said he was planning to schedule the first round of the sales call for mid summer with another round in the fall.

An unidentified speaker suggested that the Commission place sales calls even before establishing production facilities and encourage these executives to help lobby the City to have these facilities established for them.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Another unidentified speaker suggested that a representative of the Commission attend a question and answer session of the SFIFF's screening of *Fog City Mavericks* and during this session ask those involved to use their influence and ties to San Francisco to lobby studios to make movies in the City.

David Fine, asked if the City has a lobbyist dedicated to working with officials in Sacramento. Executive Director Coyote informed Mr. Fine that the City does have a lobbyist that did work on the last incentive bill and that the Mayor wrote a letter to the lawmakers but that those efforts were unsuccessful. Mr. Fine asked about getting the name of the lobbyist.

Commissioner Saritzky asked about the interdepartmental meeting that was requested by the Commission a year ago and asked for an update from the Executive Director. Ms. Coyote responded that the Mayor's office suggested the Film Office go from department to department on an individual basis. While the Film Office has found this helpful, it is still her opinion that a group meeting could be beneficial so that each department will see how many other departments are involved in the permitting of filming in San Francisco and possibly investigate a uniformity between departments. President Morris suggested that the Commission request this meeting in the form of a resolution.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion to adjourn the meeting. Commissioner Kanbar seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:43pm.





SAN FRANCISCO
FILM COMMISSION

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6F
F30
#1
5/28/07
cancelled

NOTICE OF CANCELLATION

The May 28, 2007 Commission meeting has been CANCELLED as it falls on the Memorial Day Holiday.

The next regular meeting is scheduled for:

Date: June 25, 2007
Time: 2:00 pm
Place: City Hall, Room 416

10:30 a.m. mst
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MAY - 8 2007

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San Francisco Film Commission
1 Dr. Carlton B. Goodlett Place, Room 473
San Francisco, CA 94102

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100 Larkin St
San Francisco, CA 94102



SAN FRANCISCO
FILM COMMISSION

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5F
F30
#1
6/25/07

SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: June 25, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

- 1. CALL TO ORDER / ROLL CALL**
- 2. APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the March 26, 2007 Commission meeting.
- 3. PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
- 4. STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
- 5. AMENDMENTS TO BYLAWS** **Action**
A proposal to change the regular meeting schedule to bi-monthly and notifications to email.
- 6. RESOLUTION REQUESTING TREASURE ISLAND BUILDING 3 BE LEASED TO THE FILM COMMISSION** **Action**
The Film Commission will vote on a resolution requesting that Treasure Island Building 3 be leased to the Commission so that it may be offered to filmmakers in the hopes of luring more production to San Francisco.
- 7. RESOLUTION ENCOURAGING ALL CITY DEPARTMENTS TO ACTIVELY WORK TO STREAMLINE THE PERMITTING PROCESS FOR APPLICANTS** **Action**
The Film Commission will vote on a resolution requesting that City Departments work together to develop a uniform, streamlined permit process for filmmakers.
- 8. GENERAL PUBLIC COMMENT** **Discussion**
- 9. ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

***Proposed resolutions will be mailed and posted on or before June 21st

12:40 pm mst
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JUN 18 2007



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FILM COMMISSION

JAMES W. MORRIS
PRESIDENT

LORRAE ROMINGER
VICE PRESIDENT

MELANIE BLUM

PETER BRAIT

DON M. CANADY

JOAN CHEN

GREGORY D. CHEW

MAURICE KANBAR

JAMES W. McCULLOUGH, III

ROBERT MORALES

MARLENE SHARON SARITZKY

OFFICE STAFF

STEFANIE COYOTE
EXECUTIVE DIRECTOR

KRISTIN TREIBER
DEPUTY DIRECTOR

LAUREL BETTIKE BARSOTTI
OFFICE MANAGER

Proposed amendment to bylaw number 5

V. Officers

The officers of the Commission shall be a President and a Vice President. The President and Vice President shall be elected at the regular meeting of the Commission held during ~~December~~November of each year, and the new officers shall take office at the regular meeting in January.

In the event the office of President is vacated before expiration of the term, the Vice President shall succeed to that office. Should the office of the Vice President be vacated, an election may be held at the next regular meeting to select a member to fill that office.

Proposed amendment to bylaw number 8

VIII. Regular Meetings of the Commission

The Commission shall meet on the fourth Monday afternoon of ~~every~~every other month at 2:00 p.m. or subject to the call of the President in case of special circumstances. The Commission shall hold ~~no regular meeting in the month of August~~its regular meetings in January, March, May, July, September, and November. If the regular meeting day falls on a legal holiday, the President may fix another day therefor. The meetings of the Commission shall be held at City Hall, 1 Dr. Carlton B. Goodlett Place, Room 416.

All meetings of the Commission shall be open to the public except as provided by law.

Proposed amendment to bylaw number 14

XIV. Minutes

Pursuant to Section 8.16 of the San Francisco Administrative Code, the minutes shall be mailed to the Document section of the Public Library within ten (10) days after the approval of said minutes.

A copy of the Minutes of each meeting of the Commission shall be delivered by ~~mail~~mail or email, before the next regular meeting of the Commission, to each member of the Commission. After the Commission has approved the minutes, the minutes shall be mailed to members of the public requesting them, and to the Document section of the Public Library.



SAN FRANCISCO
FILM COMMISSION

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FILM COMMISSION

JAMES W. MORRIS
PRESIDENT

LORRAE ROMINGER
VICE PRESIDENT

MELANIE BLUM
PETER BRATT
DON M. CANADY
JOAN CHEN
GREGORY D. CHEW
MAURICE KANBAR
JAMES W. McCULLOUGH, III
ROBERT MORALES
MARLENE SHARON SARITZKY

OFFICE STAFF
STEFANIE COYOTE
EXECUTIVE DIRECTOR
KRISTIN TREIBER
DEPUTY DIRECTOR
LAUREL BETTIKE BARSOTTI
OFFICE MANAGER

Dear Commissioners:

It has come to my attention that our Bylaws (Section VIII Regular Meetings of the Commission) outline the frequency of our meetings. Also, according to the Bylaws (Section III Adoption of Bylaws), following public hearing, any amendments to the Bylaws may be adopted by a majority vote of the members.

I find that meeting monthly has not proven to be the most efficient use of Commissioner or staff time. Therefore, on the Agenda for the June 25th regular Film Commission meeting, I have included an action item to change the bylaws to reflect a bi-monthly meeting schedule of the Film Commission that will continue to fall on the 4th Monday of the month at 2 PM.

Additionally, in Section XIV Minutes, I would like to amend the delivery method of the Minutes of the meeting to include email.

Please be prepared to vote on these action items. Thank you.

Sincerely,

Stefanie Coyote

Executive Director, San Francisco Film Commission



SAN FRANCISCO
FILM COMMISSION

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ACCESSIBLE MEETING POLICY

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San Francisco Film Commission Contact: Laurel Barsotti, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org.



1 DR. CARLTON B. GOODLETT PLACE, ROOM 473, SAN FRANCISCO, CALIFORNIA 94102
TEL: (415) 554-6241 FAX: (415) 554-6503



SAN FRANCISCO
FILM COMMISSION

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FILM COMMISSION

June 21, 2007

JAMES W. MORRIS
PRESIDENT

LORRAE ROMINGER
VICE PRESIDENT

MELANIE BLUM

PETER BRATT

DON M. CANADY

JOAN CHEN

GREGORY D. CHEW

MAURICE KANBAR

JAMES W. McCULLOUGH, III

ROBERT MORALES

MARLENE SHARON SARITZKY

Enclosed are the proposed resolutions for the June 25, 2007 Film Commission meeting in City Hall, Room 416 at 2pm. These correspond with agenda items 6 & 7.

Thank you.

OFFICE STAFF

STEFANIE COYOTE
EXECUTIVE DIRECTOR

KRISTIN TREIBER
DEPUTY DIRECTOR

LAUREL BETTIKE BARSOTTI
OFFICE MANAGER

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JUN 25 2007

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**FILM COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

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RESOLUTION No. 07-01

- Whereas, it is the goal of the City and County of San Francisco to increase film and television production in the City; and
- Whereas, film production has the potential to generate substantial revenues to the City from the production's expenditure of millions of dollars on payroll, equipment purchases, hotels rooms, catering services, restaurants as well as other items and services; and
- Whereas, film production has the potential to create hundreds of high paying jobs that offer benefits and training in highly-skilled work; and
- Whereas, film productions are viewed worldwide and stimulate tourism, the primary source of revenue to the City; and
- Whereas, due to the increase in competitive financial incentives created by jurisdictions within the United States and around the world, there has been a staggering decline in film production in the City since 2000; and
- Whereas, the San Francisco Film Commission was created by City ordinance in October, 1988 to develop, recognize, and promote film activities in the City, to explore and promote long-term goals for film-making as a major emphasis of the City's economic and cultural base, and to encourage the recognition of film arts as an art form with widespread economic components; and
- Whereas, between the years of 1995 to 2000 film production was a consistent presence on Treasure Island, utilizing Buildings 180, Building 2, and Building 3 for major film productions and a television series generating an increase in revenues and visibility for the City; and
- Whereas, Building 3 on Treasure Island, the largest of the former production spaces has been unoccupied and put to no City wide economic use since 2000; and
- Whereas, the Mayor expressed support for the subject resolution in his Executive Order dated September 15, 2004; now, therefore, be it
- Resolved, that the San Francisco Film Commission recognizes that in order for the City to increase film and television production in the City and to enjoy the benefits of said production, the City should consider increasing incentives for filmmakers, specifically the use of Treasure Island Building 3, including parking and office space for no fee or for a reduced fee; and be it

Further

Resolved that The San Francisco Film Commission recognizes that in order for the City to increase film and television production in the City and to enjoy the benefits of said production, the San Francisco Film Commission shall work with the Treasure Island Developmental Authority to increase incentives for filmmakers, specifically the use of Treasure Island Building 3, including parking and office space, for no fee or for a reduced fee.

I hereby certify that the foregoing resolution was adopted by the Film Commission at its meeting of month date year

Name
President

**FILM COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION No. 07-02

- Whereas, it is the goal of the City and County of San Francisco to increase film and television production in the City; and
- Whereas, substantial revenues to the City can be gained from the production's expenditure of millions of dollars as well as the creation of hundreds of high paying jobs that offer benefits and training in highly-skilled work; and
- Whereas, films and television programs are viewed worldwide and stimulate tourism, the primary source of revenue to the City; and
- Whereas, competitive financial incentives created by jurisdictions within the United States and around the world, caused a sharp decline in film production in the City since 2000; and
- Whereas, the San Francisco Film Commission was created by City ordinance in October, 1988 to develop, recognize, and promote film activities in the City, to explore and promote long-term goals for film-making as a major emphasis of the City's economic and cultural base, and to encourage the recognition of film arts as an art form with widespread economic components; and
- Whereas, per Chapter 57.4 of the Administrative Code, the Executive Director of the Film Commission is the sole City representative authorized to negotiate use contracts between the City and film production companies; and
- Whereas, the Film Commission facilitates, markets, and represents the City to filmmakers on behalf of all departments; and
- Whereas, it is cumbersome, labor intensive, and costly for film productions to apply to numerous agencies and departments for filming wherein, contrary to the goals of the City with respect to facilitating film productions, each department and agency has a different process and fee structure; and
- Whereas, the Mayor expressed support for the subject resolution in his Executive Order dated September 15, 2004; now, therefore, be it
- Resolved, that the San Francisco Film Commission recognizes that in order for the City to improve the experience for film productions and to achieve the goal of restoring film business to the City, it is incumbent upon the City to adopt practices that will streamline the permit process for film productions; and, be it

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Resolved, that in order for the City to improve the experience for film productions and to achieve the goal of restoring film business to the City, the San Francisco Film Commission shall work with city departments to adopt practices that will streamline the permit process for film productions.

I hereby certify that the foregoing resolution was adopted by the Film Commission at its meeting of month date year

Name,
President

San Francisco Film Commission
1 Dr. Carlton B. Goodlett Place, Room 473
San Francisco, CA 94102

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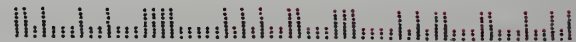
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SAN FRANCISCO
FILM COMMISSION

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MINUTES OF THE JUNE 25, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:

Peter Bratt
Greg Chew
Jim McCullough
Robert Morales
Jim Morris
Lorrae Rominger
Marlene Sharon Saritzky

Commissioners Absent:

Melanie Blum
Don Canady
Joan Chen
Maurice Kanbar

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SEP 20 2007

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APPROVAL OF THE MINUTES FROM THE APRIL 23, 2007 MEETING (ACTION ITEM)

Commissioner Morales made a motion to approve the minutes of the April 23, 2007 meeting. Commissioner McCullough seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris told the Commission about a meeting he had with Barry Jossen, the head of production at ABC. Mr. Jossen told President Morris that Eli Stone's decision to base in Los Angeles was financially driven. He said that having a stage to go along with San Francisco's incentives would help to make San Francisco financially feasible. President Morris felt that this discussion underscored the need for the resolutions that were to be proposed later in the meeting. President Morris concluded that while producers are interested in working in San Francisco more is required to tip the scale in our direction.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 34 projects consisting of 58 film days in May and 21 projects that produced 26 film days in June.





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SAN FRANCISCO
FILM COMMISSION

Executive Director Coyote went on to congratulate Executive Director Graham Leggat and the San Francisco Film Society on the San Francisco International Film Festival for its incredible programming and the events they coordinated for the 50th anniversary of the Film Festival.

Executive Director Coyote told the Commission about meetings she attended in Sacramento on May 9th regarding two bills. AB1696 and SB740. Both were passed out of their respective Committees. AB 1696 with placeholder language for grants to film productions as the incentive and SB740 structured similar to last year's bill AB777 with a below the line tax credit. However, she told the commission that she left Sacramento unsure of their promise for passage.

Executive Director Coyote then went on to describe to the Commission the difficulty the Film Office was having at attracting productions to San Francisco without a viable soundstage. She mentioned a Bruckheimer/Disney project that was lost because of the inability to secure a facility in time for the project. She also discussed that the 3 pilots that filmed in March were picked up by network. While the series' storylines are based in San Francisco, none are actually basing production here and only Journeyman will be doing some days of filming exteriors in San Francisco. She went on to tell the Commission of a meeting she had with Ed Harrington regarding redirecting some of the incentive funds towards the rental of a soundstage in order to better attract these projects to San Francisco. It was decided that this would not be possible without amendments to the legislation.

Finally, Executive Director Coyote told the commission about research that the Film Office had done on past legislation relating to the office. In 1976 the Board's Finance Committee held hearings on the creation of a soundstage. In 1985 the Board directed the Port to follow up on a 1983 study that suggested the transformation of Piers 15 & 17 into sound stages and in 1994 the Board passed a resolution suggesting that the redevelopment agency take over Treasure Island Buildings 2 and 180 for development into soundstages to attract more filming to the area.

Public Comment

Kevin Robinson, ED of Medium Rare, found it interesting that San Francisco been looking at the possibility of creating a stage for over 25 years and asked where San Francisco ranks on the level of productions. Executive Director Coyote responded that we have dropped significantly and may soon drop further down the list because of the incentives being passed by other municipalities.

Commissioner Bratt noted that it had taken New Mexico 15 years of planning to get to their current incentives and stages.

AMENDMENTS TO BYLAWS (ACTION)

Executive Director Coyote presented a recommendation to amend the Film Commission bylaws to establish bimonthly meetings. She noted a frequent lack of substantive agenda items and a belief that making meetings bimonthly would allow for a better allocation of office staff time while possibly bringing in greater public participation.





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Commissioner Chew confirmed that this would not affect the office's ability to call special meetings should something come up requiring the Commission's immediate attention.

Commissioner McCullough stated that he felt that monthly meetings were important and that the time commitment was reasonable. He also stressed that he believes that it is important that the public have a monthly opportunity to access Commissioners.

Executive Director Coyote noted that a Commissioner's ability to attend meetings is not necessarily an indication of their commitment to help the Film Office or facilitate filming in San Francisco. Executive Director Coyote also noted that attendance by the public at Commission meetings was extremely sparse with only 3 - 5 members of the public in attendance.

President Morris stated that he believed Commissioners' obligation to attend meetings would increase with fewer meetings and felt that the time gained by having less meetings could be afforded to greater outreach to the film industry.

Commissioner Bratt agreed with President Morris and noted that there was nothing stopping Commissioners from taking greater initiative, forming committees and being more proactive etc.

Commissioner Rominger made a motion that the amendment to Bylaw 8 be adopted. Commissioner Saritzky seconded the motion.

Public Comment

Kevin Robinson, Executive Director Medium Rare, stated that he did not understand the reasoning behind the proposal to move to bimonthly meetings.

A roll call vote was taken:

Commissioner Bratt - Yes

Commissioner Chew - No

Commissioner McCullough - No

Commissioner Morales - No

Commissioner Morris - Yes

Commissioner Rominger - Yes

Commissioner Saritzky - Yes

The motion failed to gain a quorum of votes on either side and was continued.

No vote was taken on the proposed amendment to Bylaw 5, as it was not necessary without the passage of Bylaw 8.





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The proposed change to Bylaw 14 allowing the Film Office to email meeting documents to Commissioners was explained. Commissioner McCullough moved that this amendment be adopted. Commissioner Morales seconded the motion. The motion passed unanimously.

RESOLUTION REQUESTING TREASURE ISLAND BUILDING 3 BE LEASED TO THE FILM COMMISSION (ACTION)

Executive Director Coyote proposed a resolution requesting that Treasure Island Building 3 be leased to the Film Commission at a reduced rate in order to attract more film makers to San Francisco.

Commissioner Morales made a motion that the resolution be accepted. Commissioner McCullough seconded the motion. Public comment was taken. The Resolution was adopted by a unanimous vote.

Vice President Rominger suggested that the Film Office and Commission strategize how best to move forward and get this accomplished.

RESOLUTION ENCOURAGING ALL CITY DEPARTMENTS TO ACTIVELY WORK TO STREAMLINE THE PERMITTING PROCESS FOR APPLICANTS (ACTION)

Executive Director Coyote proposed a resolution encouraging the streamlining of permitting process for filmmakers working in San Francisco.

Commissioner McCullough made a motion to pass the resolution. Commissioner Morales seconded the motion. Public comment was taken. The resolution was adopted by a unanimous vote.

Commissioner Morales excused himself from the meeting at 2:55pm.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Jim Green, local writer and filmmaker, asked what members of the public usually attend Commission meetings. President Morris explained that in the past attendance was made up of various guild members but that it is most often based upon the items on the agenda and what division of the public these may draw.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion to adjourn the meeting. Commissioner Chew seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:59pm.





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NOTICE OF CANCELLATION

The July 23, 2007 Film Commission meeting has been CANCELLED.

The next regular meeting is scheduled for:

Date: September 24, 2007
Time: 2:00 pm
Place: City Hall, Room 416

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SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: September 24, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the June 25, 2007 Commission meeting.
3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
4. **VICE PRESIDENT'S REPORT** **Discussion**
By Commission Vice President Lorrae Rominger
Report on recent interdepartmental meeting organized by Supervisor Alioto-Pier.
5. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
6. **ETHICS COMMISSION STATEMENT OF INCOMPATIBLE ACTIVITIES FOR FILM COMMISSION** **Action**
7. **GENERAL PUBLIC COMMENT** **Discussion**
8. **ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

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STATEMENT OF INCOMPATIBLE ACTIVITIES

I. INTRODUCTION

This Statement of Incompatible Activities is intended to guide officers and employees of the San Francisco Film Commission (“Department”) about the kinds of activities that are incompatible with their public duties and therefore prohibited. For the purposes of this Statement, and except where otherwise provided, “officer” shall mean the executive director (“director”) and a member of the Film Commission; and “employee” shall mean all employees of the Department.

This Statement is adopted under the provisions of San Francisco Campaign & Governmental Conduct Code (“C&GC Code”) section 3.218. Engaging in the activities that are prohibited by this Statement may subject an employee or officer to discipline, up to and including possible termination of employment or removal from office, as well as to monetary fines and penalties. (C&GC Code § 3.242; Charter § 15.105.) Before an employee or officer is subjected to discipline or penalties for violation of this Statement, the employee or officer will have an opportunity to explain why the activity should not be deemed to be incompatible with his or her City duties. (C&GC Code § 3.218.) Nothing in this document shall modify or reduce any due process rights provided pursuant to the officer or employee’s collective bargaining agreement.

In addition to this Statement, employees and officers are subject to Department policies and State and local laws and rules governing the conduct of public employees and officers, including but not limited to:

- The Political Reform Act, California Government Code § 87100 *et seq.*;
- California Government Code § 1090;
- The San Francisco Charter;
- San Francisco Campaign and Governmental Conduct Code;
- San Francisco Sunshine Ordinance; and
- Applicable Civil Service Rules.

Nothing in this Statement shall exempt any employee or officer from applicable provisions of law, or limit his or her liability for violations of law. Examples provided in this Statement are for illustration purposes only, and are not intended to limit application of this Statement. Nothing in this Statement shall interfere with the rights of employees under a collective bargaining agreement or Memorandum of Understanding applicable to that employee.

Nothing in this Statement shall be construed to prohibit or discourage any City officer or employee from bringing to the City’s and/or public’s attention matters of actual or perceived malfeasance or misappropriation in the conduct of City business, or from filing a complaint alleging that a City officer or employee has engaged in improper governmental activity by violating local campaign finance, lobbying, conflicts of interest or



governmental ethics laws, regulations or rules; violating the California Penal Code by misusing City resources; creating a specified and substantial danger to public health or safety by failing to perform duties required by the officer or employee's City position; or abusing his or her City position to advance a private interest.

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No amendment to any statement of incompatible activities shall become operative until the City and County has satisfied the meet and confer requirements of State law and the collective bargaining agreement.

If an employee has questions about this Statement, the questions should be directed to the employee's supervisor or to the director. Similarly, questions about other applicable laws governing the conduct of public employees should be directed to the employee's supervisor or the director, although the supervisor or director may determine that the question must be addressed to the Ethics Commission or City Attorney. Employees may also contact their unions for advice or information about their rights and responsibilities under these and other laws.

If a City officer has questions about this Statement, the questions should be directed to the officer's appointing authority, the Ethics Commission or the City Attorney.

II. MISSION OF THE FILM COMMISSION

The mission of the Film Commission is to develop, recognize, and promote film activities in the City. In addition, the Executive Director and staff, under the direction of the Executive Director, serve as liaisons between film companies and City departments and are responsible for coordinating film permits required by the City for film productions. The Executive Director is also the sole City representative authorized to negotiate use contracts with organizations seeking to engage in film production. S.F. Admin. Code, Ch. 57.

III. RESTRICTIONS ON INCOMPATIBLE ACTIVITIES

This section prohibits outside activities, including self-employment, that are incompatible with the mission of the Department. Under subsection C, an employee or officer may seek an advance written determination whether a proposed outside activity that is not expressly prohibited by subsections A or B of this section is incompatible and therefore prohibited by this Statement. Outside activities other than those expressly identified here may be determined to be incompatible and therefore prohibited. For an advance written determination request from an employee, if the director delegates the decision-making to a designee and if the designee determines that the proposed activity is incompatible under this Statement, the employee may appeal that determination to the director.

A. RESTRICTIONS THAT APPLY TO ALL EMPLOYEES AND OFFICERS

1. ACTIVITIES THAT CONFLICT WITH OFFICIAL DUTIES.

No employee or officer may engage in an outside activity (regardless of whether the activity is compensated) that conflicts with his or her City duties. An outside activity conflicts with City duties when the ability of the employee or officer to perform the duties of his or her City position is materially impaired. Outside activities that materially impair the ability of an employee or officer to perform his or her City duties include, but are not limited to, activities that disqualify the employee or officer from City assignments or responsibilities on a regular basis. Unless (a) otherwise noted in this section or (b) an advance written determination under subsection C concludes that such activities are not incompatible, the following activities are expressly prohibited by this section.



2. ACTIVITIES WITH EXCESSIVE TIME DEMANDS.

Neither the director nor any employee may engage in outside activity (regardless of whether the activity is compensated) ~~that would cause the~~ director or employee to be absent from his or her assignments on a regular basis, or otherwise require a time commitment that is demonstrated to interfere with the director or employee's performance of his or her City duties.

Example. An employee who works at the Department's front desk answering questions from the public wants to take time off every Tuesday and Thursday from 2:00 to 5:00 to coach soccer. Because the employee's duties require the employee to be at the Department's front desk during regular business hours, and because this outside activity would require the employee to be absent from the office during regular business hours on a regular basis, the director or his/her designee may, pursuant to subsection C, determine that the employee may not engage in this activity.

3. ACTIVITIES THAT ARE SUBJECT TO REVIEW BY THE DEPARTMENT

Unless (a) otherwise noted in this section or (b) an advance written determination under subsection C concludes that such activities are not incompatible, no employee or officer may engage in an outside activity (regardless of whether the activity is compensated) that is subject to the control, inspection, review, audit or enforcement of the Department. In addition to any activity permitted pursuant to subsection C, nothing in this subsection prohibits the following activities: appearing before one's own department or commission on behalf of oneself; filing or otherwise pursuing claims against the City on one's own behalf; running for City elective office; or making a public records disclosure request pursuant to the Sunshine Ordinance or Public Records Act. Unless (a) otherwise noted in this section or (b) an advance written determination under subsection C concludes that such activities are not incompatible, the following activities are expressly prohibited by this section:

Assistance in Responding to City Bids, RFQs and RFPs. No employee or officer may knowingly provide selective assistance (i.e., assistance that is not generally available to all competitors) to individuals or entities in a manner that confers a competitive advantage on a bidder or proposer who is competing for a City contract. Nothing in this Statement prohibits an employee or officer from providing general information about a bid for a City contract, a Department Request for Qualifications or Request for Proposals or corresponding application process that is available to any member of the public. Nothing in this Statement prohibits an employee or officer from speaking to or meeting with individual applicants regarding the individual's application, provided that such assistance is provided on an impartial basis to all applicants who request it.

B. RESTRICTIONS THAT APPLY TO EMPLOYEES IN SPECIFIED POSITIONS

In addition to the restrictions that apply to all employees and officers of the Department, and except as provided in subsection C of this section, the following activities are incompatible for individual employees holding specific positions.

[RESERVED.]



C. ADVANCE WRITTEN DETERMINATION

As set forth below, an employee of the Department or the director or a member of the Film Commission may seek an advance written determination whether a proposed outside activity that is not expressly prohibited by subsections A or B of this section, if any, conflicts with the mission of the Department, imposes excessive time demands, is subject to review by the Department, or is otherwise incompatible and therefore prohibited by section III of this Statement. For the purposes of this section, an employee or other person seeking an advance written determination shall be called "the requestor"; the individual or entity that provides an advance written determination shall be called "the decision-maker."

1. PURPOSE

This subsection permits an officer or employee to seek an advance written determination regarding his or her obligations under subsections A or B of this section. A written determination by the decision-maker that an activity is not incompatible under subsection A or B provides the requestor immunity from any subsequent enforcement action for a violation of this Statement if the material facts are as presented in the requestor's written submission. A written determination cannot exempt the requestor from any applicable law or authorize the requestor to engage in an activity expressly prohibited by this Statement. If an individual has not requested an advance written determination under subsection C as to whether an activity is incompatible with this Statement, and the individual engages in that activity, the individual will not be immune from any subsequent enforcement action brought pursuant to this Statement. Similarly, if an individual has requested an advance written determination under subsection C as to whether an activity is incompatible with this Statement, and the individual engages in that activity, the individual will not be immune from any subsequent enforcement action brought pursuant to this Statement if: (a) the requestor is an employee who has not received a determination under subsection C from the decision-maker, and 20 working days have not yet elapsed since the request was made; or (b) the requestor is an officer who has not received a determination under subsection C from the decision-maker; or (c) the requestor has received a determination under subsection C that an activity is incompatible.

In addition to the advance written determination process set forth below, the San Francisco Charter also permits any person to seek a written opinion from the Ethics Commission with respect to that person's duties under provisions of the Charter or any City ordinance relating to conflicts of interest and governmental ethics. Any person who acts in good faith on an opinion issued by the Commission and concurred in by the City Attorney and District Attorney is immune from criminal or civil penalties for so acting, provided that the material facts are as stated in the opinion request. Nothing in this subsection precludes a person from requesting a written opinion from the Ethics Commission regarding that person's duties under this Statement.

2. THE DECISION-MAKER

Decision-maker for request by an employee: An employee of the Department may seek an advance written determination from the director or his or her designee. The director or his or her designee will be deemed the decision-maker for the employee's request.



Decision-maker for request by the director: The director may seek an advance written determination from his or her appointing authority. The appointing authority will be deemed the decision-maker for the director's request.

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Decision-maker for request by a member of the Film Commission: A member of the Film Commission may seek an advance written determination from his or her appointing authority or from his or her commission, or the Ethics Commission. The appointing authority, Film Commission or Ethics Commission will be deemed the decision-maker for the member's request.

3. THE PROCESS

The requestor must provide, in writing, a description of the proposed activity and an explanation of why the activity is not incompatible under this Statement. The written material must describe the proposed activity in sufficient detail for the decision-maker to make a fully informed determination whether it is incompatible under this Statement.

When making a determination under this subsection, the decision-maker may consider any relevant factors including, but not limited to, the impact on the requestor's ability to perform his or her job, the impact upon the Department as a whole, compliance with applicable laws and rules and the spirit and intent of this Statement. The decision-maker shall consider all relevant written materials submitted by the requestor. The decision-maker shall also consider whether the written material provided by the requestor is sufficiently specific and detailed to enable the decision-maker to make a fully informed determination. The decision-maker may request additional information from the requestor if the decision-maker deems such information necessary. For an advance written determination request from an employee, if the director delegates the decision-making to a designee and if the designee determines that the proposed activity is incompatible under this Statement, the employee may appeal that determination to the director.

The decision-maker shall respond to the request by providing a written determination to the requestor by mail, email, personal delivery, or other reliable means. For a request by an employee, the decision-maker shall provide the determination within a reasonable period of time depending on the circumstances and the complexity of the request, but not later than 20 working days from the date of the request. If the decision-maker does not provide a written determination to the employee within 20 working days from the date of the employee's request, the decision-maker shall be deemed to have determined that the proposed activity does not violate this Statement.

The decision-maker may revoke the written determination at any time based on changed facts or circumstances or other good cause, by providing advance written notice to the requestor. The written notice shall specify the changed facts or circumstances or other good cause that warrants revocation of the advance written determination.

4. DETERMINATIONS ARE PUBLIC RECORDS

To assure that these rules are enforced equally, requests for advance written determinations and written determinations, including approvals and denials, are public records to the extent permitted by law.



IV. RESTRICTIONS ON USE OF CITY RESOURCES, CITY WORK-PRODUCT AND PRESTIGE

A. USE OF CITY RESOURCES

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No employee or officer may use City resources, including, without limitation, facilities, telephone, computer, copier, fax machine, e-mail, internet access, stationery and supplies, for any non-City purpose, including any political activity or personal purpose. No employee or officer may allow any other person to use City resources, including, without limitation, facilities, telephone, computer, copier, fax machine, e-mail, internet access, stationery and supplies, for any non-City purpose, including any political activity or personal purpose. Notwithstanding these general prohibitions, any incidental and minimal use of City resources does not constitute a violation of this section. Nothing in this subsection shall be interpreted or applied to interfere with, restrict or supersede any rights or entitlements of employees, recognized employee organizations, or their members under state law or regulation or pursuant to provisions of a collective bargaining agreement to use City facilities, equipment or resources, as defined herein.

Example. An employee or officer may use the telephone to make occasional calls to arrange medical appointments or speak with a child care provider, because this is an incidental and minimal use of City resources for a personal purpose.

Nothing in this Statement shall exempt any employee or officer from complying with more restrictive policies of the Department regarding use of City resources, including, without limitation, the Department's e-mail policy.

B. USE OF CITY WORK-PRODUCT

No employee or officer may, in exchange for anything of value and without appropriate authorization, sell, publish or otherwise use any non-public materials that were prepared on City time or while using City facilities, property (including without limitation, intellectual property), equipment and/or materials. For the purpose of this prohibition, appropriate authorization includes authorization granted by law, including the Sunshine Ordinance, California Public Records Act, the Ralph M. Brown Act as well as whistleblower and improper government activities provisions, or by a supervisor of the officer or employee, including but not limited to the officer or employee's appointing authority. Nothing in this subsection shall be interpreted or applied to interfere with, restrict or supersede any rights or entitlements of employees, recognized employee organizations, or their members under state law or regulation or pursuant to provisions of a collective bargaining agreement to use public materials for collective bargaining agreement negotiations.

C. USE OF PRESTIGE OF THE OFFICE

No employee or officer may use his or her City title or designation in any communication for any private gain or advantage. The following activities are expressly prohibited by this section.

1. USING CITY BUSINESS CARDS

No employee or officer may use his or her City business cards for any purpose that may lead the recipient of the card to think that the employee or officer is acting in an official capacity when the employee or officer is not.



Example of inappropriate use. An employee's friend is having a dispute with his new neighbor who is constructing a fence that the friend believes encroaches on his property. The friend invites the employee over to view the disputed fence. When the neighbor introduces herself, the employee should not hand the neighbor her business card while suggesting that she could help resolve the dispute. Use of a City business card under these circumstances might lead a member of the public to believe that the employee was acting in an official capacity.

Example of acceptable use. An employee is at a party and runs into an old friend who has just moved to town. The friend suggests meeting for dinner and asks how to get in touch with the employee to set up a meeting time. The employee hands the friend the employee's business card and says that he can be reached at the number on the card. Use of a City business card under these circumstances would not lead a member of the public to believe that the employee was acting in an official capacity. Nor would use of the telephone to set up a meeting time constitute a misuse of resources under subsection A, above.

2. USING CITY LETTERHEAD, CITY TITLE, OR E-MAIL

No employee or officer may use City letterhead, City title, City e-mail, or any other City resource, for any communication that may lead the recipient of the communication to think that the employee or officer is acting in an official capacity when the employee or officer is not. (Use of e-mail or letterhead in violation of this section could also violate subsection A of this section, which prohibits use of these resources for any non-City purpose.)

Example. An employee or officer is contesting a parking ticket. The employee or officer should not send a letter on City letterhead to the office that issued the ticket contesting the legal basis for the ticket.

3. HOLDING ONESELF OUT, WITHOUT AUTHORIZATION, AS A REPRESENTATIVE OF THE DEPARTMENT

No employee or officer may hold himself or herself out as a representative of the Department, or as an agent acting on behalf of the Department, unless authorized to do so.

Example. An employee who lives in San Francisco wants to attend a public meeting of a Commission that is considering a land use matter that will affect the employee's neighborhood. The employee may attend the meeting and speak during public comment, but should make clear that he is speaking in his private capacity and not as a representative of the Department.

V. PROHIBITION ON GIFTS FOR ASSISTANCE WITH CITY SERVICES

State and local law place monetary limits on the value of gifts an officer or employee may accept in a calendar year. (Political Reform Act, Gov't Code § 89503, C&GC Code §§ 3.1-101 and 3.216). This section imposes additional limits by prohibiting an officer or employee from accepting any gift that is given in exchange for doing the officer or employee's City job.



No employee or officer may receive or accept gifts from anyone other than the City for the performance of a specific service or act the employee or officer would be expected to render or perform in the regular course of his or her City duties; or for advice about the processes of the City directly related to the employee's or officer's duties and responsibilities, or the processes of the entity they serve.

Example. A member of the public who regularly works with and receives assistance from the Department owns season tickets to the Giants and sends a pair of tickets to an employee of the Department in appreciation for the employee's work. Because the gift is given for the performance of a service the employee is expected to perform in the regular course of City duties, the employee is not permitted to accept the tickets.

Example. A member of the public requests assistance in resolving an issue or complaint that is related to the City and County of San Francisco, but that does not directly involve the Department. The employee directs the member of the public to the appropriate department and officer to resolve the matter. The member of the public offers the employee a gift in appreciation for this assistance. The employee may not accept the gift, or anything of value from anyone other than the City, for providing this kind of assistance with City services.

Example. Officers and employees may not accept anything of value to assist organizations seeking stipends or grants from the Department in obtaining a stipend or grant.

As used in this statement, the term gift has the same meaning as under the Political Reform Act, including the Act's exceptions to the gift limit. (See Gov't Code §§ 82028, 89503; 2 Cal. Code Regs. §§ 18940-18950.4.) For example, under the Act, a gift that, within 30 days of receipt, is returned, or donated by the employee or officer to a 501(c)(3) organization or federal, state or local government without the employee or officer taking a tax deduction for the donation, will not be deemed to have been accepted. In addition to the exceptions contained in the Act, nothing in this Statement shall preclude an employee's receipt of a bona fide award, or free admission to a testimonial dinner or similar event, to recognize exceptional service by that employee, and which is not provided in return for the rendering of service in a particular matter. Such awards are subject to the limitation on gifts imposed by the Political Reform Act and local law.

In addition, the following gifts are de minimis and therefore exempt from the restrictions on gifts imposed by section V of this Statement:

- i. Gifts, other than cash, with an aggregate value of \$25 or less per occasion; and
- ii. gifts such as food and drink, without regard to value, to be shared in the office among employees or officers.

Example. A member of the public who regularly works with and receives assistance from the Department sends a \$15 basket of fruit to an employee as a holiday gift. Although the fruit may in fact be offered in exchange for performing services that the employee is expected to perform in the regular course of City duties, the employee may accept the fruit because the value is de minimis. (Because the reporting requirement is cumulative, an employee may be required to report even de minimis gifts on his or her Statement of Economic Interests if, over the course of a year, the gifts equal or exceed \$50.)



Example. A member of the public who regularly works with and receives assistance from the Department sends a \$150 basket of fruit to the Department as a holiday gift. Although the fruit may in fact be offered in exchange for performing services that the Department is expected to perform in the regular course of City duties, the Department may accept the fruit basket because it is a gift to the office to be shared among employees and officers.

VI. AMENDMENT OF STATEMENT

Once a Statement of Incompatible Activities is approved by the Ethics Commission, the Department may, subject to the approval of the Ethics Commission, amend the Statement. C&GC Code § 3.218(b). In addition, the Ethics Commission may at any time amend the Statement on its own initiative. No statement of incompatible activities or any amendment thereto shall become operative until the City and County of San Francisco has satisfied the meet and confer requirements of State law and the collective bargaining agreement.

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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE SEPTEMBER 24, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:

- Peter Bratt
- Don Canady
- Greg Chew
- Maurice Kanbar
- Jim McCullough
- Jim Morris
- Lorrae Rominger

Commissioners Absent:

- Melanie Blum
- Joan Chen
- Robert Morales
- Marlene Sharon Saritzky

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APPROVAL OF THE MINUTES FROM THE JUNE 25, 2007 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the June 25, 2007 meeting.
Commissioner Chew seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris noted that while there has been considerable permit activity in San Francisco, it has been primarily smaller productions and short shoots which in turn result in lower captured revenue and job creation for the City. Despite contact with film companies working on scripts based in San Francisco the Film Office has only been able to get the exterior portions of the shoots while the bulk of the script is filmed in Los Angeles or entities offering financial incentives. The producers are sighting financial concerns for their decisions not to film in San Francisco.



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President Morris told the Commission that a Select Committee on the Preservation of California's Film and Television Industry was established and that a hearing was tentatively scheduled for San Francisco on October 25th. In addition to this move to bolster the support for statewide incentives President Morris told the Commission that Executive Director Coyote was in the process of trying to strengthen the "Scene in San Francisco" rebate program by leasing Treasure Island Building 3 for qualifying productions to use free of charge. President Morris said that it was his hope such a package would make San Francisco more appealing and better equip to compete with other jurisdictions.

Finally, President Morris informed the public that Mayor Newsom requested all of his Commissioners and department heads to submit their conditional resignation effective January 7, 2008. He said that he looks forward to continuing to serve at the Mayor's pleasure to further improving the production picture in San Francisco.

Public Comment

Reggie Jackson, Teamster 85, asked who is purchasing Treasure Island and what factor the noise from the Bay Bridge plays in filming on Treasure Island. He noted that 3 pilots filmed last spring but that the local industry seems stagnant. President Morris said we would love to be able to offer more incentives to attract more filmmaking to San Francisco but noted that the average union rates in San Francisco are higher than those in Los Angeles. President Morris assured Mr. Jackson that the Commission is working to overcome this barrier and is just as upset about the lack of filming in San Francisco as he is.

Greg Corrales, USMC veteran and Captain of the Motorcycle Unit of the SFPD, inquired why the USMC was denied a film permit for a recruitment commercial by the Film Office. Executive Director Coyote expressed concern that Capt. Corrales had not contacted the Film Office before making a public accusation before the Film Commission and recruiting Dan Noyes, a KGO TV news reporter to film a segment on Corrales' story, which was a fabrication. She told him that he had been misinformed about the details and explained the interactions with the production company regarding the filming of the commercial. Ultimately, the Film Office's policy not to allow filming on California St. during rush hour with intermittent traffic control, particularly their request for 10 minute stoppages of traffic and the MUNI cable car route had resulted in the production company's decision to film digital plate shots on Sunday September 9th from 6 AM until 10 AM. Executive Director Coyote provided copies of the signed Use Agreement for filming of the USMC Recruitment commercial on September 9, 2007

Jeremiah Morgan, retired Police Officer and Military, took issue with the denial of permission to film on the Golden Gate Bridge. Mr. Morgan was informed that the Film Commission has no jurisdiction over the bridge and played no part in this.

Commissioner Chew informed the audience that as a director of an ad agency it is not unusual to simply use plate shots and add action to a commercial in post production.





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Commissioner Kanbar clarified that no one on the Commission is opposed to the USMC being present in San Francisco and that the Commission welcomes them to San Francisco. He also reassured the public that the Commission supports our military and their sacrifices.

Kevin Robinson, Executive Director of Medium Rare, asked how long it would be until the Commission purchased building three on Treasure Island. President Morris clarified that the Commission would be leasing the building rather than purchasing it and that the lease negotiations were in the final stages.

Vince Rios, Secretary/Treasurer of the War Memorial Commission, asked the Commission if they would welcome the USMC back to San Francisco. President Morris assured Mr. Rios that the Commission is proud of the USMC and reiterated that there was no desire on the part of the Commission to prevent them from coming to San Francisco.

Jeremiah Morgan, retired Police Officer and Military, asked the Commission why they don't permit the Golden Gate Bridge. He was informed that it falls under the jurisdiction of the Golden Gate Bridge Highway and Transportation District.

Commissioner Canady clarified to the audience that while the Board of Supervisors is creating negative feelings towards the United States Military the Film Commission does not hold these feelings.

VICE PRESIDENT'S REPORT (DISCUSSION ONLY)

Vice President Rominger informed the Commission that she is working in conjunction with the Film Office to streamline the film permitting process. She told the Commission that Supervisor Alioto-Pier has been extremely helpful in these efforts and convened a meeting between a number of departments directing them to streamline their paperwork, establish clear fee schedules, and make the insurance process simpler for filmmakers.

Vice President Rominger felt that the meeting was successful and informed the Commission that it is her belief that the Administrative Code must be changed so that all permits issued by City Agencies are simply riders that are attached to the Film Commission's Use Agreement. Vice President Rominger told the Commission that she would begin working with the Film Office and the Supervisor on this.

Commissioner McCullough applauded Vice President Rominger and Supervisor Alioto-Pier's efforts.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the commission that there were 37 projects consisting of 72 film days in July and 36 projects that produced 64 film days in August.





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Executive Director Coyote listed the progress the Film Office had made over the first quarter of the fiscal year on Film Commission initiatives:

- Commissioner Sartizky and Executive Director Coyote briefed the Chief of Staff Phil Ginsberg on the goal and initiatives of the Film Commission. He was receptive and excited to help the Commission move forward.
- Executive Director Coyote was able to attend a hearing in the Senate Business and Professions Committee on AB 1696 which passed out of committee but was quickly reassigned to another committee. The bill was not funded and was amended to a two-year bill with the hopes it would pass in the next legislative session.
- On July 12, 2007 with the help of Supervisor Alioto-Pier the first interdepartmental meeting on film was convened and was a promising first step in reforming how the City does business with the industry.
- The Commission is finalizing a sublease for Building 3 on Treasure Island and is extending the lease of office space and parking with the Port.
- The Film Office mailed over 600 brochures and incentive information to targeted high level producers and other members of the film industry at selected production companies listed in the Hollywood Creative Directory.
- Executive Director Coyote attended the AFCI Cineposium, an industry conference for film commissions from across the globe.
- The office has also continued work on a new website, a reel and the addition of locations to the digital library.
- A presentation of the Film Cluster Analysis is being organized for October 24th at the Koret Auditorium and details will be available and distributed soon.

Commissioner Canady asked why politicians were not more behind filming incentives on a state level. Executive Director Coyote explained that with Los Angeles serving as the production capital of the world incentives could potentially cost California more money than it has cost competing states, making passing such legislation more complex.

Reggie Jackson, Teamsters 85, told the Commission that he thinks the unions should contribute to the incentives to get more business in San Francisco. Commissioner Bratt suggested that the next time legislation come up for a vote, Mr. Jackson organize his union members to attend the hearing and work to let the legislators know the importance of incentives in California.

ETHICS COMMISSION STATEMENT OF INCOMPATIBLE ACTIVITIES FOR FILM COMMISSION (ACTION)

Executive Director Coyote presented the newly adopted Statement of Incompatible Activities from the Ethics Commission.

Commissioner Canady asked how the Statement of Incompatible Activities had changed. Deputy Director





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FILM COMMISSION

Morley explained that the content of the Statement of Incompatible Activities had remained virtually unchanged and that the Ethics Commission had tried to put all the statements throughout the City onto a uniform template as this new one is.

Commissioner Canady made a motion for the Commission to adopt the new Statement of Incompatible Activities. Commissioner Kanbar seconded the motion. The motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

None.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion to adjourn the meeting. Commissioner Bratt seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 3:04pm.





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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

SF
F30
#1
10/22/07
cancelled
The October 22, 2007 Film Commission meeting has been CANCELLED.

A special meeting in which the ICF International Film Cluster Analysis will be presented has been scheduled for:

Date: October 24, 2007
Time: 7:00 pm
Place: San Francisco Public Library
100 Larkin St., at Grove
Koret Auditorium, located on the Library's lower level
Enter 30 Grove St., proceed down stairs

10-13-07A10:06 RCYD

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FILM COMMISSION

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SAN FRANCISCO
FILM COMMISSION

SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: November 26, 2007
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. CALL TO ORDER / ROLL CALL

2. APPROVAL OF THE MINUTES

Presentation of and possible action to approve the minutes of the September 24, 2007 Commission meeting.

Action

3. PRESIDENT'S REPORT

By Commission President Jim Morris.

Discussion

4. STAFF REPORT

By Executive Director Stefanie Coyote.

This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.

Discussion

5. GENERAL PUBLIC COMMENT

Discussion

6. ADJOURNMENT

(Requires motion and public comment)

Action

NOTE: Public comment will be taken on each item of the agenda.

11-21-07 PM 1:13 RCYD

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SF Film Commission

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MINUTES OF THE NOVEMBER 26, 2007 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:

Peter Bratt
Joan Chen
Greg Chew
Maurice Kanbar
Jim McCullough
Robert Morales
Jim Morris
Marlene Sharon Saritzky

Commissioners Absent:

Melanie Blum
Don Canady
Lorrae Rominger

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APPROVAL OF THE MINUTES FROM THE SEPTEMBER 24, 2007 MEETING (ACTION ITEM)

Commissioner McCullough made a motion to approve the minutes of the September 24, 2007 meeting. Commissioner Morales seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris used his report as an opportunity to follow up on the USMC commercial and the concerns surrounding their filming in San Francisco. President Morris explained that the Commission had received a letter from Capt. Corrales outlining his concerns. He also discussed a letter from Don Block, CEO of Tight Productions, clarifying the misunderstanding from the opinion of the company that produced the commercial and informing the Commission of Tight Productions' satisfaction with the outcome of their filming in San Francisco. President Morris then read Mr. Block's letter to the Commission. President Morris concluded his report by reading the letter he had composed in response to Capt. Corrales.

Commissioner McCullough asked if Channel 7 had issued any retraction to the falsities presented in Dan Noyes' coverage of the story. President Morris said they had not and that while a retraction would be appreciated he worries that returning to this story may bring more press to Los Angeles about problems with filming in San Francisco, an image we are working so hard to dispel.

David Hakim, Bay Area Film Alliance, asked the Commission why a censure of Capt. Corrales had not been called for as he inappropriately raised issues publicly from his position as a City employee.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 52 projects consisting of 133 film days in October 2007 in comparison to 37 projects for 77 days in October 2006. In November 2007 there were 29 projects that produced 56 film days in comparison to November of 2006 when 35 projects produced 37 days of filming.

Executive Director Coyote expressed her disappointment in the media's lack of fact checking while reporting on the USMC's filming in San Francisco. Their inaccurate reporting resulted in approximately 1200 accusatory and threatening emails as well as numerous phone calls to the Film Office.

Executive Director Coyote informed the Commission that the sublease of Building 3 on Treasure Island had been completed and would last through April. She also said that Milk had moved into the production offices in the building and would begin eight weeks of filming at the end of January.

Executive Director Coyote told the Commission that the October 25th presentation of the Film Cluster Economic Analysis completed by ICF international did not have a quorum of Commissioners present but that the presentation went on as scheduled. She submitted the recording of the meeting into the public record and informed the public that a copy was available for review at the Film Office. Executive Director Coyote

declared the event a success with over 75 attendees. Dr. Egan made a compelling presentation and the feedback of the study by the production community was very positive. Executive Director Coyote thanked Luis Herrera for making use of the Main Library possible and Amy Jacobsen-Kurokawa and the San Francisco Chapter of the Producers Guild of America for co hosting the event.

Executive Director Coyote told the Commission that Assemblyman Paul Krekorian, chair of the Select Committee on the Preservation of the Entertainment Industry in the State of California, organized a hearing on the state of production in California. It was held on October 26th at the State Building and in attendance were Assemblyman Mark Leno, Assemblyman Anthony Portantino and Assemblywoman Fiona Ma. A panel that included State Film Commissioner Amy Lemisch, Executive Director Coyote, Teamster Local 85 driver Tony Sacco, Teamster Local 85 location manager Peter Kwong, IATSE Local 16 grip Don Henderson, and CEO of Giant Killer Robots John Vegher submitted testimony to the Committee.

Executive Director Coyote announced that *Four Christmases* starring Reese Witherspoon and Vince Vaughn would be filming in San Francisco for five days in December.

Executive Director Coyote concluded her report when informing the Commission that the Office had hosted a networking social for local agencies and City Departments that interface with film productions. This was a great opportunity for over 40 permitting entities and location managers to meet and continue the good relationships that have been built over time. The social was held at the Fort Mason Officers Club, which was generously donated by Amy Brees of the Golden Gate National Recreation Area and was so well received that the office hopes to turn this into an annual event.

Commissioner McCullough asked if Women's Murder Club had returned to San Francisco for any additional filming. Executive Director Coyote informed him that only Eli Stone had returned and that they had simply taken digital plate shots. President Morris told the Commission about a company he had researched that specialized in stitching digital plate shots allowing productions to avoid traveling to location while still producing realistic shots. Commissioner Chew noted that technological advances such as this were noted in the Film Cluster Analysis as a contributing factor to the loss of filming in the Bay Area.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

None.

ADJOURNMENT (ACTION ITEM)

Commissioner McCullough made a motion to adjourn the meeting. Commissioner Kanbar seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:25pm.

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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

The December 24, 2007 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: January 22, 2008
Time: 2:00 pm
Place: City Hall, Room 416

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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

*30
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2/24/07
cancelled
revised*

The December 24, 2007 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: January 28, 2008
Time: 2:00 pm
Place: City Hall, Room 416

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SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: January 28, 2008
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
 Presentation of and possible action to approve the minutes of the November 26, 2007 Commission meeting.
 ***A draft of the minutes is available for inspection on the website and in the Film Office
- 28/08 3. **PRESIDENT'S REPORT** **Discussion**
 By Commission President Jim Morris.
4. **STAFF REPORT** **Discussion**
 By Executive Director Stefanie Coyote.
 This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
5. **NOMINATION AND ELECTION OF COMMISSION PRESIDENT** **Action**
6. **NOMINATION AND ELECTION OF COMMISSION VICE PRESIDENT** **Action**
7. **AMENDMENT TO ADMIN. CODE SEC 57.8** **Action**
 Discussion and possible action to urge the Board of Supervisors to adopt Supervisor Alioto-Pier's production rebate legislation, which would remove the cap on individual rebates. (File No. 071659)
 ***A copy of File No. 071659 is available for inspection on the website and in the Film Office
8. **STANDARDIZING PROCEDURES FOR FILM PERMITS** **Action**
 Discussion and possible action to urge the Board of Supervisors to approve Supervisor Alioto-Pier's resolution (File No. 071660) re streamlining film permitting procedures.
 ***A copy of File No 071660 is available for inspection on the website and in the Film Office
9. **GENERAL PUBLIC COMMENT** **Discussion**
10. **ADJOURNMENT** **Action**
 (Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.



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If you wish to remain on the Film Commission's mailing list, you must notify the Film Commission in writing before March 5, 2008.

You may make your request by either:

Emailing the Film Office at: Film@sfgov.org or

By sending a letter to:

San Francisco Film Commission
City Hall, Room 473
1 Dr. Carlton B. Goodlett Pl.
San Francisco, CA 94102

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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE JANUARY 28, 2008 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:02pm.

ROLL CALL

Commissioners Present:

Melanie Blum
Denise Bradley
Peter Bratt
Don Canady
Joan Chen
Robert Morales
Jim Morris
Lorrae Rominger
Villy Wang

Commissioners Absent:

Maurice Kanbar
Marlene Sharon Saritzky

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APPROVAL OF THE MINUTES FROM THE NOVEMBER 26, 2007 MEETING (ACTION ITEM)

Commissioner Morales made a motion to approve the minutes of the November 26, 2007 meeting. Vice President Rominger seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris used his report as an opportunity to welcome Commissioners Bradley and Wang to the Film Commission. He gave each an opportunity to outline their experience in the film industry. Commissioner Bradley told the Commission of her experience in the sales and marketing aspect of the entertainment industry. Commissioner Wang reminded the Commission of her non-profit, BAYCAT, whom the Commission hired to design the marketing pieces for the Scene in San Francisco rebate program.

President Morris then went on to outline the agenda items for the meeting. Commissioner Morales commented that the proposed legislation on the incentive program was very important and that the Commission should make lobbying for its passage a priority.



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SAN FRANCISCO
FILM COMMISSION

Public comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 39 projects consisting of 73 film days in December 2007 in comparison to 36 projects for 74 days in December 2006. In January 2008 there were 25 projects that produced 43 film days in comparison to January of 2007 when 16 projects produced 46 days of filming.

Executive Director Coyote also welcomed Denise Bradley and Villy Wang to the Film Commission. She then thanked Greg Chew and Jim McCullough for their contribution over the course of their terms. Ms. Coyote proceeded to thank the rest of the Commission for their support over the year and to specifically acknowledge President Jim Morris and Vice President Lorrae Rominger for their service as President and Vice President of the Commission and acknowledged their active participation and support over the past year.

Executive Director Coyote noted that, as usual, December was a slow production month but that the filming of Four Christmases was successful and managed to navigate the adverse weather we had while they were in town. Particularly helpful to the success of the filming was Larry Horn at the San Francisco Airport. His generosity of time and staff for the facilitation of the filming during the busy holiday travel season was the key to the film's successful stay in San Francisco.

During the usual slow holiday times the Film Office was kept busy facilitating the feature film "Milk." Some areas requiring the Office's assistance included working with PG&E to ensure that scheduled repairs did not impact the film crew, attending meetings with local Castro merchants to discuss the upcoming filming, work with the production and Deputy City Attorney to facilitate contracts with DPT, DPW, MUNI, SFPD, SFUSD and others.

Finally Executive Director Coyote told the Commission that the Film Office had requested an extension of the lease of Building 3 on Treasure Island through 2008 as the building has worked well to facilitate "Milk" and is a critical piece of our incentive program showing the production company that San Francisco is serious about attracting and keeping filming.

Public Comment was taken.

NOMINATION AND ELECTION OF COMMISSION PRESIDENT (ACTION)

Commissioner Blum thanked President Morris and Vice President Rominger for a great year of service and expressed how fortunate she believes the Commission is to have their background and experience. She made a motion to reelect Commissioner Jim Morris as President. Commissioner Morales seconded the motion. Public Comment was taken. President Morris was unanimously reelected.





NOMINATION AND ELECTION OF COMMISSION VICE PRESIDENT (ACTION)

Commissioner Blum made a motion to reelect Commissioner Lorrae Rominger as Vice President. Commissioner Canady seconded the motion. Public Comment was taken. Vice President Rominger was unanimously reelected.

AMENDMENT TO ADMIN CODE 57.8 (ACTION)

President Morris explained that part one of the legislation called for a change to the Film Commissions name. The goal of this amendment would be to help the Film Commission expand its purview to cover the changes currently being experienced in the production medium. He noted the importance in keeping up with these changes not only to continue to facilitate incoming productions but also to attract productions taking advantage of these new mediums. President Morris questioned the name change without further discussion by the Commission and suggested that maybe a committee should evaluate this proposal first.

Commissioner Canady said that he liked the idea of a name change as it would add weight to the Commission.

President Morris suggested that Commissioner Wang might be a valuable asset chair of a name change committee. He expressed his belief that a more formal discussion is necessary before review from the Board of Supervisors. Executive Director Coyote suggested that a possible committee also evaluate the Film Commissions mission statement. President Morris said that we can continue to mourn the loss of location filming or take this opportunity to come up with a way to seize these new aspects of the film industry.

President Morris made a motion to urge the Board of Supervisors to remove the proposed name change from the current legislation. Commissioner Morales seconded the motion. Public Comment was taken. The motion passed unanimously.

Executive Director Coyote explained to the Commission that when originally conceived the film rebate legislation did not have a cap on the amount of rebate an individual production could apply for. While going through the approval process language was added limiting the rebate to the amount of taxes paid into the general fund. Unfortunately, the way the cap is calculated makes it very hard for to market the rebate to filmmakers. She expressed her belief that removing the cap would be insignificant in comparison to the increased filming the modified rebate would attract.

The commissioners discussed the financial impact this legislation may have. President Morris pointed out that a \$1 million production gets \$250,000 back when working in Canada. Hopefully by having building three and a rebate without a cap a similar movie could get enough money back to bring us closer to the tipping point of working in San Francisco.

Commissioner Morales made a motion that the Commission recommends the removal of the cap on the rebate program. Commissioner Bradley seconded the motion. Commissioner Bratt recused himself.

Public comment was taken.





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SAN FRANCISCO
FILM COMMISSION

Debbie Brubaker, line producer, thanked the Commission for their hard work on the industry's behalf and said that as someone who works on independent films she sees the Office working hard to support independent films.

The motion passed unanimously with one abstention.

STANDARDIZING PROCEDURES FOR FILM PERMITS (ACTION)

Executive Director Coyote explained that this is a resolution urging city departments to streamline the often complicated filming process. The resolution urges departments to:

- Adopt standard language for insurance requirements
- Amend individual department permits to serve as a rider to the San Francisco Film Commission's use agreement.
- Standardize fees

Commissioner Canady noted that this seemed to be a recurring problem and asked if there were any specific departments that the Film Office was finding to be problematic. Executive Director Coyote said that the departments aren't problematic but they are using old institutionalized procedures and that updating them is not currently a priority for them.

Vice President Rominger made a motion that the Commission recommend that the Board of Supervisors pass the resolution. Commissioner Morales seconded the motion.

Public comment was taken.

Debbie Brubaker, line producer, said that progress in this area is eagerly awaited by the film community and would be invaluable towards making San Francisco more attractive to filmmakers.

The motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

None.

ADJOURNMENT (ACTION ITEM)

Commissioner Morales made a motion to adjourn the meeting. Commissioner Canady seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:58pm.



San Francisco Film Office Proposed Budget 2008-2009

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REVENUE

Permit Fees Collected (projected)	\$85,000
Hotel Tax	\$450,000
Total Revenue	\$535,000

EXPENDITURES

Salaries plus fringes (3 positions)	\$329,000
Temp Salaries	\$ 15,500

Salaries Subtotal **\$344,500**

Professional and Specialized Services	
Reel Scout Contract Maintenance	\$10,800
TI Bldg 3 sublease/Incentives	\$80,000
Port of SF Pier 27 Parking Lease	\$48,000
Professional and Specialize Services Subtotal	\$138,800

Promotions	
Ad Placements (Trade Mags, Events and Festival ads)	\$37,000
Trade Show and conference attendance	\$ 5,000

Promotions Subtotal **\$42,000**

Film Office Expenses	
Subscriptions and Dues	\$2,500
Office Expenses (Xerox)	\$4,000

Film Office Expenses Subtotal **\$6,500**

DTIS Workorder (Special Line Item) **\$3,200**

TOTAL EXPENSES **\$535,000**

3/27/08



SAN FRANCISCO
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NOTICE OF CANCELLATION

SF
F30
#1
2/25/08
cancelled

The February 25, 2008 Film Commission meeting has been CANCELLED.

Please note the upcoming meeting of the Rules Committee hearing scheduled to occur on:

Date: February 28, 2008
Time: 10:00 am
Place: City Hall

The Committee will be considering Sup. Alioto-Pier's proposed amendment to the film production rebate legislation, which would remove the cap on the current rebate.

Feel free to contact the Film Office for any additional information on this hearing or the proposed amendment.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: March 24, 2008
Time: 2:00 pm
Place: City Hall, Room 416

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If you wish to remain on the Film Commission's mailing list, you must notify the Film Commission in writing before March 5, 2008.

You may make your request by either:

Emailing the Film Office at: Film@sfgov.org or

By sending a letter to:

San Francisco Film Commission
City Hall, Room 473
1 Dr. Carlton B. Goodlett Pl.
San Francisco, CA 94102

Please include your name and full address in your written request to continue receiving Film Commission mailings.

Feel free to call the Film Office at 415-554-6241 if you have any questions regarding this matter.



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KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

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FILM COMMISSION

NOTICE OF CANCELLATION

SF
F30
#1
3/24/08
cancelled
The March 24, 2008 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: April 28, 2008
Time: 2:00 pm
Place: City Hall, Room 416

03-18-08A10:56 RCVD

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SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: April 28, 2008
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

1. CALL TO ORDER / ROLL CALL

2. APPROVAL OF THE MINUTES

Action

Presentation of and possible action to approve the minutes of the January 28, 2008 Commission meeting.

3. PRESIDENT'S REPORT

Discussion

By Commission President Jim Morris.

4. STAFF REPORT

Discussion

By Executive Director Stefanie Coyote.

This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.

5. AMENDMENT TO ADMIN CODE 57.8

Action

Discussion and possible action regarding the Board of Supervisors' decision not to pass proposed Amendments to Admin. Code 57.8

6. TREASURE ISLAND BUILDING LEASE OPTIONS

Discussion

Discussion regarding the extension of Film Commission's lease of Treasure Island, Building Three and proposed lease of Building 180.

7. 2008/2009 BUDGET

Action

Discussion and possible action to approve 2008-2009 Film Commission budget.

8. GENERAL PUBLIC COMMENT

Discussion

9. ADJOURNMENT

Action

(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.





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FILM COMMISSION

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MINUTES OF THE APRIL 28, 2008 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:03pm.

ROLL CALL

Commissioners Present:

Melanie Blum
Peter Bratt
Don Canady
Maurice Kanbar
Jim Morris
Lorrae Rominger
Marlene Sharon Saritzky

Commissioners Absent:

Denise Bradley
Joan Chen
Robert Morales
Villy Wang

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APPROVAL OF THE MINUTES FROM THE JANUARY 28, 2008 MEETING (ACTION ITEM)

Vice President Rominger made a motion to approve the minutes of the January 28, 2008 meeting. Commissioner Kanbar seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris acknowledged that Film Commission was disappointed when the Board voted down Supervisor Alioto-Pier's legislation to amend the cap on the Scene in San Francisco rebate program and noted that the Film Commission would continue to face problems in using the rebate to attract projects to San Francisco as a result.

President Morris also noted that TIDA rented Building 3 to a number of private events preventing the Film Commission from extending its lease and in turn eliminating another incentive. President Morris cited a project titled 1906 and the trouble the Film Office is having attracting them to San Francisco with cities like Vancouver offering not only incentives but also stage space. He did note that the producers have agreed to come to the





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Film Office before making any final decisions outlining what exactly San Francisco would need to provide in order for the film to base here.

Public comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 36 projects consisting of 87 film days in February 2008 in comparison to 25 projects for 45 days in February 2007. In March 2008 there were 48 projects that produced 125 film days in comparison to March of 2007 when 38 projects produced 80 days of filming. April 2008 resulted in 51 projects filming for 91 days in comparison to 46 projects filming for 26 days in April 2007. The large projects filming over the 3 months included Milk, Mission Street Rhapsody, American Eagle, Oprah, BMW, John Ratzenberger's Made in America, Butler's In Love, Green Works, and Battleground Earth.

Executive Director Coyote explained the large amount of time that was invested by the film office to assist in facilitate the filming of Milk. Executive Director Coyote noted that there were very few complaints from the public and that the productions overall experience in San Francisco was very positive. Executive Director Coyote thanked all those City departments that helped to coordinate the filming with a special thanks to Angela Calvillo, the Clerk of the Board of Supervisors.

Executive Director Coyote went on to tell the Commission that the low budget feature, Mission Street Rhapsody, directed by Peter Bratt and starring Benjamin Bratt had filmed in March. It was filmed almost entirely in the Mission and incorporated a pilot program for green filming by recycling on location and providing water bottles that could be filled from 5 gallon containers for their staff. It was truly a model to be replicated and the Film Office hopes to create a certification for environmentally conscious films including some kind of programmatic incentive in the future.

Executive Director Coyote explained to the Commission that after the legislation calling for an amendment to the cap on the Scene in San Francisco rebate program passed on its initial reading before the Board of Supervisors on April 15, 2008 the large contingent of supporters present at the meeting celebrated and vacated the chambers. Unfortunately, later in the meeting Supervisor Maxwell asked for a re-vote and both she and Supervisor Mirkarimi changed their votes, defeating the legislation and demoralizing the local film community.

Executive Director Coyote told the Commission about attending the California Film Commission's speed dating breakfast, a conference call regarding statewide incentives with Senator Don Perata, the Legion of Honor's plans to mark the 50th anniversary of Vertigo with a party this summer, and the Mayor's reappointment of President Morris and Commissioner Kanbar.

Finally, Executive Director Coyote told the Commission that we had taken first place for a Direct Marketing Piece in the Association of Film Commissioners International's marketing awards. This was for the incentives



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brochure designed by BAYCAT.

Public Comment was taken.

Ken Miller, Musicians Union Recording Committee, asked why the Supervisors had voted no on the amendments to the rebate program. Coyote explained that the office had no knowledge as to why individual Supervisors had voted no.

Greg Chew, Immigrant Rights Commission, told the Commissioners it had been an honor to serve with them. He went on to explain that he now works with the Immigrant Rights Commission but still has an active interest in filming in San Francisco. He mentioned that a number of Asian Americans have filmed and want to film again in San Francisco and that he would be interested in providing any facilitation the Film Commission may need.

AMENDMENT TO ADMIN CODE 57.8 (ACTION)

The Commissioners discussed their reaction to the Board of Supervisors rejection of the amendment to 57.8.

Commissioner Canady felt that as a Commission we should take action to find out why Supervisors Maxwell and Mirkarimi had changed their votes at the last minute. Vice President Rominger agreed and asked if the Film Office had had the chance to do so. Executive Director Coyote explained that for protocol reasons the office had decided to wait for the Commission to determine the most appropriate next step.

President Morris asked what Supervisor Alioto-Pier saw as the best next step. Executive Director Coyote explained that Supervisor Alioto-Pier felt that after discovering what the Supervisors specific issues were the Film Office could either tweak the current amendment by possibly removing the current sales tax rebate or the office could possibly investigate other types of legislation such as a ballot measure.

Commissioner Saritzky surmised that it appeared the vote had been based upon internal politics while Commissioner Canady noted that these supervisors had constituents in need of jobs also and that the office should work to motivate these constituents to contact their representatives and let them know that they support this legislation.

Commissioner Kanbar asked for clarification on how the Supervisors voted. Executive Director Coyote told the Commission the legislation was supported by Supervisors Dufty, Alioto-Pier, Chu, and Elsbernd while Supervisors Daly, Peskin, Sandoval, Mirkarimi, McGoldrick and Maxwell had all voted to defeat the amendment.

Commissioner Bratt suggested that the Commission write a former letter to the Board.

President Morris wondered if a full frontal assault or a more tactful approach would be best. Executive Director Coyote noted that the Commission serves to advise the Mayor and Board so a response to a policy decision



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directly affecting our Commission would not be inappropriate.

Commissioner Blum agreed that criticism is not usually well received by anyone and suggested a letter to the editor or op-ed requesting that the Board work with the Commission to improve the rebate program. Executive Director Coyote expressed support for this idea noting that it would be the easiest way to clearly and publicly state the Commissions argument without offending anyone. Commissioner Bratt noted that community leaders and other positively affected by filming would hopefully write in a response to the letter to further bolster the Commissions arguments.

Commissioner Kanbar noted that the ultimate objective is to get the required votes and suggested that the Commission not neglect the one on one approach with the Supervisors to achieve this. He offered to speak with Peskin to ascertain what his issues with the legislation were. Commissioner Blum agreed that a two prong attack of an op-ed and meetings with individual Supervisors would most likely be the best approach.

Commissioner Canady made a motion that the Film Office write an op-ed. Commissioner Bratt seconded the motion.

Public Comment was taken.

Ken Miller, Musicians Union Recording Committee, inquired what changing the cap meant and how it would bring in more work.

The motion passed unanimously.

TREASURE ISLAND BUILDING LEASE OPTIONS (DISCUSSION)

Executive Director Coyote explained to the Commission that the Film Office has the opportunity to extend the lease on Building 3 for 6 months. She expressed apprehension with this offer because the lease would require that we vacate the building from September through November as TIDA had contracted with a number of private events over that time period. During this time the Film Office would be given use of building 180.

President Morris agreed that this was not an ideal situation and questioned how the office could reasonably market such an agreement to producers. Executive Coyote explained that it was for this reason that she felt it would be in the Commission's best interest to enter a long term lease beginning in December that gives an option for renewal to preventing this situation in the future. She also suggested that the office allow the lease to lapse until this could be achieved. Commissioner Canady agreed that a solid deal appeared to be the best option.

The Commission agreed that such a space needed to be continually available and that the best option at this point was to save the money on renting building 180 over the interim and instead embark on a lease for Building 3 in December.



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Public Comment was taken.

2008/2009 BUDGET (ACTION)

Executive Director Coyote referred the Commissioners and the public to the proposed budget in their meeting materials.

Vice President Rominger asked what Reel-Scout Maintenance covered. Executive Director Coyote explained that this was a line item for the digital photo library contract the Film Office entered in August of 2006 and is currently obligated to pay.

President Morris confirmed with Executive Director Coyote that the proposed budget was comparatively similar to the previous year's budget.

Vice President Rominger moved that the Film Commission approve the proposed budget. Commissioner Bratt seconded the motion. Public Comment was taken; the motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Greg Chew, Immigrant Rights Commission, reiterated his support for the Film Commission in the future. President Morris thanked Commissioner Chew both for his previous service and his continued support.

Ken Miller, Local 6, expressed the Musicians Union's interest in getting more involved and increasing their dialogue with the Film Commission. Commissioner Canady expressed his hope that a more consistent quorum could help facilitate such communications. Executive Director Coyote noted that many Film Commissions including the California Film Commission meet on a quarterly basis and expressed her belief that our Commissioners work hard to coordinate and assist the Film Office and its constituents on a regular basis.

ADJOURNMENT (ACTION ITEM)

Commissioner Kanbar made a motion to adjourn the meeting. Commissioner Canady seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 3:02pm.



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SF Film Commission

60

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Full Commission Meetings

Year: 2008 go

NOTICE OF CANCELLATION

The May 26, 2008 Film Commission meeting has been CANCELLED as it falls on Memorial Day.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: June 23, 2008
Time: 2:00 pm
Place: City Hall, Room 416

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City and County of San Francisco #2008-2009

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SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: June 23, 2008
 TIME: 2:00 PM
 PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
 AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
 Presentation of and possible action to approve the minutes of the April 28, 2008 Commission meeting.
3. **PRESIDENT'S REPORT** **Discussion**
 By Commission President Jim Morris.
4. **STAFF REPORT** **Discussion**
 By Executive Director Stefanie Coyote.
 This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
5. **9 @ Night, San Francisco Premiere** **Action**
 Discussion and possible action to support the San Francisco premiere of Rob Nilsson's master work, *9@ Night*.
6. **GENERAL PUBLIC COMMENT** **Discussion**
7. **ADJOURNMENT** **Action**
 (Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

If any materials related to an item on this agenda have been distributed to the Film Commission after distribution of the agenda packet, those materials will be available for public inspection at City Hall, Room 473 during normal office hours.





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June 15, 2008

Dear Honorable Film Commissioners:

Rob Nilsson, an internationally acclaimed film director and Bay Area native (also the first American director to win both the Cannes' Camera d'Or and the Grand Prize at Sundance) would like to request the Commission's support for the San Francisco Opening of his master work, *9 @ Night*. This work is a series of nine dramatic feature films chronicling the lives of 40 fictional characters living on the edges of society in San Francisco's Tenderloin.

These films were done with a workshop recruited from the streets--recovering homeless, drug users, and street people mingled with professional actors, inner city residents and all-comers. For 14 years the Tenderloin yGroup's open door workshop met weekly and resulted in the production of 10 feature films, *CHALK* and the nine *9 @ Night* films which will open in the fall in Bay Area Theaters. The films have been shown in film festivals around the world and the World Premier of all nine took place over three nights at the Harvard Film Archive in November, 2007.

As Rob explains it, the series is a model for a digital cinematic revolution which can grow up out of any community, large and small, rich or poor —creating quality work with veracity on par with the best of international cinema.

We would like to have the Film Commission's support for the grassroots events we've planned for the August 29th opening of these films in San Francisco. We plan to have a Pre-Opening Night Benefit for the Faithful Fools Street Ministry of the Tenderloin (where we met for four years), to be held on August 28TH at Delancey St. In addition, we will be giving out the Edwin Johnson Award, an award we're initiating to give to an unsung Tenderloin hero—much like Edwin was.

People who are already supporting this effort include Jeanette Etheridge, Graham Leggat, head of the SF International Film Festival and Mark Fishkin, head of the Mill Valley Film Festival. It would be an honor for us if we could list your support on our invitation to the Pre-Opening Night Benefit.

Warm Regards,

Michelle Allen



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San Francisco Film Commission Contact: Laurel Barsotti, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org



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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE JUNE 23, 2008 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Jim Morris called the meeting to order at 2:04pm.

ROLL CALL

Commissioners Present:

- Denise Bradley
- Peter Bratt
- Maurice Kanbar
- Lorrae Rominger
- Marlene Sharon Saritzky
- Villy Wang

Commissioners Absent:

- Melanie Blum
- Don Canady
- Joan Chen
- Robert Morales
- Jim Morris

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APPROVAL OF THE MINUTES FROM THE APRIL 28, 2008 MEETING (ACTION ITEM)

Commissioner Wang made a motion to approve the minutes of the April 28, 2008 meeting. Commissioner Kanbar seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

In the absence of President Morris there was no report.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 37 projects consisting of 80 film days in May 2008 in comparison to 38 projects for 69 days in May 2007. In June 2008 there were 29 projects that produced 60 film days in comparison to June of 2007 when 30 projects produced 47 days of filming. The large projects filming over the 2 months included a T-mobile commercial, What Not To Wear, Ed's Up, Dinner Impossible, Cialis, and a Film4 Promo which involved a large car jump.

Executive Director Coyote then informed the Commission that the Mayors Office had removed the funds set aside for the *Scene in San Francisco* rebate program from the budget. If applied for, it is the Film Office's





understanding that rebate money would be located as is required by the legislation. Executive Director Coyote assured Commissioners that films coming to San Francisco can be confident that the rebate program has not been eliminated. Executive Director Coyote explained that she was encouraged that the rest of the Film Office budget remained in tact.

Executive Director Coyote then told the Commission that as a result of New York's recently tripling their incentives, Los Angeles had lost a popular television series called Ugly Betty. She expressed dismay at this and said that if cities such as Los Angeles are having a hard time with runaway production it is logical that San Francisco would continue to have problems until California passes rebate legislation.

Commissioner Bradley asked if the lack of dedicated funding for the rebate program resulted in an inability for the Commission to market the program. Executive Director Coyote explained that the Office would not likely promote the program both because the rebate is not significant and because the program in its current form is complicated, making it difficult for producers to factor into their budget.

Commissioner Bradley then asked if there had been any reaction from state legislators to the letter written by the Ugly Betty cast and crew decrying the lack of action on a state level to address runaway production. Executive Director Coyote stated that Gov. Schwarzenegger had made a call to action to the legislature and that there is talk of a trailer bill with incentives added to this year's budget, but that with the deficit this is not very likely.

Public Comment was taken.

9 @ NIGHT SAN FRANCISCO PREMIERE (ACTION)

Executive Director Coyote told the Commission about Director Rob Nilsson's current project for which he partnered with a homeless organization in the Tenderloin to create nine films. For the premier (which will also act as a fundraiser) Rob has asked the Commission to lend its name and logo to the event. Executive Director Coyote discussed Rob's biography noting that he is a pioneer in the digital filmmaking world. She suggested that the Commission support the event.

Commissioner Bratt motioned that the Commission lend its name and logo in support of the 9 @ Night premiere. Commissioner Kanbar seconded the motion. Public Comment was taken; the motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

None.

ADJOURNMENT (ACTION ITEM)

Commissioner Saritzky made a motion to adjourn the meeting. Commissioner Bradley seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:28pm.





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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

The July 28, 2008 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: September 22, 2008
Time: 2:00 pm
Place: City Hall, Room 416

07-23-08A10:52 RVD

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SAN FRANCISCO
FILM COMMISSION

SAN FRANCISCO FILM COMMISSION MEETING AGENDA

SF
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#1
9/22/08

DATE: September 22, 2008
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

- 1. **CALL TO ORDER / ROLL CALL**
- 2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the June 23, 2008 Commission meeting.
- 3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
- 4. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
- 5. **GENERAL PUBLIC COMMENT** **Discussion**
- 6. **ADJOURNMENT** **Action**
(Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

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SAN FRANCISCO
FILM COMMISSION

ACCESSIBLE MEETING POLICY

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KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Frank Darby, Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-7854; e-mail soff@sfgov.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

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SAN FRANCISCO
FILM COMMISSION

REVISED

SAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: September 22, 2008
TIME: 2:00 PM
PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
AGENDA:

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- 1. **CALL TO ORDER / ROLL CALL**
- 2. **APPROVAL OF THE MINUTES** **Action**
Presentation of and possible action to approve the minutes of the June 23, 2008 Commission meeting.
- 3. **PRESIDENT'S REPORT** **Discussion**
By Commission President Jim Morris.
- 4. **STAFF REPORT** **Discussion**
By Executive Director Stefanie Coyote.
This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
- 5. **APPLICATION, GUIDELINES AND RULES FOR FILM HOUSE RESIDENCIES** **Action**
Review and possible adoption of the proposed Film House Residencies application, guidelines and rules for use of Pier 27 Offices.
***A draft of the proposed application, guidelines and rules is available for inspection on the website and in the Film Office
- 6. **GENERAL PUBLIC COMMENT** **Discussion**
- 7. **ADJOURNMENT** **Action**
(Requires motion and public comment)

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SAN FRANCISCO
FILM COMMISSION

MINUTES OF THE SEPTEMBER 22, 2008 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission Vice President Lorrae Rominger called the meeting to order at 2:10pm.

ROLL CALL

Commissioners Present:

- Denise Bradley
- Peter Bratt
- Maurice Kanbar
- Lorrae Rominger
- Marlene Sharon Saritzky
- Villy Wang

Commissioners Absent:

- Melanie Blum
- Don Canady
- Joan Chen
- Robert Morales
- Jim Morris

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APPROVAL OF THE MINUTES FROM THE JUNE 23, 2008 MEETING (ACTION ITEM)

Commissioner Bradley made a motion to approve the minutes of the June 23, 2008 meeting. Commissioner Saritzky seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

In the absence of President Morris there was no report.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 41 projects consisting of 96 film days in July 2008 in comparison to 37 projects for 72 days in July 2007. In August 2008 there were 45 projects that produced 78 film days in comparison to August of 2007 when 37 projects produced 65 days of filming. As of this meeting there had been 23 permits for 51 film days issued in September 2008. This compares to 39 projects consisting of 69 days in September 2007. The large projects filming over the 3 months included an untitled Bollywood film, a short titled Etude in Black, American Idol, VH1 Soul Cities, Dinner & a Movie and commercials for Ferrari, Translink, E-harmony and Toyota.



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FILM COMMISSION

Executive Director Coyote then informed the Commission that the budget had been finalized. She said that after issuing the rebates to Milk and Mission St Rhapsody there is \$200,000 left in the rebate fund. She warned that the Mayor has mentioned the possible need for early mid year cuts due to the massive deficit and promised to keep the Commission informed.

Executive Director Coyote expressed disappointment from the producers of Milk and Mission Street Rhapsody that in the processing of their rebates the Controller had reinterpreted the legislation resulting in the police administrative costs being classified as a fee rather than a tax. This in turn made these costs ineligible for refund.

Executive Director Coyote informed the Commission that Deputy Director Treiber had resigned and that Christine Munday has joined the Film Office staff full time.

Public Comment was taken.

APPLICATION, GUIDELINES AND RULES FOR FILMHOUSE RESIDENCIES (ACTION)

Executive Director Coyote welcomed Graham Leggat and Kim Bender from the San Francisco Film Society to present this agenda item. She then told the Commissioners that the paperwork was in their packets and that the Film Society was hoping to have a deadline for applications to the fall residencies of October 15th. Executive Director Coyote said that in the wake of the issues surrounding the rebate program she was optimistic that offering free parking and office space to local filmmakers would be a great opportunity for the independent film industry in San Francisco.

Mr. Leggat expressed excitement at the coming partnership between the Film Society and the Film Commission. He said that the Film Society was receiving a large number of inquiries from the public and that feedback was very positive. Graham Leggat explained that the contract between the Film Society and the Residents would closely parallel the current sublease used by the Commission and that the details would all be approved by Deputy City Attorney Morley.

Mr. Leggat told the Commission that the Film Society hoped to announce the FilmHouse Guidelines on Sunday September 28, 2008 and begin accepting applications on the 29th. Graham Leggat pointed out to the Commissioners that the guidelines require that the projects have a significant tie to San Francisco to ensure that the City will benefit from its investment.

Commissioner Bradley commended the support this program will offer to local filmmakers. She asked who their marketing was targeting and if it would reach the Commission's minority constituents. Graham Leggat explained that the Film Society has partnerships with over 40 Bay Area organizations and that they have asked that they send this information to their members also.



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SAN FRANCISCO
FILM COMMISSION

Commissioner Saritzky asked what the Film Society sees as the interest level in the program and if the filmmaker pro membership level was new to the Film Society. Graham said that the Film Society had received over 3 dozen calls from local filmmakers all expressing interest in applying. He said that the Filmmaker Pro was a new membership level that was effectively the same as the original \$65 membership plus the four categories carried over in the partnership from the Film Arts Foundation.

Commissioner Bratt expressed his excitement for the opportunity this will provide local filmmakers.

Vice President Rominger noted that this partnership is directly in line with the Commission's mission and that amidst the frustrations the Commission has felt in relation to the incentive program and facilities on Treasure Island this was a great opportunity for the Commission to provide a tangible resource to the local Film Community.

Commissioner Wang asked Graham Leggat what the conditions would be for filmmakers to stay for residencies. He explained that there would be a peer review and that quality of work would factor in. Ultimately the Film Society envisions finding a balance between anchor tenants and providing the opportunity to as many filmmakers as possible. Mr. Leggat then offered to provide the Commissioner with progress reports on the program as requested.

Commissioner Bratt made a motion that the Film Commission approve the Application, Guidelines and Rules for the FilmHouse Residencies contingent upon the City Attorney's approval of the contract. Commissioner Kanbar seconded the motion. Public Comment was taken; the motion passed unanimously.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

None.

ADJOURNMENT (ACTION ITEM)

Commissioner Bradley made a motion to adjourn the meeting. Commissioner Wang seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:43pm.





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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

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cancelled The October 27, 2008 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: November 24, 2008
Time: 2:00 pm
Place: City Hall, Room 416

10-21-08A11:58 RCVD

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SAN FRANCISCO
FILM COMMISSIONSAN FRANCISCO FILM COMMISSION MEETING AGENDA

DATE: November 24, 2008
 TIME: 2:00 PM
 PLACE: 1 Dr. Carlton B. Goodlett Place, Room 416
 AGENDA:

1. **CALL TO ORDER / ROLL CALL**
2. **APPROVAL OF THE MINUTES** **Action**
 Presentation of and possible action to approve the minutes of the September 22, 2008 Commission meeting.
3. **PRESIDENT'S REPORT** **Discussion**
 By Commission President Jim Morris.
4. **STAFF REPORT** **Discussion**
 By Executive Director Stefanie Coyote.
 This report is to allow the Executive Director to report on recent film related activity and production work, and to make announcements.
5. **TREASURE ISLAND BUILDING 3 SUBLEASE** **Action**
 Discussion and Action to use Film Commission funds to sublease Building 3 on Treasure Island beginning December 1, 2008
6. **GENERAL PUBLIC COMMENT** **Discussion**
7. **ADJOURNMENT** **Action**
 (Requires motion and public comment)

NOTE: Public comment will be taken on each item of the agenda.

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FILM COMMISSION

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SUBLEASE No. 36

between

TREASURE ISLAND DEVELOPMENT AUTHORITY

as Sublandlord

and

**CITY AND COUNTY OF SAN FRANCISCO,
acting by and through its Film Commission**

as Subtenant

For the Sublease of

**Hanger Three
at
600 California Avenue**

**Treasure Island Naval Station
San Francisco, California**

December 1, 2008

TREASURE ISLAND SUBLEASE

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LIST OF EXHIBITS:

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- EXHIBIT B – Diagram of Premises
- EXHIBIT C – Cover Page of Seismic Report
- EXHIBIT D – Rules and Regulations
- EXHIBIT E – Utilities
- EXHIBIT F – TIHDI Work Force Hiring Plan

TREASURE ISLAND SUBLEASE

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THIS SUBLEASE (the "Sublease"), dated for reference purposes only as of December 1, 2008, is by and between the TREASURE ISLAND DEVELOPMENT AUTHORITY, a California public benefit corporation ("Sublandlord"), and the CITY AND COUNTY OF SAN FRANCISCO, acting by and through its Film Commission ("Subtenant"). From time to time, Sublandlord and Subtenant together shall be referred to herein as the "Parties".

This Sublease is made with reference to the following facts and circumstances:

A. The United States of America, acting by and through the Department of Navy ("Master Landlord") and Sublandlord entered into a lease dated September 4, 1998, as amended from time to time (the "Master Lease"), a copy of which is attached hereto as Exhibit A. Under the Master Lease, the Master Landlord leased to Sublandlord certain real property located on Treasure Island Naval Station (the "Property"), as more particularly described in the Master Lease.

B. Subtenant desires to sublet from Sublandlord, and Sublandlord is willing to sublet to Subtenant, a portion of the Property on the terms and conditions contained in this Sublease.

NOW THEREFORE, Sublandlord and Subtenant hereby agree as follows:

1. BASIC SUBLEASE INFORMATION

The following is a summary of basic sublease information (the "Basic Sublease Information"). Each item below shall be deemed to incorporate all of the terms of this Sublease pertaining to such item. In the event of any conflict between the information in this Section and any more specific provision of this Sublease, the more specific provision shall control.

Sublease Reference Date: December 1, 2008

Sublandlord: TREASURE ISLAND DEVELOPMENT AUTHORITY, a California public benefit corporation

Subtenant: CITY AND COUNTY OF SAN FRANCISCO, acting by and through its Film Commission a Commission of the City and County of San Francisco

Subleased Premises (Section 2.1):

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Parcel A: approximately Four Thousand Two Hundred and Seventy (4,270) square feet of office space located in the Entry Office; Parcel B: approximately Three Thousand Nine Hundred and Fifty Five (3,955) square feet of space located in Suite 105; Parcel C: approximately Two Thousand Four Hundred and Seventy Five (2,475) square feet of space located in the Northwest Conference Room; Parcel D: approximately Sixty Seven Thousand Three Hundred (67,300) square feet of hangar floor space; Parcel E approximately Twenty Two Thousand (22,000) square feet of shop space located on the eastern side of Hangar Three; Parcel F: approximately One Thousand Five Hundred Twenty (1,520) square feet of shop space located on the southern side of Hanger Three; and Parcel G: approximately Ninety Eight Thousand Nine Hundred and Fifty Nine (98,959) square feet of non-exclusive use of the pavement area east of Hangar Three, 600 California Avenue on Treasure Island in San Francisco, California 94130, as more particularly shown on Exhibit B, attached hereto.

Facility (Section 5.3):

Hanger Three

Term: (Section 4.1):

Commencement date: December 1, 2008
Expiration date: May 31, 2009

Notwithstanding anything in this Sublease to the contrary, either Sublandlord or Subtenant, in its sole discretion, may terminate this Sublease for any reason upon delivery of not less than thirty (30) days' prior written notice to the other party.

Base Rent (Section 5.1):

Monthly Base Rent shall be Ten Thousand Dollars (\$10,000.00)
(Ten Cents (\$0.10) per square foot)

Rent Adjustment Date(s) (Section 5.2):

Not applicable

Rent Increase Percentage (Section 5.2): Not applicable

Use (Section 7.1): Film Production and associated activities

Repair Amount (Section 13.1): Ten Thousand Dollars (\$10,000)

Security Deposit (Section 19.3): Waived for City and County of San Francisco

Notice Address of Sublandlord (Section 21.1): Treasure Island Development Authority
Treasure Island Project Office
410 Avenue of Palms
Building 1, 2nd Floor
Treasure Island
San Francisco, CA 94130
Attn: Mirian Saez
Director of Island Operations
Fax No.: 415-274-0299

with a copy to:

Office of the City Attorney
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Eileen M. Malley
Fax No.: (415) 554-4755

Notice Address of Subtenant (Section 21.1): The San Francisco Film Commission
City Hall, Room 458
One Dr. Carlton B. Goodlett Place
San Francisco, CA. 94102
Attn: Stefanie Coyote
Executive Director
Phone No. (415) 554-6241
Fax No. (415) 554-6503

Notice Address of Master Landlord (Section 21.1): www.libtool.com.cn

Department of The Navy
Base Realignment and Closure
Program Management Office West
1455 Frazee Road, Suite 900
San Diego, CA 92108-4310
Fax #: (619) 532-9858

2. PREMISES

2.1. Subleased Premises. Subject to the terms, covenants and conditions of this Sublease, Sublandlord subleases to Subtenant the Premises. Subtenant shall have the non-exclusive right to use, together with other subtenants in the Facility, the lobbies, corridors, elevators, stairways and other public areas of the Facility and the Property (collectively, the "Common Areas"), and the non-exclusive right of access to and from the Premises by the main entrances to the Facility and the Property. During the Term of this Sublease, Sublandlord shall have the right to market the Premises as an event venue and for other purposes. In the event Sublandlord desires to book any portion of the Premises for a special event or other purpose, and such booking does not unreasonably interfere with Subtenant's use of the Premises, Sublandlord and Subtenant shall use reasonable efforts to accommodate such request. If such request is accommodated, then Subtenant shall receive a credit to Base Rent in an amount equal to the pro rata Base Rent that is payable by Subtenant under this Sublease for the portion of the Premises used by Sublandlord to accommodate such request.

In the event Subtenant uses or occupies space outside the Premises without the prior written consent of Sublandlord (the "Encroachment Area"), then upon written notice from Sublandlord ("Notice to Vacate"), Subtenant shall immediately vacate such Encroachment Area and pay as additional rent for each day Subtenant used, occupied, uses or occupies such Encroachment Area, an amount equal to the rentable square footage of the Encroachment Area, multiplied by the higher of the (a) highest rental rate then approved by Sublandlord's Board of Directors for the Premises or the Facility, or (b) then current fair market rent for such Encroachment Area, as reasonably determined by Sublandlord (the "Encroachment Area Charge"). If Subtenant uses or occupies such Encroachment Area for a fractional month, then the Encroachment Area Charge for such period shall be prorated based on a thirty (30) day month. In no event shall acceptance by Sublandlord of the Encroachment Area Charge be deemed a consent by Sublandlord to the use or occupancy of the Encroachment Area by Subtenant or a waiver (or be deemed as waiver) by Sublandlord of any and all other rights and remedies of Sublandlord under this Sublease (including Subtenant's obligation to indemnify, defend and hold Sublandlord harmless as set forth in the last paragraph of this Section 2.1), at law or in equity.

In addition to the foregoing amount, Subtenant shall pay to Sublandlord, as additional rent, an amount equaling Two Hundred Dollars (\$200.00) upon delivery of the initial Notice to Vacate plus the actual cost associated with a survey of the Encroachment Area. In the event Sublandlord determines during subsequent inspection(s) that Subtenant has failed to vacate the

Encroachment Area, then Subtenant shall pay to Sublandlord, as additional rent, an amount equaling ~~Three Hundred Dollars~~ (\$300.00) for each additional Notice to Vacate, if applicable, delivered by Sublandlord to Subtenant following each inspection. The parties agree that the charges associated with each inspection of the Encroachment Area, delivery of each Notice to Vacate and survey of the Encroachment Area represent a fair and reasonable estimate of the administrative cost and expense which Sublandlord will incur by reason of Sublandlord's inspection of the Premises, issuance of each Notice to Vacate and survey of the Encroachment Area. Subtenant's failure to comply with the applicable Notice to Vacate and Sublandlord's right to impose the foregoing charges shall be in addition to and not in lieu of any and all other rights and remedies of Sublandlord under this Sublease, at law or in equity. The amounts set forth in this Section 2.1 shall be due within three (3) business days following the applicable Notice to Vacate and/or separate invoice relating to the actual cost associated with a survey of the Encroachment Area.

In addition to the rights and remedies of Sublandlord as set forth in the immediately foregoing two paragraphs of this Section 2.1, the terms and conditions of the indemnity and exculpation provision set forth in Section 16 below shall also apply to Subtenant's use and occupancy of the Encroachment Area as if the Premises originally included the Encroachment Area, and Subtenant shall additionally indemnify, defend and hold Sublandlord harmless from and against any and all loss or liability resulting from delay by Subtenant in so surrendering the Encroachment Area including, without limitation, any loss or liability resulting from any claims against Sublandlord made by any tenant or prospective tenant founded on or resulting from such delay and losses to Sublandlord due to lost opportunities to lease any portion of the Encroachment Area to any such tenant or prospective tenant, together with, in each case, actual attorneys' fees and costs.

By placing their initials below, each party specifically confirms the accuracy of the statements made in this Section 2.1 and the reasonableness of the amount of the charges described in this Section 2.1.

Initials: _____ Sublandlord _____ Subtenant

2.2. As Is Condition of Premises.

(a) **Inspection of Premises.** Subtenant represents and warrants that Subtenant has conducted a thorough and diligent inspection and investigation, either independently or through its officers, directors, employees, agents, affiliates, subsidiaries, licensees and contractors, and their respective heirs, legal representatives, successors and assigns, and each of them ("Subtenant's Agents"), of the Premises and the suitability of the Premises for Subtenant's intended use. Subtenant is fully aware of the needs of its operations and has determined, based solely on its own investigation, that the Premises are suitable for its operations and intended uses. As part of its inspection of the Premises, Subtenant acknowledges its receipt and review of the Seismic Report referenced in Section 2.2(c) below and the Joint Inspection Report referenced in Section 6

of the Master Lease.

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(b) **As Is; Disclaimer of Representations.** Subtenant acknowledges and agrees that the Premises are being subleased and accepted in their "AS IS, WITH ALL FAULTS" condition, without representation or warranty of any kind, and subject to all applicable laws, statutes, ordinances, resolutions, regulations, proclamations, orders or decrees of any municipal, county, state or federal government or other governmental or regulatory authority with jurisdiction over the Premises, or any portion thereof, whether currently in effect or adopted in the future and whether or not in the contemplation of the Parties, including without limitation the orders and citations of any regulatory authority with jurisdiction over life and safety issues concerning the Premises governing the use, occupancy, management, operation and possession of the Premises ("Laws"). Without limiting the foregoing, this Sublease is made subject to any and all covenants, conditions, restrictions, easements and other title matters affecting the Premises, or any portion thereof, whether or not of record. Subtenant acknowledges and agrees that neither Sublandlord, the City and County of San Francisco ("City"), nor any of their respective officers, directors, employees, agents, affiliates, subsidiaries, licensees or contractors, or their respective heirs, legal representatives, successors and assigns ("Sublandlord's Agents") have made, and Sublandlord hereby disclaims, any representations or warranties, express or implied, concerning (i) title or survey matters affecting the Premises, (ii) the physical, geological, seismological or environmental condition of the Premises, including, without limitation, the matters described in the Seismic Report (as defined below), (iii) the quality, nature or adequacy of any utilities serving the Premises, (iv) the feasibility, cost or legality of constructing any Alterations on the Premises if required for Subtenant's use and permitted under this Sublease, (v) the safety of the Premises, whether for the use by Subtenant or any other person, including Subtenant's Agents or Subtenant's clients, customers, vendors, invitees, guests, members, licensees, assignees or subtenants ("Subtenant's Invitees"), or (vi) any other matter whatsoever relating to the Premises or their use, including, without limitation, any implied warranties of merchantability or fitness for a particular purpose.

(c) **Seismic Report.** Without limiting Section 2.2(b) above, Subtenant expressly acknowledges for itself and Subtenant's Agents that it received and read that certain report dated August 1995, entitled "*Treasure Island Reuse Plan: Physical Characteristics, Building and Infrastructure Conditions*," prepared for the Office of Military Base Conversion, Department of City Planning, and the Redevelopment Agency of the City and County of San Francisco (the "Seismic Report"), a copy of the cover page of which is attached hereto as Exhibit C. Subtenant has had an adequate opportunity to review the Seismic Report with expert consultants of its own choosing. The Seismic Report, among other matters, describes the conditions of the soils of the Property and points out that in the area of the Property where the Premises are located, an earthquake of magnitude 7 or greater is likely to cause the ground under and around the Premises to spread laterally to a distance of ten (10) or more feet and/or result in other risks. In that event, there is a significant risk that any structures or improvements located on or about the Premises, may fail structurally and collapse.

3. COMPLIANCE WITH MASTER LEASE

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3.1. Incorporation by Reference. All of the terms and conditions of the Master Lease are hereby incorporated by reference into this Sublease as if fully set forth herein.

3.2. Performance of Master Landlord's Obligations. Sublandlord does not assume the obligations of Master Landlord under the Master Lease. With respect to work, services, repairs, restoration, the provision of utilities or HVAC services, or the performance of any other obligations required of Master Landlord under the Master Lease, Sublandlord's sole obligation with respect thereto shall be to request the same, on request in writing by Subtenant, and to use reasonable efforts to obtain the same from Master Landlord. Subtenant shall cooperate with Sublandlord as may be required to obtain from Master Landlord any such work, services, repairs, repainting, restoration, the provision of utilities or HVAC services, or the performance of any of Master Landlord's obligations under the Master Lease.

3.3. Conflict. If any of the provisions of this Sublease conflict with any portion of the Master Lease as incorporated herein, then the terms of the Master Lease shall govern.

3.4. Compliance with Master Lease. Subtenant shall not do or permit to be done anything which would constitute a violation or a breach of any of the terms, conditions or provisions of the Master Lease or which would cause the Master Lease to be terminated or forfeited by virtue of any rights of termination reserved by or vested in the Master Landlord.

4. TERM

4.1. Term of Sublease. The term of this Sublease (the "Term") shall commence on the Commencement Date set forth in the Basic Sublease Information, and expire on the Expiration Date set forth in the Basic Sublease Information, unless sooner terminated pursuant to the terms of this Sublease.

4.2. Effective Date. This Sublease shall become effective on the date (the "Effective Date") upon the later of (i) the Parties' execution and delivery of this Sublease, (ii) Sublandlord's Board of Director's approval of this Sublease at a duly noticed meeting, if such approval is required, or (iii) the Commencement Date.

4.3. Automatic Termination. If the Master Lease terminates for any reason whatsoever, this Sublease shall automatically terminate and the Parties shall thereafter be relieved from all liabilities and obligations under this Sublease, except for liabilities and obligations which expressly survive termination of this Sublease. Subtenant acknowledges and agrees that it has reviewed the Master Lease, is aware of the circumstances upon which the Master Lease may be terminated and hereby assumes all risks associated with the automatic termination of this Sublease because of the termination of the Master Lease.

~~www.l~~ **4.4. Termination by Sublandlord.** Subtenant's period of occupancy of the Premises is subject to Sublandlord's right to terminate this Sublease as provided herein at such time as Sublandlord determines, in its sole discretion, that the Premises are needed in connection with a Sublandlord program or project. As used herein, "Sublandlord program or project" shall mean any development or renovation, by public and/or private parties, of the building or land in or on which the Premises are located. In the event of any such development or renovation, Sublandlord shall have the right to terminate this Sublease without liability or expense upon delivery to Subtenant of thirty (30) days prior written notice of such termination. Subtenant agrees and shall be required to surrender possession of the Premises by the end of such thirty (30) day period.

4.5. No Relocation Assistance; Waiver of Claims. Subtenant acknowledges that it will not be a displaced person as that term is defined under the California Government Code Section 7260 et seq. ("California Relocation Act") and the Uniform Relocation Assistance and Real Property Policies Act, 42 U.S. C. 4601 et seq. ("URA"), and that Subtenant will not be entitled to any relocation benefits provided under the California Relocation Act and the URA, including any moving expenses, reimbursement for costs associated with increased rent, loss of goodwill or other costs related to the termination of Subtenant's Lease and Subtenant's relocation from the Premises. Subtenant fully RELEASES, WAIVES AND DISCHARGES forever any and all claims against, and covenants not to sue, Sublandlord, its departments, commissions, officers, directors and employees, agents, contractors and successors and assigns and all persons acting by, through or under each of them, under any laws, including, without limitation, any and all claims for relocation benefits or assistance from Sublandlord under federal and state relocation assistance laws (including, but not limited to, California Government Code Section 7260, et seq., and the Uniform Relocation Assistance and Real Property Acquisition Policies Act, 42 U.S.C. 4601, et seq.).

Initials: _____ Subtenant

5. RENT

5.1. Base Rent. Throughout the Term, beginning on the Commencement Date, Subtenant shall pay to Sublandlord Base Rent in the amount set forth in the Basic Sublease Information. Base Rent shall be paid to Sublandlord without prior demand and without any deduction, setoff, or counterclaim whatsoever. Base Rent shall be payable on or before the first day of each month, in advance, at the Notice Address of Sublandlord provided in Section 21.1 hereof or such other place as Sublandlord may designate in writing. If the Commencement Date occurs on a date other than the first day of a calendar month, or the Sublease terminates on a day other than the last day of a calendar month, then the monthly payment of Base Rent for such fractional month shall be prorated based on a thirty (30) day month.

5.2. Adjustments in Base Rent. If this Sublease has not been terminated, then on each Rent

Adjustment Date set forth in the Basic Sublease Information, the Base Rent shall be increased by the Rent ~~Increase Percentage~~ set forth in the Basic Lease Information.

5.3. Additional Charges. In addition to Base Rent, Subtenant shall pay all other charges related to the Premises otherwise payable by Subtenant to Sublandlord hereunder, including, without limitation, all late charges and default interest attributable to late payments and/or defaults of Subtenant hereunder, all utility charges, and any amounts other than Base Rent that shall become due and payable by Subtenant under this Sublease (together, the "Additional Charges"). Together, Base Rent and Additional Charges shall hereinafter be referred to as the "Rent".

5.4. Late Charge. If Subtenant fails to pay any Rent within ten (10) days after the date the same is due and payable, such unpaid amount will be subject to a late payment charge equal to six percent (6%) of the unpaid amount in each instance. The late payment charge has been agreed upon by Sublandlord and Subtenant, after negotiation, as a reasonable estimate of the additional administrative costs and detriment that Sublandlord will incur as a result of any such failure by Subtenant, the actual costs thereof being extremely difficult if not impossible to determine. The late payment charge constitutes liquidated damages to compensate Sublandlord for its damages resulting from such failure to pay and Subtenant shall promptly pay such charge to Sublandlord together with such unpaid amount.

5.5. Default Interest. If any Rent is not paid within ten (10) days following the due date, such unpaid amount shall bear interest from the due date until paid at the rate of ten percent (10%) per year. However, interest shall not be payable on late charges incurred by Subtenant nor on any amounts on which late charges are paid by Subtenant to the extent this interest would cause the total interest to be in excess of that which an individual is lawfully permitted to charge. Payment of interest shall not excuse or cure any default by Subtenant.

6. TAXES, ASSESSMENTS AND OTHER EXPENSES

6.1. Taxes and Assessments, Licenses, Permit Fees and Liens.

(a) **Payment Responsibility.** Subtenant shall pay any and all real and personal property taxes, including, but not limited to, possessory interest taxes, general and special assessments, excises, licenses, permit fees and other charges and impositions of every description levied on or assessed against the Premises, any Alterations, Subtenant's Personal Property, or Subtenant's use of the Premises or any Alterations during the Term. Subtenant shall make all such payments directly to the charging authority when due and payable and at least ten (10) days prior to delinquency. However, with respect to real property taxes and assessments levied on or assessed against the Premises for which Sublandlord receives the tax bill directly from the taxing authority, Subtenant shall reimburse Sublandlord for payment of such sums immediately upon demand.

(b) **Taxability of Possessory Interest.** Without limiting the foregoing, Subtenant recognizes and agrees that this Sublease may create a possessory interest subject to property taxation and that Subtenant may be subject to the payment of property taxes levied on such interest.

(c) **No Liens.** Subtenant shall not allow or suffer a lien for any taxes payable by Subtenant hereunder to be imposed upon the Premises or upon any equipment or other property located thereon without discharging the same as soon as practicable, and in no event subsequent to delinquency.

(d) **Reporting Information.** Subtenant agrees to provide such information as Sublandlord may request to enable Sublandlord to comply with any possessory interest tax reporting requirements applicable to this Sublease.

6.2. **Evidence of Payment.** Subtenant shall, upon Sublandlord's request, furnish to Sublandlord within ten (10) days after the date when any charges are due and payable, official receipts of the appropriate taxing authority or other evidence reasonably satisfactory to Sublandlord, evidencing payment thereof.

7. **USE; COVENANTS TO PROTECT PREMISES**

7.1. **Subtenant's Permitted Use.** Subtenant may use the Premises for the Permitted Use set forth in the Basic Sublease Information, but for no other purpose without the prior written consent of Sublandlord, which consent may be given or withheld in Sublandlord's sole and absolute discretion.

7.2. **Subtenant's Access to the Premises.** As provided in Section 30 of the Master Lease, Subtenant shall have access to the Premises on a 24-hours per day, seven days a week basis; provided, however, Subtenant shall coordinate such access with the local representative of Master Landlord.

7.3. **Rules and Regulations.** Subtenant agrees to adhere to all rules and regulations regarding the Premises attached hereto as Exhibit D, and any additional rules regarding security, ingress, egress, safety and sanitation applicable to the Premises or the Property, as such rules and regulations may be prescribed by Master Landlord or Sublandlord from time to time.

7.4. **Easements.** This Sublease shall be subject to all outstanding easements and rights-of-way for location of any type of facility over, across, in, and upon the Premises or any portion thereof, and to the right of Master Landlord to grant such additional easements and rights-of-way over, across, in and upon the Premises as Master Landlord shall determine to be in the public interest ("Additional Easements"); provided that, as provided in Section 29 of the Master Lease, Master Landlord shall use its best efforts to minimize any interference with Subtenant's operations hereunder caused by the granting of any such Additional Easements and the granting of such Additional Easements shall be conditioned on the assumption by the grantee thereof of

liability to Subtenant for such damages as Subtenant shall suffer for property destroyed or property rendered unusable on account of the grantee's exercise of its rights thereunder. There is hereby reserved to the holders of such Additional Easements as are presently outstanding or which may hereafter be granted, to any workers officially engaged in the construction, installation, maintenance, operation, repair or replacement of facilities located thereon, and to any federal, state or local official engaged in the official inspection thereof, such reasonable rights of ingress and egress over the Premises as shall be necessary for the performance of their duties with regard to such facilities.

7.5. No Interference with Navy Operations. Subtenant shall not conduct operations, nor make any Alterations (as defined below), that would interfere with or otherwise restrict Master Landlord's operations or environmental clean-up or restoration actions by the Master Landlord, Sublandlord, the Environmental Protection Agency, the State of California or their contractors. Environmental clean-up, restoration or testing activities by these Parties shall take priority over Subtenant's use of the Premises in the event of any conflict; provided, however, in such event, Master Landlord and Sublandlord shall use their best efforts to minimize any disruption of Subtenant's operation.

7.6. No Unlawful Uses, Nuisances or Waste. Without limiting the foregoing, Subtenant shall not use, occupy or permit the use or occupancy of any of the Premises in any unlawful manner or for any illegal purpose, or permit any offensive, noisy or hazardous use or any waste on or about the Premises. Subtenant shall eliminate any nuisances or hazards relating to its activities on or about the Premises. Subtenant shall not conduct any business, place any sales display, or advertise in any manner in areas on or about the Property outside of the Premises.

7.7. View Corridors. In accordance with the general guidelines of the San Francisco Bay Conservation and Development Commission (BCDC), no parking will be allowed within 100 feet from the shoreline to preserve view corridors to the Bay.

8. ALTERATIONS

8.1. Alterations. Subtenant shall not construct, install, make or permit to be made any alterations, installations or additions ("Alterations") in, to or about the Premises, without Sublandlord's prior written consent in each instance, which consent may given or withheld in Sublandlord's sole and absolute discretion. Subject to Sublandlord's consent as provided above, any Alterations shall be done at Subtenant's sole expense (i) in strict accordance with plans and specifications approved in advance by Sublandlord in writing, (ii) by duly licensed and bonded contractors or mechanics approved by Sublandlord, (iii) in a good and professional manner, (iv) in strict compliance with all Laws, and (v) subject to all other conditions that Sublandlord may reasonably impose. In no event shall the construction, installation or the making of any Alterations impair the use or operation of the Property, or any portion thereof, or Sublandlord's or Master Landlord's access thereto. Prior to the commencement of any work on the Premises to construct any Alterations, Subtenant, at its sole expense, shall procure all required permits and

approvals and shall promptly upon receipt deliver copies of all such documents to Sublandlord. No material change from the plans and specifications for any Alterations approved by Sublandlord may be made without Sublandlord's prior consent. Sublandlord and Sublandlord's Agents shall have the right to inspect the course of construction on the Premises at all times.

8.2. Historic Properties. Without limiting the generality of the foregoing, Subtenant acknowledges and agrees that, pursuant to Section 15 of the Master Lease, no Alterations may be made to any improvements on the Premises (i) which will affect the historic characteristics of the improvements or modify the appearance of the exterior of the improvements without Master Landlord's and Sublandlord's prior written consent, or (ii) if such Alterations would preclude qualifying the improvements for inclusion on the National Register for Historic Places.

8.3. Ownership of Alterations. Any Alterations constructed on or affixed to the Premises by or on behalf of Subtenant pursuant to the terms and limitations of this Section 8 shall be and remain Subtenant's property during the Term. Upon the termination of this Sublease, Subtenant shall remove all such Alterations from the Premises in accordance with the provisions of Section 19 hereof, unless Sublandlord, at its sole option and without limiting any of the provisions of Section 8.1 above, requires that such Alterations remain on the Premises following the expiration or termination of this Sublease.

8.4. Subtenant's Personal Property. All furniture, furnishings and articles of movable personal property and equipment used upon or installed in the Premises by or for the account of Subtenant that can be removed without structural or other material damage to the Premises (all of which are herein called "Subtenant's Personal Property") shall be and remain the property of Subtenant and shall be removed by Subtenant, subject to the provisions of Section 19 hereof. Subtenant shall be solely responsible for providing any security or other protection of or maintenance to Subtenant's Personal Property.

8.5. Sublandlord's Alterations. Sublandlord reserves the right at any time to make alterations, additions, repairs, deletions or improvements to the common areas or any other part of the improvements on the Premises; provided, that any such alterations or additions shall not materially adversely affect the functional utilization of the Premises for the purposes stated herein.

9. REPAIRS AND MAINTENANCE

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9.1. Subtenant Responsible for Maintenance and Repair. Subtenant assumes full and sole responsibility for the condition, operation, repair and maintenance and management of the Premises from and after the Commencement Date and shall keep the Premises in good condition and repair. Sublandlord shall not be responsible for the performance of any repairs, changes or alterations to the Premises, nor shall Sublandlord be liable for any portion of the cost thereof. Subtenant shall make all repairs and replacements, interior and exterior, structural as well as non-structural, ordinary as well as extraordinary, foreseen and unforeseen, which may be necessary to maintain the Premises at all times in a clean, safe, attractive and sanitary condition and in good order and repair, to Sublandlord's and Master Landlord's reasonable satisfaction, provided, however, that neither Subtenant nor Sublandlord shall be required to make structural repairs or Alterations to correct conditions affecting the Premises existing prior to the Commencement Date. If any portion of the Premises is damaged by any activities conducted by Subtenant or Subtenant's Agents or Subtenant's Invitees hereunder, Subtenant shall immediately, at its sole cost, repair all such damage and restore the Premises to its previous condition.

9.2. Utilities. Sublandlord shall provide the basic utilities and services described in the attached Exhibit E (the "Standard Utilities and Services") to the Premises, subject to the terms and conditions contained therein. Subtenant shall be responsible for furnishing, at its sole cost, any utilities or services other than or in excess of the Standard Utilities and Services that Subtenant may need for its use of the Premises. Subtenant shall pay, without set off or counterclaim, all amounts due and owing for such Standard Utilities and Services at the rates provided in and as otherwise set forth in Exhibit E.

9.3. Landscaping. Sublandlord shall maintain the exterior landscaping of the Premises in good condition and repair.

9.4. Janitorial Services. Subtenant shall provide all janitorial services for the Premises.

9.5. Pest Control. Subtenant shall provide and pay for all pest control services required within the Premises, and shall keep the Premises free of all pests at all times.

9.6. Trash. Subtenant shall deposit all trash into designated containers in the Premises in compliance with the Rules and Regulations attached hereto as Exhibit D. Subtenant shall pay for the removal of trash from the designated containers. Subtenant shall abide by all rules established by Sublandlord or Master Landlord for the handling of trash.

9.7. No Right to Repair and Deduct. Subtenant expressly waives the benefit of any existing or future Laws or judicial or administrative decision that would otherwise permit Subtenant to make repairs or replacements at Sublandlord's expense, or to terminate this Sublease because of Sublandlord's failure to keep the Premises or any part thereof in good order, condition or repair, or to abate or reduce any of Subtenant's obligations hereunder on account of the Premises or any

part thereof being in need of repair or replacement. Without limiting the foregoing, Subtenant expressly waives the provisions of California Civil Code Sections 1932, 1941 and 1942 or any similar Laws with respect to any right of Subtenant to terminate this Sublease and with respect to any obligations of Sublandlord hereunder or any right of Subtenant to make repairs or replacements and deduct the cost thereof from Rent.

10. LIENS

10.1. Liens. Subtenant shall keep the Premises free from any liens arising out of any work performed, material furnished or obligations incurred by or for Subtenant. In the event Subtenant does not, within five (5) days following the imposition of any such lien, cause the lien to be released of record by payment or posting of a proper bond, Sublandlord shall have in addition to all other remedies provided herein and by law or equity the right, but not the obligation, to cause the same to be released by such means as it shall deem proper, including, but not limited to, payment of the claim giving rise to such lien. All such sums paid by Sublandlord and all expenses it incurs in connection therewith (including, without limitation, reasonable attorneys' fees) shall be payable to Sublandlord by Subtenant upon demand. Sublandlord shall have the right at all times to post and keep posted on the Premises any notices permitted or required by law or that Sublandlord deems proper for its protection and protection of the Premises from mechanics' and materialmen's liens. Subtenant shall give Sublandlord at least fifteen (15) days' prior written notice of the commencement of any repair or construction on any of the Premises.

11. COMPLIANCE WITH LAWS

11.1. Compliance with Laws. Subtenant shall promptly, at its sole expense, maintain the Premises and Subtenant's use and operations thereon in strict compliance at all times with all present and future Laws, whether foreseen or unforeseen, ordinary as well as extraordinary; provided, however Subtenant shall not be required to make repairs or structural changes to the Premises required solely to correct conditions affecting the Premises existing prior to the Commencement Date or not related to Subtenant's use of the Premises, unless the requirement for such changes is imposed as a result of any Alterations made or requested to be made by Subtenant. Such Laws shall include, without limitation, all Laws relating to health and safety and disabled accessibility including, without limitation, the Americans with Disabilities Act, 42 U.S.C. §§ 12101 et seq. and Title 24 of the California Code of Regulations, and all present and future Environmental Laws (as defined in this Sublease below). No occurrence or situation arising during the Term, nor any present or future Law, whether foreseen or unforeseen, and however extraordinary, shall give Subtenant any right to seek redress against Sublandlord for failing to comply with any Laws. Subtenant waives any rights now or hereafter conferred upon it by any existing or future Law to compel Sublandlord to make any repairs to comply with any such Laws, on account of any such occurrence or situation.

11.2. Regulatory Approvals.

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(a) **Responsible Party.** Subtenant understands and agrees that Subtenant's use of the Premises and construction of any Alterations permitted hereunder may require authorizations, approvals or permits from governmental regulatory agencies with jurisdiction over the Premises. Subtenant shall be solely responsible for obtaining any and all such regulatory approvals, including without limitation, any liquor permits or approvals. Subtenant shall not seek any regulatory approval without first obtaining the written consent of Sublandlord. Subtenant shall bear all costs associated with applying for, obtaining and maintaining any necessary or appropriate regulatory approval and shall be solely responsible for satisfying any and all conditions imposed by regulatory agencies as part of a regulatory approval. Any fines or penalties levied as a result of Subtenant's failure to comply with the terms and conditions of any regulatory approval shall be immediately paid and discharged by Subtenant, and Sublandlord shall have no liability, monetary or otherwise, for any such fines or penalties. Subtenant shall indemnify, protect, defend and hold harmless forever ("Indemnify") Sublandlord, City and Master Landlord, including, but not limited to, all of their respective officers, directors, employees, agents, affiliates, subsidiaries, licensees, contractors, boards, commissions, departments, agencies and other subdivisions and each of the persons acting by, through or under each of them, and their respective heirs, legal representatives, successors and assigns, and each of them (the "Indemnified Parties"), against any and all claims, demands, losses, liabilities, damages, liens, injuries, penalties, fines, lawsuits and other proceedings, judgments and awards and costs and expenses, including, without limitation, reasonable attorneys' and consultants' fees and costs ("Losses") arising in connection with Subtenant's failure to obtain or comply with the terms and conditions of any regulatory approval.

11.3. Compliance with Sublandlord's Risk Management Requirements. Subtenant shall not do anything, or permit anything to be done, in or about the Premises or to any Alterations permitted hereunder that would create any unusual fire risk, and shall take commercially reasonable steps to protect Sublandlord from any potential premises liability. Subtenant shall faithfully observe, at its expense, any and all reasonable requirements of Sublandlord's Risk Manager with respect thereto and with the requirements of any policies of commercial general liability, all risk property or other policies of insurance at any time in force with respect to the Premises and any Alterations as required hereunder.

12. ENCUMBRANCES

12.1. Encumbrance By Subtenant. Notwithstanding anything to the contrary contained in this Sublease, Subtenant shall not under any circumstances whatsoever create any mortgage, deed of trust, assignment of rents, fixture filing, security agreement, or similar security instrument, or other lien or encumbrance or assignment or pledge of an asset as security in any manner against the Premises or Sublandlord's or Subtenant's interest under this Sublease.

13. DAMAGE OR DESTRUCTION

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13.1. Damage or Destruction to the Premises. In the case of damage to or destruction of the Premises by earthquake, fire, flood or any other casualty, which (i) is not caused by Subtenant or Subtenant's Agents or Subtenant's Invitees, (ii) is not covered by the insurance described in Section 17 below, (iii) prevents Subtenant from operating the Premises for the purposes stated herein, and (iv) costs more to repair than the Repair amount set forth in the Basic Lease Information, either party may terminate this Sublease upon thirty (30) days prior written notice and upon any such termination Subtenant shall surrender the Premises in accordance with Section 19 (except for damage caused by a casualty pursuant to which this Sublease may be terminated under this Section 13.1) and both Parties shall be relieved of any liability for such termination or for repairing such damage. If neither Party terminates this Sublease as provided in this Section 13.1, then Subtenant shall, at its sole cost, promptly restore, repair, replace or rebuild the Premises to the condition the Premises were in prior to such damage or destruction, subject to any Alterations made in strict accordance with the requirements of Section 8.1 above. Under no circumstances shall Sublandlord have any obligation to repair, replace or rebuild the Premises in the event of a casualty.

13.2. No Abatement in Rent. In the event of any damage or destruction to the Premises, and if neither party terminates this Sublease as provided in Section 13.1 above, there shall be no abatement in the Rent payable hereunder.

13.3. Waiver. The Parties understand and agree that the foregoing provisions of this Section are intended to govern fully the rights and obligations of the Parties in the event of damage or destruction to the Premises or Alterations, and Sublandlord and Subtenant each hereby waives and releases any right to terminate this Sublease in whole or in part under Sections 1932.2 and 1933.4 of the Civil Code of California or under any similar Laws now or hereafter in effect, to the extent such rights are inconsistent with the provisions hereof.

14. ASSIGNMENT AND SUBLETTING

14.1. Restriction on Assignment and Subletting. Subtenant shall not directly or indirectly (including, without limitation, by merger, acquisition or other transfer of any controlling interest in Subtenant), voluntarily or by operation of Law, sell, assign, encumber, pledge, sublease or otherwise transfer any part of its interest in or rights with respect to the Premises, any Alterations or its interest in this Sublease, or permit any portion of the Premises to be occupied by anyone other than itself, or sublet any portion of the Premises (a "Transfer"), without Sublandlord's prior written consent in each instance, which consent shall not be unreasonably withheld.

14.2. Bonus Rental. If Sublandlord consents to a Transfer of any of Subtenant's interest in or rights with respect to the Premises pursuant to Section 14.1 above, then one hundred percent (100%) of any rent or other consideration payable to Subtenant in excess of the Base Rent payable hereunder (or the proportionate share thereof applicable to the portion of the Premises

that is subject to the Transfer) shall be paid to Sublandlord immediately upon receipt by Subtenant. www.libtool.com.cn

15. DEFAULT; REMEDIES

15.1. Events of Default. Any of the following shall constitute an event of default ("Event of Default") by Subtenant hereunder:

(a) **Failure to Pay Rent.** Any failure to pay any Rent or any other sums due hereunder, including sums due for utilities, within five (5) days after such sums are due;

(b) **Covenants, Conditions and Representations.** Any failure to perform or comply with any other covenant, condition or representation made under this Sublease; provided, Subtenant shall have a period of ten (10) days from the date of written notice from Sublandlord of such failure within which to cure such default under this Sublease, or, if such default is not capable of cure within such 10-day period, Subtenant shall have a reasonable period to complete such cure if Subtenant promptly undertakes action to cure such default within such 10-day period and thereafter diligently prosecutes the same to completion and uses its best efforts to complete such cure within sixty (60) days after the receipt of notice of default from Sublandlord;

(c) **Vacation or Abandonment.** Any abandonment of the Premises for more than fourteen (14) consecutive days with no intent to reoccupy the Premises; and

(d) **Bankruptcy.** The appointment of a receiver to take possession of all or substantially all of the assets of Subtenant, or an assignment by Subtenant for the benefit of creditors, or any action taken or suffered by Subtenant under any insolvency, bankruptcy, reorganization, moratorium or other debtor relief act or statute, whether now existing or hereafter amended or enacted.

15.2. Remedies. Upon the occurrence of an Event of Default by Subtenant, Sublandlord shall have the following rights and remedies in addition to all other rights and remedies available to Sublandlord at Law or in equity:

(a) **Terminate Sublease and Recover Damages.** The rights and remedies provided by California Civil Code Section 1951.2 (damages on termination for breach), including, but not limited to, the right to terminate Subtenant's right to possession of the Premises and to recover the worth at the time of award of the amount by which the unpaid Rent for the balance of the Term after the time of award exceeds the amount of rental loss for the same period that Subtenant proves could be reasonably avoided, as computed pursuant to subsection (b) of such Section 1951.2. Sublandlord's efforts to mitigate the damages caused by Subtenant's breach of this Sublease shall not waive Sublandlord's rights to recover unmitigated damages upon termination.

(b) **Appointment of Receiver.** The right to have a receiver appointed for Subtenant upon application by Sublandlord to take possession of the Premises and to apply any rental collected from the Premises and to exercise all other rights and remedies granted to Sublandlord pursuant to this Sublease.

15.3. Sublandlord's Right to Cure Subtenant's Defaults. If Subtenant defaults in the performance of any of its obligations under this Sublease, then Sublandlord may at any time thereafter with three (3) days prior written notice (except in the event of an emergency as determined by Sublandlord where prior notice by Sublandlord is impractical), remedy such Event of Default for Subtenant's account and at Subtenant's expense. Subtenant shall pay to Sublandlord, as Additional Charges, promptly upon demand, all sums expended by Sublandlord, or other costs, damages, expenses or liabilities incurred by Sublandlord, including, without limitation, reasonable attorneys' fees, in remedying or attempting to remedy such Event of Default. Subtenant's obligations under this Section shall survive the termination of this Sublease. Nothing herein shall imply any duty of Sublandlord to do any act that Subtenant is obligated to perform under any provision of this Sublease, and Sublandlord's cure or attempted cure of Subtenant's Event of Default shall not constitute a waiver of Subtenant's Event of Default or any rights or remedies of Sublandlord on account of such Event of Default.

16. RELEASE AND WAIVER OF CLAIMS; INDEMNIFICATION

16.1. Release and Waiver of Claims. Subtenant, on behalf of itself and Subtenant's Agents, covenants and agrees that the Indemnified Parties shall not be responsible for or liable to Subtenant for, and, to the fullest extent allowed by any Laws, Subtenant hereby waives all rights against the Indemnified Parties and releases them from, any and all Losses, including, but not limited to, incidental and consequential damages, relating to any injury, accident or death of any person or loss or damage to any property, in or about the Premises, from any cause whatsoever, including without limitation, partial or complete collapse of the Premises due to an earthquake or subsidence, except only to the extent such Losses are caused by the negligence or willful misconduct of the Indemnified Parties. Without limiting the generality of the foregoing:

(a) Subtenant expressly acknowledges and agrees that the Rent payable hereunder does not take into account any potential liability of the Indemnified Parties for any consequential or incidental damages including, but not limited to, lost profits arising out of disruption to Subtenant's uses hereunder. Sublandlord would not be willing to enter into this Sublease in the absence of a complete waiver of liability for consequential or incidental damages due to the acts or omissions of the Indemnified Parties, and Subtenant expressly assumes the risk with respect thereto. Accordingly, without limiting any indemnification obligations of Subtenant or other waivers contained in this Sublease and as a material part of the consideration for this Sublease, Subtenant fully RELEASES, WAIVES AND DISCHARGES forever any and all claims, demands, rights, and causes of action for consequential and incidental damages and covenants not to sue the Indemnified Parties for such damages arising out of this Sublease or the uses authorized hereunder, including, without limitation, any interference with uses conducted by

Subtenant pursuant to this Sublease regardless of the cause.

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(b) Without limiting any indemnification obligations of Subtenant or other waivers contained in this Sublease and as a material part of the consideration for this Sublease, Subtenant fully RELEASES, WAIVES AND DISCHARGES forever any and all claims, demands, rights, and causes of action against, and covenants not to sue the Indemnified Parties under any present or future Laws, statutes; or regulations, including, but not limited to, any claim for inverse condemnation or the payment of just compensation under the law of eminent domain, or otherwise at equity, in the event that Sublandlord terminates this Sublease because of such claim for inverse condemnation or eminent domain.

(c) As part of Subtenant's agreement to accept the Premises in its "As Is" condition as provided herein, and without limiting such agreement and any other waiver contained herein, Subtenant on behalf of itself and its successors and assigns, waives its right to recover from, and forever RELEASES, WAIVES AND DISCHARGES, the Indemnified Parties from any and all Losses, whether direct or indirect, known or unknown, foreseen and unforeseen, that may arise on account of or in any way be connected with the physical or environmental condition of the Premises and any related improvements or any Laws or regulations applicable thereto or the suitability of the Premises for Subtenant's intended use.

(d) Subtenant acknowledges that it will not be a displaced person at the time this Sublease is terminated, and Subtenant fully RELEASES, WAIVES AND DISCHARGES the Indemnified Parties from any and all Losses and any and all claims, demands or rights against any of the Indemnified Parties under any present and future Laws, including, without limitation, any and all claims for relocation benefits or assistance from the Indemnified Parties under federal and state relocation assistance laws.

(e) Without limiting any other waiver contained herein, Subtenant, on behalf of itself and its successors and assigns, hereby waives its right to recover from, and forever RELEASES, WAIVES AND DISCHARGES, the Indemnified Parties from any and all Losses, whether direct or indirect, known or unknown, foreseen and unforeseen, that may arise on account of or in any way connected with the Indemnified Parties' decision to Sublease the Premises to Subtenant, regardless of whether or not such decision is or may be determined to be an act of gross negligence or willful misconduct of the Indemnified Parties.

(f) Subtenant covenants and agrees never to file, commence, prosecute or cause to be filed, commenced or prosecuted against the Indemnified Parties any claim, action or proceeding based upon any claims, demands, causes of action, obligations, damages, losses, costs, expenses or liabilities of any nature whatsoever encompassed by the waivers and releases set forth in this Section 16.1.

(g) In executing these waivers and releases, Subtenant has not relied upon any representation or statement other than as expressly set forth herein.

(h) ~~www.Subtenant had~~ made such investigation of the facts pertaining to these waivers and releases as it deems necessary and assumes the risk of mistake with respect to such facts. These waivers and releases are intended to be final and binding on Subtenant regardless of any claims of mistake.

(i) **In connection with the foregoing releases, Subtenant acknowledges that it is familiar with Section 1542 of the California Civil Code, which reads:**

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

Subtenant acknowledges that the releases contained herein include all known and unknown, disclosed and undisclosed, and anticipated and unanticipated claims. Subtenant realizes and acknowledges that it has agreed upon this Sublease in light of this realization and, being fully aware of this situation, it nevertheless intends to waive the benefit of Civil Code Section 1542, or any statute or other similar law now or later in effect. The waivers and releases contained herein shall survive any termination of this Sublease.

16.2. Subtenant's Indemnity. Subtenant, on behalf of itself and Subtenant's Agents, shall Indemnify the Indemnified Parties from and against any and all Losses arising out of Subtenant's use of the Premises, including but not limited to, any Losses arising directly or indirectly, in whole or in part, out of: (a) any damage to or destruction of any property owned by or in the custody of Subtenant or Subtenant's Agents or Subtenant's Invitees; (b) any accident, injury to or death of a person, including, without limitation, Subtenant's Agents and Subtenant's Invitees, howsoever or by whomsoever caused, occurring in, on or about the Premises; (c) any default by Subtenant in the observation or performance of any of the terms, covenants or conditions of this Sublease to be observed or performed on Subtenant's part; (d) the use, occupancy, conduct or management, or manner of use, occupancy, conduct or management by Subtenant, Subtenant's Agents or Subtenant's Invitees or any person or entity claiming through or under any of them, of the Premises or any Alterations; (e) any construction or other work undertaken by Subtenant on or about the Premises; and (f) any acts, omissions or negligence of Subtenant, Subtenant's Agents or Subtenant's Invitees, in, on, or about the Premises or any Alterations, except to the extent that such Indemnity is void or otherwise unenforceable under any applicable Laws in effect on or validly retroactive to the date of this Sublease and further except only to the extent such Losses are caused by the negligence or intentional wrongful acts and omissions of the Indemnified Parties. The foregoing Indemnity shall include, without limitation, reasonable fees of attorneys, consultants and experts and related costs and Sublandlord's costs of investigating any Loss. Subtenant specifically acknowledges and agrees that it has an immediate and independent obligation to defend Sublandlord and the other Indemnified Parties from any claim which actually or potentially falls within this indemnity provision even if such allegation is or may be

groundless, fraudulent or false, which obligation arises at the time such claim is tendered to Subtenant by Sublandlord and continues at all times thereafter. Subtenant's obligations under this Section shall survive the expiration or sooner termination of this Sublease.

17. INSURANCE

17.1. Required Insurance Coverage. Without in any way limiting Subtenant's liability under Section 16 above, Subtenant, at its sole cost and expense, shall maintain, or cause to be maintained, throughout the Term of this Sublease, the following insurance:

(a) **General Liability Insurance.** Comprehensive or commercial general liability insurance, with limits not less than Three Million Dollars (\$3,000,000) each occurrence combined single limit for bodily injury and Five Million Dollars (\$5,000,000) property damage, including coverages for contractual liability, independent contractors, broad form property damage, personal injury, products and completed operations, fire damage and legal liability, explosion, collapse and underground (XCU).

(b) **Automobile Liability Insurance.** If any automobiles or any other motor vehicles are operated in connection with Subtenant's activity on the Premises or the permitted use under Section 17.1 above Comprehensive or business automobile liability insurance with limits not less than One Million Dollars (\$1,000,000.00) each occurrence combined single limit for bodily injury and property damage, including coverages for owned and hired vehicles and for employer's non-ownership liability.

(c) **Worker's Compensation and Employer's Liability Insurance.** If Subtenant has employees, Worker's Compensation Insurance with Employer's Liability limit not less than One Million Dollars (\$1,000,000.00) for each accident, injury or illness, on employees eligible for each.

(d) **Personal Property Insurance.** Subtenant, at its sole cost and expense, shall procure and maintain on all of its personal property and Alterations, in, on, or about the Premises, property insurance on an all risk form, excluding earthquake and flood, to the extent of full replacement value. The proceeds from any such policy shall be used by Subtenant for the replacement of Subtenant's personal property.

(e) **Other Coverage.** Such other insurance or different coverage amounts as is required by law or as is generally required by commercial owners of property similar in size, character, age and location as the Premises, as may change from time to time, or as may be required by the City's Risk Manager.

17.2. Claims-Made Policies. If any of the insurance required in Section 17.1 above is provided under a claims-made form of policy, Subtenant shall maintain such coverage continuously throughout the Term and without lapse for a period of three (3) years beyond the

termination of this Sublease, to the effect that should occurrences during the Term give rise to claims made after termination of this Sublease, such claims shall be covered by such claims-made policies.

17.3. Annual Aggregate Limits. If any of the insurance required in Section 17.1 above is provided under a form of coverage which includes an annual aggregate limit or provides that claims investigation or legal defense costs be included in such annual aggregate limit, such annual aggregate limit shall be double the occurrence limits specified herein.

17.4. Payment of Premiums. Subtenant shall pay the premiums for maintaining all required insurance.

17.5. Waiver of Subrogation Rights. The parties release each other, and their respective authorized representatives, from any claims for damage to the Premises or to the fixtures, personal property, improvements or Alterations of either Sublandlord or Subtenant in or on the Premises which are caused by or result from risks insured against under any property insurance policies carried by the parties and in force at the time of any such damage, to the extent such claims for damage are paid by such policies. Each party shall cause each property insurance policy obtained by it to provide that the insurance company waives all right of recovery by way of subrogation against the other party in connection with any damage covered by any policy.

17.6. General Insurance Matters.

(a) All liability insurance policies required to be maintained by Subtenant hereunder shall contain a cross-liability clause, shall name as additional insureds the "THE TREASURE ISLAND DEVELOPMENT AUTHORITY, CITY AND COUNTY OF SAN FRANCISCO, THE UNITED STATES OF AMERICA, ACTING BY AND THROUGH THE DEPARTMENT OF THE NAVY, AND THEIR OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS," shall be primary to any other insurance available to the additional insureds with respect to claims arising under this Sublease, and shall provide that such insurance applies separately to each insured against whom complaint is made or suit is brought except with respect to the limits of the company's liability.

(b) All insurance policies required to be maintained by Subtenant hereunder shall be issued by an insurance company or companies reasonably acceptable to Sublandlord with an AM Best rating of not less than A-VIII and authorized to do business in the State of California.

(c) All insurance policies required to be maintained by Subtenant hereunder shall provide for thirty (30) days' prior written notice of cancellation for any reason, intended non-renewal, or reduction in coverage to Subtenant and Sublandlord. Such notice shall be given in accordance with the notice provisions of Section 21.1 below.

(d) Subtenant shall deliver to Sublandlord certificates of insurance and additional insured

policy endorsements in a form satisfactory to Sublandlord evidencing the coverages required herein, together with evidence of payment of premiums, on or before the Commencement Date, and upon renewal of each policy not less than thirty (30) days before expiration of the term of the policy. Subtenant shall, upon Sublandlord's request, promptly furnish Sublandlord with a complete copy of any insurance policy required hereunder.

(e) Not more often than every year and upon not less than sixty (60) days' prior written notice, Sublandlord may require Subtenant to increase the insurance limits set forth in Section 17.1 above if Sublandlord finds in its reasonable judgment that it is the general commercial practice in San Francisco to carry insurance in amounts substantially greater than those amounts carried by Subtenant with respect to risks comparable to those associated with the use of the Premises.

(f) Subtenant's compliance with the provisions of this Section shall in no way relieve or decrease Subtenant's indemnification obligations herein or any of Subtenant's other obligations or liabilities under this Sublease.

(g) Notwithstanding anything to the contrary in this Sublease, Sublandlord may elect in Sublandlord's sole and absolute discretion to terminate this Sublease upon the lapse of any required insurance coverage by written notice to Subtenant.

17.7. Self-Insurance. Subtenant may provide the insurance coverage required under this Sublease by a program of "self-insurance", provided that (i) the self-insurance program, in the reasonable judgment of City's Risk Manager, provides adequate, enforceable, sufficiently funded and long-term coverage for Sublandlord and the risks to be insured against, and (ii) such program of self-insurance shall provide Sublandlord with the same rights and privileges to which Sublandlord is otherwise entitled under the terms of this Sublease when there is a third-party insurer. Subtenant shall provide to City's Risk Manager all documents that Sublandlord or City's Risk Manager requests that are necessary to permit a complete review and analysis of the self-insurance program. If, as a supplement to Subtenant's self-insurance program, Subtenant obtains an insurance policy or policies from an insurance company, the provisions of this Sublease shall apply in full to such insurance policy or policies and if Subtenant ceases to self-insure, Subtenant shall give notice thereof to Sublandlord and shall immediately comply with the provisions of this Section 17 relating to the policy of insurance required. This right to self insure is personal to Subtenant and shall not inure to the benefit of any other successor, assign or subtenant of Subtenant.

18. ACCESS BY SUBLANDLORD

18.1. Access to Premises by Sublandlord.

(a) **General Access.** Sublandlord reserves for itself and Sublandlord's Agents, the right to enter the Premises and any portion thereof at all reasonable times upon not less than twenty-four

(24) hours oral or written notice to Subtenant (except in the event of an emergency) for any purpose. www.libtool.com.cn

(b) **Emergency Access.** In the event of any emergency, as determined by Sublandlord, Sublandlord may, at its sole option and without notice, enter the Premises and alter or remove any Alterations or Subtenant's Personal Property on or about the Premises. Sublandlord shall have the right to use any and all means Sublandlord considers appropriate to gain access to any portion of the Premises in an emergency. In such case, Sublandlord shall not be responsible for any damage or injury to any such property, nor for the replacement of any such property and any such emergency entry shall not be deemed to be a forcible or unlawful entry onto or a detainer of, the Premises, or an eviction, actual or constructive, of Subtenant from the Premises or any portion thereof.

(c) **No Liability.** Sublandlord shall not be liable in any manner, and Subtenant hereby waives any claims, for any inconvenience, disturbance, loss of business, nuisance or other damage arising out of Sublandlord's entry onto the Premises, except damage resulting directly and exclusively from the gross negligence or willful misconduct of Sublandlord or Sublandlord's Agents and not contributed to by the acts, omissions or negligence of Subtenant, Subtenant's Agents or Subtenant's Invitees.

18.2. Access to Premises by Master Landlord. Subtenant acknowledges and agrees that Master Landlord shall have all of the rights of access to the Premises described in the Master Lease.

19. SURRENDER

19.1. Surrender of the Premises. Upon the termination of this Sublease, Subtenant shall surrender to Sublandlord the Premises in the same condition as of the Commencement Date, ordinary wear and tear excepted, and free and clear of all liens, easements and other encumbrances created or suffered by, through or under Subtenant. On or before any termination hereof, Subtenant shall, at its sole cost, remove any and all of Subtenant's Personal Property from the Premises and demolish and remove any and all Alterations from the Premises (except for any Alterations that Sublandlord agrees are to remain part of the Premises pursuant to the provisions of Section 8.3 above). In addition, Subtenant shall, at its sole expense, repair any damage to the Premises resulting from the removal of any such items and restore the Premises to their condition immediately prior to the presence of any Alterations. In connection therewith, Subtenant shall obtain any and all necessary permits and approvals, including, without limitation, any environmental permits, and execute any manifests or other documents necessary to complete the demolition, removal or restoration work required hereunder. Subtenant's obligations under this Section shall survive the termination of this Sublease. Any items of Subtenant's Personal Property remaining on or about the Premises after the termination of this Sublease may, at Sublandlord's option and after thirty (30) days written notice to Subtenant, be deemed abandoned and in such case Sublandlord may dispose of such property in accordance with Section 1980, et

seq., of the California Civil Code or in any other manner allowed by Law.

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19.2. No Holding Over. If Subtenant fails to surrender the Premises to Sublandlord upon the termination of this Sublease as required by this Section, Subtenant shall Indemnify Sublandlord against all Losses resulting therefrom, including, without limitation, Losses made by a succeeding Subtenant resulting from Subtenant's failure to surrender the Premises. Subtenant shall have no right to hold over without the prior written consent of Sublandlord, which consent may be withheld in Sublandlord's sole and absolute discretion. If Sublandlord holds over the Premises or any part thereof after expiration or earlier termination of this Sublease, such holding over shall be terminable upon written notice by Sublandlord, and the Base Rent shall be increased to two hundred percent (200%) of the Base Rent in effect immediately prior to such holding over, and such holdover shall otherwise be on all the other terms and conditions of this Sublease. This Section shall not be construed as Sublandlord's permission for Subtenant to hold over. Acceptance of any holdover Base Rent by Sublandlord following expiration or termination of this Sublease shall not constitute an extension or renewal of this Sublease.

19.3. Security Deposit. Subtenant shall pay to Sublandlord upon execution of this Sublease a security deposit in the amount set forth in the Basic Sublease Information as security for the faithful performance of all terms, covenants and conditions of this Sublease. Subtenant agrees that Sublandlord may (but shall not be required to) apply the security deposit in whole or in part to remedy any damage to the Premises caused by Subtenant, Subtenant's Agents or Subtenant's Invitees, or any failure of Subtenant to perform any other terms, covenants or conditions contained in this Sublease, without waiving any of Sublandlord's other rights and remedies hereunder or at Law or in equity. Should Sublandlord use any portion of the security deposit to cure any Event of Default by Subtenant hereunder, Subtenant shall immediately replenish the security deposit to the original amount, and Subtenant's failure to do so within five (5) days of Sublandlord's notice shall constitute a material Event of Default under this Sublease. Sublandlord's obligations with respect to the security deposit are solely that of debtor and not trustee. Sublandlord shall not be required to keep the security deposit separate from its general funds, and Subtenant shall not be entitled to any interest on such deposit. The amount of the security deposit shall not be deemed to limit Subtenant's liability for the performance of any of its obligations under this Sublease. To the extent that Sublandlord is not entitled to retain or apply the security deposit pursuant to this Section 20.3, Sublandlord shall return such security deposit to Subtenant within forty-five (45) days of the termination of this Sublease.

20. HAZARDOUS MATERIALS

20.1. No Hazardous Materials. Subtenant covenants and agrees that neither Subtenant nor any of Subtenant's Agents or Subtenant's Invitees shall cause or permit any material that, because of its quantity, concentration or physical or chemical characteristics, is deemed by any federal, state or local governmental authority to pose a present or potential hazard to human health or safety or to the environment, including, without limitation, any material or substance defined as a "hazardous substance," or "pollutant" or "contaminant" pursuant to the

Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA", also commonly known as the "Superfund" law), as amended (42 U.S.C. Sections 9601 et seq.), or pursuant to Section 25281 of the California Health & Safety Code; any "hazardous waste" listed pursuant to Section 25140 of the California Health & Safety Code; any asbestos and asbestos containing materials whether or not such materials are part of the structure of any existing improvements on the Premises, or are naturally occurring substances on, in or about the Premises; and petroleum, including crude oil or any fraction thereof, and natural gas or natural gas liquids ("Hazardous Material") to be brought upon, kept, used, stored, generated or disposed of in, on or about the Premises or transported to or from the Premises without the prior written approval of Sublandlord, which approval may be withheld in Sublandlord's sole and absolute discretion. Subtenant shall immediately notify Sublandlord if and when Subtenant learns or has reason to believe there has been any release of Hazardous Material in, on or about the Premises. Sublandlord may from time to time request Subtenant to provide adequate information for Sublandlord to determine that any Hazardous Material permitted hereunder is being handled in compliance with all applicable federal, state or local Laws or policies relating to Hazardous Material (including, without limitation, its use, handling, transportation, production, disposal, discharge or storage) or to human health and safety, industrial hygiene or environmental conditions in, on, under or about the Premises and any other property, including, without limitation, soil, air and groundwater conditions ("Environmental Laws"), and Subtenant shall promptly provide all such information. Sublandlord and Sublandlord's Agents shall have the right to inspect the Premises for Hazardous Material and compliance with the provisions hereof at all reasonable times upon reasonable advance oral or written notice to Subtenant (except in the event of an emergency). Subtenant agrees that it shall comply, without limiting the foregoing, with the provisions of Article 21 of the San Francisco Health Code including, without limitation, regarding obtaining and complying with the requirements of an approved hazardous materials management plan, and with the requirements of the environmental protection provisions provided for in Section 13 of the Master Lease.

20.2. Subtenant's Environmental Indemnity. If Subtenant breaches any of its obligations contained in Section 20.1 above, or, if any act or omission or negligence of Subtenant or any of Subtenant's Agents or Subtenant's Invitees results in any spilling, leaking, pumping, pouring, emitting, discharging, injecting, escaping, leeching or dumping ("Release") of Hazardous Material in, on, under or about the Premises or the Property, without limiting Subtenant's general Indemnity contained in Section 16.2 above, Subtenant, on behalf of itself and Subtenant's Agents, shall Indemnify the Indemnified Parties, and each of them, from and against any and all enforcement, investigation, remediation or other governmental or regulatory actions, agreements or orders threatened, instituted or completed pursuant to any Environmental Laws together with any and all Losses made or threatened by any third party against Sublandlord, Sublandlord's Agents, or the Premises, relating to damage, contribution, cost recovery compensation, loss or injury resulting from the presence, Release or discharge of any Hazardous Materials, including, without limitation, Losses based in common law, investigation and remediation costs, fines, natural resource damages, damages for decrease in value of the Premises, the loss or restriction of the use or any amenity of the Premises and attorneys' fees and consultants' fees and experts'

fees and costs ("Hazardous Materials Claims") arising during or after the Term of this Sublease and relating to such Release, except to the extent that such Losses are caused by the negligence or intentional wrongful acts and omissions of the Indemnified Parties. The foregoing Indemnity includes, without limitation, all costs associated with the investigation and remediation of Hazardous Material and with the restoration of the Premises or the Property to its prior condition including, without limitation, fines and penalties imposed by regulatory agencies, natural resource damages and losses, and revegetation of the Premises or other Sublandlord property. Without limiting the foregoing, if Subtenant or any of Subtenant's Agents or Subtenant's Invitees, causes or permits the Release of any Hazardous Materials in, on, under or about the Premises or the Property, Subtenant shall, immediately, at no expense to Sublandlord, take any and all appropriate actions to return the Premises or other Sublandlord property affected thereby to the condition existing prior to such Release and otherwise investigate and remediate the Release in accordance with all Environmental Laws. Subtenant shall provide Sublandlord with written notice of and afford Sublandlord a full opportunity to participate in any discussions with governmental regulatory agencies regarding any settlement agreement, cleanup or abatement agreement, consent decree, permit, approvals, or other compromise or proceeding involving Hazardous Material.

20.3. Acknowledgment of Receipt of EBS and FOSL Reports. Subtenant hereby acknowledges for itself and Subtenant's Agents that, prior to the execution of this Sublease, it has received and reviewed the Environmental Baseline Survey ("EBS") and the Finding of Suitability to Lease ("FOSL") described in Section 7 of the Master Lease. California law requires landlords to disclose to tenants the presence or potential presence of certain Hazardous Materials. Accordingly, Subtenant is hereby advised that occupation of the Premises may lead to exposure to Hazardous Materials such as, but not limited to, gasoline, diesel and other vehicle fluids, vehicle exhaust, office maintenance fluids, tobacco smoke, methane and building materials containing chemicals, such as formaldehyde. Further, there are Hazardous Materials located on the Premises as described in the EBS and the FOSL. In addition, California's Proposition 65, Health and Safety Code Section 25249.6 et seq., requires notice that some of these Hazardous Materials are known by the State of California to cause cancer or reproductive harm. By execution of this Sublease, Subtenant acknowledges that the notices and warnings set forth above satisfy the requirements of California Health and Safety Code Sections 25249.6 et seq., 25359.7 and related statutes.

21. GENERAL PROVISIONS

21.1. Notices. Except as otherwise expressly provided in this Sublease, any notice given hereunder shall be effective only in writing and given by delivering the notice in person, or by sending it first class mail or certified mail with a return receipt requested or reliable commercial overnight courier, return receipt requested, with postage prepaid, to the appropriate addresses set forth in the Basic Sublease Information. Any Party hereunder may designate a new address for notice purposes hereunder at least ten (10) days prior to the effective date of such change. Any notice hereunder shall be deemed to have been given two (2) days after the date when it is mailed

if sent by first class or certified mail, one day after the date it is made, if sent by commercial overnight carrier, or upon the date personal delivery is made, and any refusal by either Party to accept the attempted delivery of any notice, if such attempted delivery is in compliance with this Section 21.1 and applicable Laws, shall be deemed receipt of such notice.

21.2. No Implied Waiver. No failure by Sublandlord to insist upon the strict performance of any obligation of Subtenant under this Sublease or to exercise any right, power or remedy arising out of a breach thereof, irrespective of the length of time for which such failure continues, no acceptance of full or partial payment of Rent due hereunder during the continuance of any such breach, and no acceptance of the keys to or possession of the Premises prior to the expiration of the Term by any Agent of Sublandlord, shall constitute a waiver of such breach or of Sublandlord's right to demand strict compliance with such term, covenant or condition or operate as a surrender of this Sublease. No express written waiver of any default or the performance of any provision hereof shall affect any other default or performance, or cover any other period of time, other than the default, performance or period of time specified in such express waiver. One or more written waivers of a default or the performance of any provision hereof shall not be deemed to be a waiver of a subsequent default or performance. The consent of Sublandlord given in any instance under the terms of this Sublease shall not relieve Subtenant of any obligation to secure the consent of Sublandlord in any other or future instance under the terms of this Sublease.

21.3. Amendments. Neither this Sublease nor any term or provision hereof may be changed, waived, discharged or terminated, except by a written instrument signed by the Parties hereto.

21.4. Authority. If Subtenant signs as a corporation, a partnership or a limited liability company, each of the persons executing this Sublease on behalf of Subtenant does hereby covenant and warrant that Subtenant is a duly authorized and existing entity, that Subtenant has and is qualified to do business in California, that Subtenant has full right and authority to enter into this Sublease, and that each and all of the persons signing on behalf of Subtenant are authorized to do so. Upon Sublandlord's request, Subtenant shall provide Sublandlord with evidence reasonably satisfactory to Sublandlord confirming the foregoing representations and warranties. Without limiting the generality of the foregoing, Subtenant represents and warrants that it has full power to make the waivers and releases, indemnities and the disclosures set forth herein, and that it has received independent legal advice from its attorney as to the advisability of entering into a sublease containing those provisions and their legal effect.

21.5. Joint and Several Obligations. The word "Subtenant" as used herein shall include the plural as well as the singular. If there is more than one Subtenant, the obligations and liabilities under this Sublease imposed on Subtenant shall be joint and several.

21.6. Interpretation of Sublease. The captions preceding the articles and sections of this Sublease and in the table of contents have been inserted for convenience of reference only and such captions shall in no way define or limit the scope or intent of any provision of this Sublease.

This Sublease has been negotiated at arm's length and between persons sophisticated and knowledgeable in the matters dealt with herein and shall be interpreted to achieve the intents and purposes of the Parties, without any presumption against the party responsible for drafting any part of this Sublease. Provisions in this Sublease relating to number of days shall be calendar days, unless otherwise specified, provided that if the last day of any period to give notice, reply to a notice or to undertake any other action occurs on a Saturday, Sunday or a bank or Sublandlord holiday, then the last day for undertaking the action or giving or replying to the notice shall be the next succeeding business day. Use of the word "including" or similar words shall not be construed to limit any general term, statement or other matter in this Sublease, whether or not language of non-limitation, such as "without limitation" or similar words, are used. Unless otherwise provided herein, whenever the consent of Sublandlord is required to be obtained by Subtenant hereunder, Sublandlord may give or withhold such consent in its sole and absolute discretion.

21.7. Successors and Assigns. Subject to the provisions of Section 14, the terms, covenants and conditions contained in this Sublease shall bind and inure to the benefit of Sublandlord and Subtenant and, except as otherwise provided herein, their personal representatives and successors and assigns; provided, however, that upon any transfer by Sublandlord (or by any subsequent Sublandlord) of its interest in the Premises as lessee, including any transfer by operation of Law, Sublandlord (or any subsequent Sublandlord) shall be relieved from all subsequent obligations and liabilities arising under this Sublease subsequent to such transfer.

21.8. Brokers. Neither party has had any contact or dealings regarding the leasing of the Premises, or any communication in connection therewith, through any licensed real estate broker or other person who could claim a right to a commission or finder's fee in connection with the Sublease contemplated herein. In the event that any broker or finder perfects a claim for a commission or finder's fee based upon any such contact, dealings or communication, the party through whom the broker or finder makes a claim shall be responsible for such commission or fee and shall Indemnify the other party from any and all Losses incurred by the indemnified party in defending against the same. The provisions of this Section shall survive any termination of this Sublease.

21.9. Severability. If any provision of this Sublease or the application thereof to any person, entity or circumstance shall, to any extent, be invalid or unenforceable, the remainder of this Sublease, or the application of such provision to persons, entities or circumstances other than those as to which it is invalid or unenforceable, shall not be affected thereby, and each other provision of this Sublease shall be valid and be enforceable to the fullest extent permitted by Law.

21.10. Governing Law. This Sublease shall be construed and enforced in accordance with the Laws of the State of California and the federal government.

21.11. Entire Agreement. This instrument (including the exhibits hereto, which are made a

part of this Sublease) contains the entire agreement between the Parties and supersedes all prior ~~written or oral negotiations~~, discussions, understandings and agreements. The Parties further intend that this Sublease shall constitute the complete and exclusive statement of its terms and that no extrinsic evidence whatsoever (including prior drafts of this Sublease and any changes therefrom) may be introduced in any judicial, administrative or other legal proceeding involving this Sublease. Subtenant hereby acknowledges that neither Sublandlord nor Sublandlord's Agents have made any representations or warranties with respect to the Premises or this Sublease except as expressly set forth herein, and no rights, easements or licenses are or shall be acquired by Subtenant by implication or otherwise unless expressly set forth herein.

21.12. Attorneys' Fees. In the event that either Sublandlord or Subtenant fails to perform any of its obligations under this Sublease or in the event a dispute arises concerning the meaning or interpretation of any provision of this Sublease, the defaulting party or the party not prevailing in such dispute, as the case may be, shall pay any and all costs and expenses incurred by the other party in enforcing or establishing its rights hereunder (whether or not such action is prosecuted to judgment), including, without limitation, court costs and reasonable attorneys' fees. For purposes of this Sublease, reasonable fees of attorneys in the Office of the San Francisco City Attorney (Sublandlord's General Counsel) shall be based on the fees regularly charged by private attorneys with the equivalent number of years of experience in the subject matter area of the law for which the City Attorney's services were rendered who practice in the City and County of San Francisco in law firms with approximately the same number of attorneys as employed by the Office of the City Attorney. Further, for purposes of this Sublease, the term "attorneys' fees" shall mean the fees and expenses of counsel to the Parties, which may include printing, duplicating and other expenses, air freight charges, hiring of experts, and fees billed for law clerks, paralegals, librarians and others not admitted to the bar but performing services under the supervision of an attorney. The term "attorneys' fees" shall also include, without limitation, all such fees and expenses incurred with respect to appeals, mediations, arbitrations, and bankruptcy proceedings, and whether or not any action is brought with respect to the matter for which such fees and costs were incurred. The term "attorney" shall have the same meaning as the term "counsel".

21.13. Time of Essence. Time is of the essence with respect to all provisions of this Sublease in which a definite time for performance is specified.

21.14. Cumulative Remedies. All rights and remedies of either party hereto set forth in this Sublease shall be cumulative, except as may otherwise be provided herein.

21.15. Survival of Indemnities. Termination of this Sublease shall not affect the right of either party to enforce any and all indemnities and representations and warranties given or made to the other party under this Sublease, nor shall it affect any provision of this Sublease that expressly states it shall survive termination hereof. Subtenant specifically acknowledges and agrees that, with respect to each of the indemnities contained in this Sublease, Subtenant has an immediate and independent obligation to defend Sublandlord and the other Indemnified Parties from any claim which actually or potentially falls within the indemnity provision even if such allegation is

or may be groundless, fraudulent or false, which obligation arises at the time such claim is tendered to Subtenant by Sublandlord and continues at all times thereafter.

21.16. Relationship of Parties. Sublandlord is not, and none of the provisions in this Sublease shall be deemed to render Sublandlord, a partner in Subtenant's business, or joint venturer or member in any joint enterprise with Subtenant. This Sublease is not intended nor shall it be construed to create any third party beneficiary rights in any third party, unless otherwise expressly provided. The granting of this Sublease by Sublandlord does not constitute authorization or approval by Sublandlord of any activity conducted by Subtenant on, in or relating to the Premises.

21.17. Recording. Subtenant agrees that it shall not record this Sublease nor any memorandum or short form hereof in the official records of any county.

21.18. Non-Liability of Indemnified Parties' Officials, Employees and Agents. No elective or appointive board, commission, member, officer or employee of any of the Indemnified Parties shall be personally liable to Subtenant, its successors and assigns, in the event of any default or breach by Sublandlord or for any amount which may become due to Subtenant, its successors and assigns, or for any obligation of Sublandlord under this Sublease.

21.19. No Discrimination. Subtenant shall comply with the non-discrimination provisions of Section 19.1 of the Master Lease, including, without limitation, posting all notices required therein.

21.20. Counterparts. This Sublease may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

21.21. Master Landlord's Consent. This Sublease is expressly conditioned upon receipt of the written consent of Master Landlord.

22. SPECIAL PROVISIONS

22.1. Signs. Subtenant agrees that it will not erect or maintain, or permit to be erected or maintained, any signs, notices or graphics upon or about the Premises which are visible in or from public corridors or other portions of any common areas of the Premises or from the exterior of the Premises, without Sublandlord's prior written consent, which Sublandlord may withhold or grant in its sole discretion.

22.2. Public Transit Information. Subtenant shall establish and carry on during the Term a program to encourage maximum use of public transportation by personnel of Subtenant employed on the Premises, including, without limitation, the distribution to such employees of

written materials explaining the convenience and availability of public transportation facilities adjacent or proximate to the Premises and encouraging use of such facilities, all at Subtenant's sole expense.

22.3. TIHDI Job Broker. Subtenant shall comply with the requirements of the TIHDI Work Force Hiring Plan attached hereto as Exhibit F.

22.4. Local Hiring. Subtenant further agrees to use good faith efforts to hire residents of the City and County of San Francisco at all levels of Subtenant's personnel needs and to contract with local businesses for Subtenant's purchase of supplies, materials, equipment or services.

22.5. Non-Discrimination in City Contracts and Benefits Ordinance.

(a) **Covenant Not to Discriminate.** In the performance of this Sublease, Subtenant covenants and agrees not to discriminate on the basis of the fact or perception of a person's race, color, creed, religion, national origin, ancestry, age, sex, sexual orientation, gender identity, domestic partner status, marital status, disability, weight, height or Acquired Immune Deficiency Syndrome or HIV status (AIDS/HIV status) against any employee of, any City employee working with, or applicant for employment with, Subtenant in any of Subtenant's operations within the United States, or against any person seeking accommodations, advantages, facilities, privileges, services, or membership in all business, social, or other establishments or organizations operated by Subtenant.

(b) **Sub-Subleases and Other Subcontracts.** Subtenant shall include in all sub-subleases and other subcontracts relating to the Premises a non-discrimination clause applicable to such sub-subtenant or other subcontractor in substantially the form of subsection (a) above. In addition, Subtenant shall incorporate by reference in all sub-subleases and other subcontracts the provisions of Sections 12B.2(a), 12B.2(c)-(k), and 12C.3 of the San Francisco Administrative Code and shall require all sub-subtenants and other subcontractors to comply with such provisions. Subtenant's failure to comply with the obligations in this subsection shall constitute a material breach of this Sublease.

(c) **Non-Discrimination in Benefits.** Subtenant does not as of the date of this Sublease and will not during the Term, in any of its operations or in San Francisco or with respect to its operations under this Sublease elsewhere within the United States, discriminate in the provision of bereavement leave, family medical leave, health benefits, membership or membership discounts, moving expenses, pension and retirement benefits or travel benefits, as well as any benefits other than the benefits specified above, between employees with domestic partners and employees with spouses, and/or between the domestic partners and spouses of such employees, where the domestic partnership has been registered with a governmental entity pursuant to state or local law authorizing such registration, subject to the conditions set forth in Section 12B.2(b) of the San Francisco Administrative Code.

(d) **HRC Form**. If required by law, Subtenant shall execute the "Chapter 12B Declaration: Nondiscrimination in Contracts and Benefits" form (Form HRC-12B-101) with supporting documentation and secure the approval of the form by the San Francisco Human Rights Commission (the "HRC"). Subtenant hereby represents that prior to execution of this Sublease, (i) Subtenant executed and submitted to the HRC Form HRC-128-101 with supporting documentation; and (ii) the HRC approved such form.

(e) **Incorporation of Administrative Code Provisions by Reference**. The provisions of Chapters 12B and 12C of the San Francisco Administrative Code relating to non-discrimination by parties contracting for the lease of City property are incorporated in this Section by reference and made a part of this Agreement as though fully set forth herein. Subtenant shall comply fully with and be bound by all of the provisions that apply to this Sublease under such Chapters of the Administrative Code, including but not limited to the remedies provided in such Chapters. Without limiting the foregoing, Subtenant understands that pursuant to Section 12B.2(h) of the San Francisco Administrative Code, a penalty of Fifty Dollars (\$50.00) for each person for each calendar day during which such person was discriminated against in violation of the provisions of this Sublease may be assessed against Subtenant and/or deducted from any payments due Subtenant.

22.6. MacBride Principles - Northern Ireland. The City urges companies doing business in Northern Ireland to move toward resolving employment inequities and encourages them to abide by the MacBride Principles as expressed in San Francisco Administrative Code Section 12F.1, et seq. The City and County of San Francisco also urges San Francisco companies to do business with corporations that abide by the MacBride Principles. Subtenant acknowledges that it has read and understands the above statement of the City and County of San Francisco concerning doing business in Northern Ireland.

22.7. Tropical Hardwood and Virgin Redwood Ban. The City urges companies not to import, purchase, obtain or use for any purpose, any tropical hardwood, tropical hardwood wood product, virgin redwood or virgin redwood product. Except as expressly permitted by the application of Section 802(b) and 803(b) of the San Francisco Environment Code, Subtenant shall not provide any items to the construction of tenant improvements or Alterations in the Premises, or otherwise in the performance of this Sublease, which are tropical hardwoods, tropical hardwood wood products, virgin redwood, or virgin redwood wood products. In the event Subtenant fails to comply in good faith with any of the provisions of Chapter 8 of the San Francisco Environment Code, Subtenant shall be liable for liquidated damages for each violation in an amount equal to Subtenant's net profit on the contract, or five percent (5%) of the total amount of the contract dollars, whichever is greater.

22.8. Conflicts of Interest. Subtenant states that it is familiar with the provisions of Section 8.105 and 8.106 of the San Francisco Charter and certifies that it knows of no facts which would constitute a violation of such provisions. Subtenant further certifies that it has made a complete disclosure to the Sublandlord of all facts bearing on any possible interests, direct or indirect,

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which Subtenant believes any officer or employee of the Sublandlord presently has or will have in this Sublease or in the performance thereof or in any portion of the profits thereof. Willful failure by Subtenant to make such disclosure, if any, shall constitute grounds for the Sublandlord's termination and cancellation of this Sublease.

22.9. Wages and Working Conditions. Subtenant agrees that any person performing labor in the construction of any tenant improvements and any Alterations to the Premises, which Subtenant provides under this Sublease, shall be paid not less than the highest prevailing rate of wages as required by Section 6.22(E) of the San Francisco Administrative Code, shall be subject to the same hours and working conditions, and shall receive the same benefits as in each case are provided for similar work performed in San Francisco, California. Subtenant shall include, in any contract for construction of such tenant improvements and Alterations, a requirement that all persons performing labor under such contract shall be paid not less than the highest prevailing rate of wages for the labor so performed. Subtenant shall require any contractor to provide, and shall deliver to Sublandlord upon request, certified payroll reports with respect to all persons performing labor in the construction of such tenant improvement work or any Alterations to the Premises.

22.10. Prohibition of Tobacco Advertising. Subtenant acknowledges and agrees that no advertising of cigarettes or tobacco products is allowed on any real property owned by or under the control of Sublandlord or the City, including the Premises and the Property. This prohibition includes the placement of the name of a company producing, selling or distributing cigarettes or tobacco products or the name of any cigarette or tobacco product in any promotion of any event or product. This prohibition does not apply to any advertisement sponsored by a state, local or nonprofit entity designed to communicate the health hazards of cigarettes and tobacco products or to encourage people not to smoke or to stop smoking.

22.11. Pesticide Prohibition. Subtenant shall comply with the provisions of Section 308 of Chapter 3 of the San Francisco Environment Code (the "Pesticide Ordinance") which (i) prohibit the use of certain pesticides on City property, (ii) require the posting of certain notices and the maintenance of certain records regarding pesticide usage and (iii) require Subtenant to submit to Sublandlord an integrated pest management ("IPM") plan that (a) lists, to the extent reasonably possible, the types and estimated quantities of pesticides that Subtenant may need to apply to the Premises during the terms of this Sublease, (b) describes the steps Subtenant will take to meet the City's IPM Policy described in Section 300 of the Pesticide Ordinance and (c) identifies, by name, title, address and telephone number, an individual to act as Subtenant's primary IPM contact person with the City. In addition, Subtenant shall comply with the requirements of Sections 303(a) and 303(b) of the Pesticide Ordinance.

22.12. First Source Hiring Ordinance. The City has adopted a First Source Hiring Ordinance (Board of Supervisors Ordinance No. 264 98) which establishes specific requirements, procedures and monitoring for first source hiring of qualified economically disadvantaged individuals for entry level positions. Within thirty (30) days after Sublandlord adopts a First

Source Hiring Implementation and Monitoring Plan in accordance with the First Source Hiring Ordinance, Subtenant shall enter into a First Source Hiring Agreement that meets the applicable requirements of Section 83.9 of the First Source Hiring Ordinance.

22.13. Sunshine Ordinance. In accordance with Section 67.24(e) of the San Francisco Administrative Code, contracts, contractors' bids, leases, agreements, responses to Requests for Proposals, and all other records of communications between City departments and persons or firms seeking contracts will be open to inspection immediately after a contract has been awarded. Nothing in this provision requires the disclosure of a private person's or organization's net worth or other proprietary financial data submitted for qualification for a contract, lease, agreement or other benefit until and unless that person or organization is awarded the contract, lease, agreement or benefit. Information provided which is covered by this Section will be made available to the public upon request.

22.14. Conflicts of Interest. Through its execution of this Sublease, Subtenant acknowledges that it is familiar with the provisions of Section 15.103 of the San Francisco Charter, Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090 et seq. of the Government Code of the State of California, and certifies that it does not know of any facts which would constitute a violation of said provisions, and agrees that if Subtenant becomes aware of any such fact during the Term of this Sublease, Subtenant shall immediately notify Sublandlord.

22.15. Charter Provision. This Sublease is governed by and subject to the provisions of the Charter of the City and County of San Francisco.

22.16. Requiring Health Benefits for Covered Employees. Unless exempt, Subtenant agrees to comply fully with and be bound by all of the provisions of the Health Care Accountability Ordinance (HCAO), as set forth in San Francisco Administrative Code Chapter 12Q, including the remedies provided, and implementing regulations, as the same may be amended from time to time. The provisions of Chapter 12Q are incorporated herein by reference and made a part of this Sublease as though fully set forth. The text of the HCAO is available on the web at www.dph.sf.ca.us/HCRes/Resolutions/2004Res/HCRes102004.shtml. Capitalized terms used in this Section and not defined in this Sublease shall have the meanings assigned to such terms in Chapter 12Q.

- (a) For each Covered Employee, Subtenant shall provide the appropriate health benefit set forth in Section 12Q.3 of the HCAO. If Subtenant chooses to offer the health plan option, such health plan shall meet the minimum standards set forth by the San Francisco Health Commission.
- (b) Notwithstanding the above, if Subtenant is a small business as defined in Section 12Q.3(d) of the HCAO, it shall have no obligation to comply with Subsection (a) above.
- (c) Subtenant's failure to comply with the HCAO shall constitute a material breach of this

Sublease. Sublandlord shall notify Subtenant if such a breach has occurred. If, within thirty (30) days after receiving City's written notice of a breach of this Sublease for violating the HCAO, Subtenant fails to cure such breach or, if such breach cannot reasonably be cured within such period of thirty (30) days, Subtenant fails to commence efforts to cure within such period, or thereafter fails diligently to pursue such cure to completion, Sublandlord shall have the right to pursue the remedies set forth in Section 12Q.5(f)(1-5). Each of these remedies shall be exercisable individually or in combination with any other rights or remedies available to Sublandlord.

(d) Any Subcontract entered into by Subtenant shall require the Subcontractor to comply with the requirements of the HCAO and shall contain contractual obligations substantially the same as those set forth in this Section. Subtenant shall notify City's Purchasing Department when it enters into such a Subcontract and shall certify to the Purchasing Department that it has notified the Subcontractor of the obligations under the HCAO and has imposed the requirements of the HCAO on Subcontractor through the Subcontract. Each Subtenant shall be responsible for its Subcontractors' compliance with this Chapter. If a Subcontractor fails to comply, the Sublandlord may pursue the remedies set forth in this Section against Subtenant based on the Subcontractor's failure to comply, provided that Sublandlord has first provided Subtenant with notice and an opportunity to obtain a cure of the violation.

(e) Subtenant shall not discharge, reduce in compensation, or otherwise discriminate against any employee for notifying Sublandlord with regard to Subtenant's compliance or anticipated compliance with the requirements of the HCAO, for opposing any practice proscribed by the HCAO, for participating in proceedings related to the HCAO, or for seeking to assert or enforce any rights under the HCAO by any lawful means.

(f) Subtenant represents and warrants that it is not an entity that was set up, or is being used, for the purpose of evading the intent of the HCAO.

(g) Subtenant shall keep itself informed of the current requirements of the HCAO.

(h) Subtenant shall provide reports to Sublandlord in accordance with any reporting standards promulgated by Sublandlord under the HCAO, including reports on Subcontractors and Subtenants, as applicable.

(i) Subtenant shall provide Sublandlord with access to records pertaining to compliance with the HCAO after receiving a written request from Sublandlord to do so and being provided at least five (5) business days to respond.

(j) Sublandlord may conduct random audits of Subtenant to ascertain its compliance with HCAO. Subtenant agrees to cooperate with Sublandlord when it conducts such audits.

(k) If Subtenant is exempt from the HCAO when this Sublease is executed because its

amount is less than Twenty-Five Thousand Dollars (\$25,000) (or [Fifty Thousand Dollars (\$50,000) if Subtenant is a qualified nonprofit), but Subtenant later enters into an agreement or agreements that cause Subtenant's aggregate amount of all agreements with Sublandlord to reach Seventy-Five Thousand Dollars (\$75,000), all the agreements shall be thereafter subject to the HCAO. This obligation arises on the effective date of the agreement that causes the cumulative amount of agreements between Subtenant and the Contracting Department to be equal to or greater than Seventy-Five Thousand Dollars (\$75,000) in the fiscal year.

22.17. Notification of Limitations on Contributions. Through its execution of this Sublease, Subtenant acknowledges that it is familiar with Section 1.126 of the San Francisco Campaign and Governmental Conduct Code, which prohibits any person who contracts with the City for the selling or leasing of any land or building to or from the City whenever such transaction would require approval by a City elective officer or the board on which that City elective officer serves, from making any campaign contribution to the officer at any time from the commencement of negotiations for such contract until the termination of negotiations for such contract or three (3) months has elapsed from the date the contract is approved by the City elective officer, or the board on which that City elective officer serves. San Francisco Ethics Commission Regulation 1.126-1 provides that negotiations are commenced when a prospective contractor first communicates with a City officer or employee about the possibility of obtaining a specific contract. This communication may occur in person, by telephone or in writing, and may be initiated by the prospective contractor or a City officer or employee. Negotiations are completed when a contract is finalized and signed by the City and the contractor. Negotiations are terminated when the City and/or the prospective contractor end the negotiation process before a final decision is made to award the contract.

22.18. Preservation-Treated Wood Containing Arsenic. As of July 1, 2003, Subtenant may not purchase preservative-treated wood products containing arsenic in the performance of this Sublease unless an exemption from the requirements of Environment Code Chapter 13 is obtained from the Department of Environment under Section 1304 of the Environment Code. The term "preservative-treated wood containing arsenic" shall mean wood treated with a preservative that contains arsenic, elemental arsenic, or an arsenic copper combination, including, but not limited to, chromated copper arsenate preservative, ammoniac copper zinc arsenate preservative, or ammoniacal copper arsenate preservative. Subtenant may purchase preservative-treated wood products on the list of environmentally preferable alternatives prepared and adopted by the Department of Environment. This provision does not preclude Subtenant from purchasing preservative-treated wood containing arsenic for saltwater immersion. The term "saltwater immersion" shall mean a pressure-treated wood that is used for construction purposes or facilities that are partially or totally immersed in saltwater.

22.19. Resource Efficient City Buildings and Pilot Projects. Subtenant acknowledges that the City and County of San Francisco has enacted San Francisco Environment Code Sections 700 to 707 relating to resource-efficient City buildings and resource-efficient pilot projects. Subtenant hereby agrees that it shall comply with all applicable provisions of such code sections.

22.20. Food Service Waste Reduction. Subtenant agrees to comply fully with and be bound by all of the provisions of the Food Service Waste Reduction Ordinance, as set forth in the San Francisco Environment Code, Chapter 16, including the remedies provided, and implementing guidelines and rules. The provisions of Chapter 16 are incorporated herein by reference and made a part of this Sublease as though fully set forth. This provision is a material term of this Sublease. By entering into this Sublease, Subtenant agrees that if it breaches this provision, Sublandlord will suffer actual damages that will be impractical or extremely difficult to determine; further, Subtenant agrees that the sum of One Hundred Dollars (\$100.00) liquidated damages for the first breach, Two Hundred Dollars (\$200.00) liquidated damages for the second breach in the same year, and Five Hundred Dollars (\$500.00) liquidated damages for subsequent breaches in the same year is a reasonable estimate of the damage that Sublandlord will incur based on the violation, established in light of the circumstances existing at the time this Sublease was made. Such amounts shall not be considered a penalty, but rather agreed monetary damages sustained by Sublandlord because of Subtenant's failure to comply with this provision.

22.21. Estoppel Certificates. At any time and from time to time, within ten (10) days after Sublandlord's request, Subtenant will execute, acknowledge and deliver to Sublandlord a statement certifying the following matters: (a) the Commencement Date and Expiration Date of this Sublease; (b) that this Sublease is unmodified and in full force and effect (or if there have been modifications, that this Sublease is in full force and effect as modified and the date and nature of such modifications); (c) the dates to which the Rent has been paid; (d) that there are no Events of Default under this Sublease (or if there are any Events of Default, the nature of such Event of Default); and (e) any other matters reasonably requested by Sublandlord. Sublandlord and Subtenant intend that any such statement delivered pursuant to this paragraph may be relied upon by any assignee of Sublandlord's interest in the Master Lease or this Sublease, any mortgagee or any purchaser or prospective purchaser of the building or land on which the Premises are located. Subtenant irrevocably appoints Sublandlord, as Subtenant's agent, to execute and deliver in the name of Sublandlord any such instrument if Subtenant fails to do so, which failure shall also be an Event of Default under this Sublease.

Sublandlord and Subtenant have executed this Sublease in triplicate as of the date first written above. www.libtool.com.cn

SUBTENANT:

**City and County of San Francisco, acting by
and through its Film Commission**

By: _____
Stefanie Coyote
Its: Executive Director

SUBLANDLORD:

Treasure Island Development Authority

By: _____
Mirian Saez
Director of Island Operations

APPROVED AS TO FORM:

DENNIS J. HERRERA, City Attorney

By: _____
Deputy City Attorney

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

EXHIBIT A

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MASTER LEASE

EXHIBIT B

www.libtool.com.cn **DIAGRAM OF PREMISES**

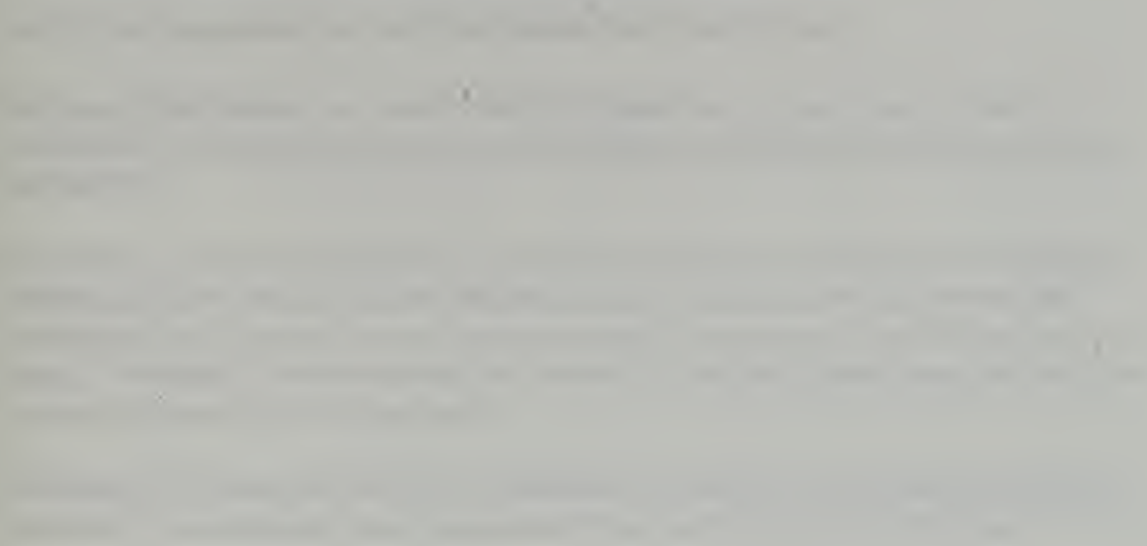


EXHIBIT C

www.libtool.com.cn **COVER PAGE OF THE SEISMIC REPORT**

EXHIBIT D

www.libtool.com.cn RULES AND REGULATIONS

1. All rules and regulations set out in the Master Lease shall prevail.
2. No signs, advertisements, or notices shall be attached to, or placed on, the exterior or interior of the Building or elsewhere on the Property, without prior written approval of Sublandlord.
3. Subtenant's contractors and invitees, while on the Premises or Subtenant's parking area, shall be subject to these Rules and Regulations, and will be subject to direction from Sublandlord and its agents, but will not be an agent or contractor of the Sublandlord or its agents. Subtenant's contractors shall be licensed by the State, insured and bonded at the amount requested by the Sublandlord.
4. Subtenant shall install and maintain at Subtenant's expense, any life safety equipment required by governmental rules, regulations or laws to be kept on the Premises.

EXHIBIT E

STANDARD UTILITIES AND SERVICES AND RATES

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Utilities Rate Schedule

Utility Service	Rate	Unit
Electric Rate	\$ 0.14	per kwh
Water Rate	\$ 5.40	per kgal
Sewer Rate	\$ 5.75	per kgal
Gas Rate	\$ 0.60	per therm

Rates are subject to adjustment.

Subtenant shall arrange for delivery of utility services to the premises by making a "Request for Utilities Services" by contacting:

San Francisco Public Utilities Commission
c/o Treasure Island Development Authority
410 Avenue of the Palms
Treasure Island
San Francisco, CA. 94130
Attn: Mr. Vic Zorzinsky
(415) 274-0333

EXHIBIT F

TIHDI WORKFORCE HIRING AGREEMENT

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SAN FRANCISCO
FILM COMMISSION

30
2
1/24/08

MINUTES OF THE NOVEMBER 24, 2008 MEETING

1 Dr. Carlton B. Goodlett Place
City Hall, Room 416
San Francisco, CA 94102

CALL TO ORDER

Commission President Morris called the meeting to order at 2:04pm.

ROLL CALL

Commissioners Present:

Denise Bradley
Don Canady
Maurice Kanbar
Robert Morales
Jim Morris
Lorrae Rominger
Marlene Sharon Saritzky
Villy Wang

Commissioners Absent:

Melanie Blum
Peter Bratt
Joan Chen

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APPROVAL OF THE MINUTES FROM THE SEPTEMBER 22, 2008 MEETING (ACTION ITEM)

Commissioner Morales made a motion to approve the minutes of the September 22, 2008 meeting. Commissioner Bradley seconded the motion. Public comment was taken; the minutes were unanimously approved.

PRESIDENT'S REPORT (DISCUSSION ONLY)

President Morris discussed the Mayor's economic stimulus plan and informed the Commission that Executive Director Coyote had sent the Mayor a memo outlining how investment in film incentives would aid the City's stimulus goals.

President Morris also acknowledged Governor Schwarzenegger's recent move for statewide incentives. This is important considering that Chris Columbus recently relocated to Vancouver to film his current project. He also noted that Brad Bird is directing the feature film 1906 and experiencing a large amount of pressure to film in Vancouver taking advantage of their large rebates rather than filming in San Francisco. It is President Morris' opinion that it is do or die time for California to enact rebates that will allow us to keep and attract feature films. Without statewide incentives President Morris said San Francisco will be forced to continue to piece together



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individual projects.

On a positive note, President Morris announced that the FilmHouse Residency program had begun and was receiving praise from the local independent film world.

Commissioner Canady asked what the Commission could do to resolve the ongoing discussion about a lack of incentives and criticized the POA for a lack of cooperation in bringing down fees. President Morris said that without the City or State putting money into the industry through incentives there is little the Commission can do to solve the problem. Commissioner Morales corrected Commissioner Canady and said that the POA is not responsible for high police costs. Commissioner Morales noted that cities with “free” cops subsidize the police fees and those officers are not working for free or reduced costs.

Commissioner Bradley asked if there was any way to accelerate the state’s move towards enacting legislation noting that this represents real employment opportunities for constituents. President Morris noted that the legislation enacted by the Board was full of red tape and complications in comparison with jurisdictions like Vancouver. He said that focusing on amending the City’s rebate program while also working with local labor organizations and groups to create deals for filmmakers would be most productive.

Public Comment was taken.

STAFF REPORT (DISCUSSION ONLY)

Executive Director Coyote told the Commission that there were 38 projects consisting of 71 film days in October 2008 in comparison to 51 projects for 129 days in October 2007. In November 2008 there were 29 projects that produced 39 film days in comparison to November of 2007 when 38 projects produced 90 days of filming. The large projects filming over the 2 months included an a commercial for an LG steam washing machine, Axe Body Spray, Cats & Dogs 2, a Pendelton catalog still shoot, a Bridgestone Tires commercial, and an Audi television commercial.

Executive Director Coyote discussed an Examiner article from the November 24th edition regarding the inadequacy of the film rebate program. She mentioned disappointment that the article focused solely on police costs in San Francisco rather than addressing the myriad of costs contributing to San Francisco’s inability to compete with jurisdictions offering statewide incentives.

Executive Director Coyote talked about the Governor’s Office announcement regarding *State Budget 2008-2009: Special Session – Employment Stimulus for California – A Specific Action Plan to Generate Jobs and Boos California’s Economy Now*. This proposes to keep film and television production in California by providing targeted tax credits from 20-25% to the industry while focusing on new production and production returning to the state. The Governor noted that such incentives would retain thousands of jobs in California, improve the percentage of film and television production in California from 31% (a 35% drop in five years) and noted that for every \$100 spent on production in California \$285 is generated in economic output. Executive



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Director Coyote informed the Commission that she would attend the December 5th meeting of the California Film Commission in Los Angeles in hopes of coming up with ways that we can support the Governor's efforts to enact this legislation.

Executive Director Coyote discussed the World Premier of *Milk* which was held at the Castro Theatre on October 28th. She informed the Commission that the premiere's success would not have been possible without the help of the Elsie McAteer of the City Hall Events Department, Rohan Lane of Building Management, Sgt. Erdmann of the SF Sheriff's Department, Lt. Greely and Marta McDowell of the SFPD, Brian Cunningham of MUNI and Cindy Shamban of DPT. Executive Director Coyote noted that only through their efforts was the event able to happen so flawlessly and thanked them all for their hard work. Executive Director Coyote informed the Commission that thank you ads had been placed in Variety, Produced By and DGA quarterly on behalf of the Commission.

Executive Director Coyote went on to discuss the Mayor's announcement of an Economic stimulus package which included a commitment to "increase funding for business attraction and retention efforts." She noted that in these grave economic times she hoped film production would be recognized as a stocked pond and that this stimulus will result in a viable and slightly expanded incentive program and the ability to offer Building 3 to productions year round. She informed the Commission that she has discussed this with the Mayor, Sup. Alioto-Pier, and Michael Cohen and Jennifer Matz from the Office of Economic and Workforce Development.

Finally, Executive Director Coyote discussed the filming of a commercial for LG washing machines directed by Michael Geoghegan of Spank Films. This filming included use of a low flying helicopter in the financial district. With the help of the SFPD the Film Commission learned how to best facilitate helicopter filming requests that include an FAA waiver to shoot below 500 feet and have enacted a policy requiring at least 3 weeks of lead time for all future requests.

Vice President Rominger asked what costs were not refunded to Milk by the current rebate program. Executive Director Coyote said that the Controller had reinterpreted the legislation (after approving the original paperwork) and determined that while the SFPD administrative charge goes into the general fund it is a fee rather than a tax and therefore is not eligible for refund.

Commissioner Canady reiterated Executive Director Coyote's thanks to all those involved in the World Premier of Milk including the Film Office.

Public Comment was taken.

TREASURE ISLAND BUILDING 3 SUBLEASE (ACTION)

Executive Director Coyote reminded the Commission that the Office had leased Building 3 from TIDA last year however had lost the lease when TIDA had booked the venue for a few events in the Fall and that this would recur this year. She then informed the Commission that they had the opportunity to lease the building again



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SAN FRANCISCO
FILM COMMISSION

through June with an option to extend the lease through August. This left the Film Commission with two options: rent the building without a guarantee from any films to occupy but with the intention as using as a marketing tool to attract a film to San Francisco or not lease the building. Executive Director Coyote did caution that by not leasing the building in the interim there was a high probability that TIDA would continue to book events that would make it impossible for the Commission to offer as a production space should a production want to come to San Francisco.

President Morris suggested that the lease include a right of first refusal for extending the lease in the future before any other events are booked for the building by TIDA. Executive Director Coyote agreed.

Commissioner Morales made a motion that the Film Commission enter the proposed lease of Building 3 through June of 2009. Commissioner Canady seconded the motion. Public comment was taken. The Commission approved the motion with a unanimous vote.

GENERAL PUBLIC COMMENT (DISCUSSION ONLY)

Don Simmons, an actor, wants more work and inquired how he can be more proactive to attract filming to San Francisco. President Morris suggested that he follow the news about possible legislation and lobby is representatives on both the City and State level to pass incentives for filmmaking.

ADJOURNMENT (ACTION ITEM)

Commissioner Canady made a motion to adjourn the meeting. Commissioner Kanbar seconded it. Public comment was taken. The Commission approved the motion unanimously. The meeting was adjourned at 2:43pm.



1 www.libtool.com.cn
2 [Modifies the cap on the amount that an individual production can receive under the Film
3 Rebate Program, eliminates partial rebate of hotel and sales tax and extends the Program to
4 June 2011.]

5 **Ordinance amending Administrative Code Section 57.8 by changing the cap on**
6 **individual rebates from the total amount of taxes that the production paid to the City, to**
7 **\$600,000, modifying the definition of "qualified production cost" by eliminating fees**
8 **and hotel and sales taxes from that definition, and extending the Film Rebate Program**
9 **for two more years, until June 2011**

10 Note: Additions are *single-underline italics Times New Roman*;
11 deletions are ~~*strikethrough italics Times New Roman*~~.
12 Board amendment additions are double underlined.
13 Board amendment deletions are ~~strikethrough normal~~.

14 Be it ordained by the People of the City and County of San Francisco:

15 Section 1. The San Francisco Administrative Code is hereby amended by amending
16 Section 57.8, to read as follows:

17 SEC. 57.8. FILM REBATE PROGRAM

18 (a) Purpose. The purpose of the Film Rebate Program is to increase the number of
19 qualified film productions being made in San Francisco, increase the number of City residents
20 employed in the filmmaking industry, and encourage the resulting economic benefits to
21 increased filmmaking in San Francisco.

22 (b) Definitions. As used in this Section, the following terms shall have the following
23 meanings:

24 (1) "Principal photography" means the time period and phase of film production during
25 which the main photography occurs.

(2) "Qualified low-budget film production" means a feature-length film, television film,
television pilot, or each episode of a television series, regardless of the medium used to

1 create or convey it, that is: (i) produced by a film company that expends at least 55 percent of
2 the total principal photography days exclusively in the City and (ii) has a total budget of no
3 more than \$3,000,000. "Qualified low-budget film production" shall not include: (i) a
4 documentary film, news or current affairs program, interview or talk program, instructional film
5 or program, film or program consisting primarily of stock footage, sporting event or sporting
6 program, game show, award ceremony, film or program intended primarily for industrial,
7 corporate or institutional end-users, fundraising film or program, commercials, music videos,
8 or "reality" program; or (ii) a production for which records are required under Title 18 United
9 States Code section 2257, to be maintained with respect to any performer in such production.

10 (3) "Qualified film production" means a feature-length film, television film, television
11 pilot, or each episode of a television series, regardless of the medium used to create or
12 convey it, that is created by a film company that expends at least 65 percent of the total
13 principal photography days exclusively in the City. "Qualified film production" shall not include:

14 (i) a documentary film, news or current affairs program, interview or talk program,
15 instructional film or program, film or program consisting primarily of stock footage, sporting
16 event or sporting program, game show, award ceremony, film or program intended primarily
17 for industrial, corporate or institutional end-users, fundraising film or program, commercials,
18 music videos, or "reality" program; or (ii) a production for which records are required under
19 Title 18 United States Code section 2257, to be maintained with respect to any performer in
20 such production.

21 (4) "Qualified production cost," means the following expenses of a qualified low-
22 budget film production or a qualified film production:

23 (A) Any ~~fees or~~ taxes, with the exception of hotel or sales taxes, paid to the City, or any of
24 its constituent departments, the proceeds of which are placed in the general fund;

1 (B) Any moneys paid to the City, or any of its constituent departments, for the use of
2 City property, equipment, or employees, including, but not limited to additional police services
3 as described in Chapter 10B of this Administrative Code; and

4 (C) Any daily use fees charged by the Film Commission, pursuant to Section 57.5 of
5 the Administrative Code, to engage in film production in the City.

6 (c) Rebate Program.

7 (1) *Allowance of Rebate.* A qualified low-budget film production or qualified film
8 production that pays qualified production costs shall be entitled to a rebate, to be calculated
9 as provided herein.

10 (2) *Amount of Rebate.* The City shall pay one dollar for each dollar the qualified low
11 budget film production or qualified film production paid in qualified production cost not to
12 exceed \$1.8 million dollars by June 30, 2011~~09~~. The rebate shall be paid from the fund into
13 which the qualified production cost was originally deposited. In no event shall the amount of
14 the rebate exceed \$600,000.00 ~~the total amount of taxes that the qualified film production or~~
15 ~~qualified low budget film production paid to the City.~~ The rebate shall not be paid from funds
16 dedicated under bond or other legal financing covenants.

17 (3) *Implementation.* After holding a public hearing, the Executive Director of the Film
18 Commission, in consultation with the Controller, shall promulgate rules and regulations to
19 establish the procedures for implementation of the Film Rebate Program. Such rules shall
20 include provisions describing the application process, the standards used to evaluate the
21 applications, the documentation that will be required to substantiate the amount of the rebate,
22 the appeal process, and any such other provisions as deemed necessary and appropriate to
23 carry out the Film Rebate Program.

1 (d) Reports. The Executive Director shall report annually to the Board of Supervisors
2 on the implementation of the Film Rebate Program. The report shall include a list of each
3 qualified film production, residency of employees, and the total of qualified production costs
4 submitted and paid to each film production. Annually for the first three years after enactment
5 of this Ordinance the Controller shall perform an assessment and review of the effect of the
6 Film Rebate Program. Based on such assessment and review, the Controller shall prepare
7 and submit an analysis to the Board of Supervisors. The Analysis shall be based on criteria
8 deemed relevant by the Controller, and may include but is not limited to data contained in the
9 annual reports to the Board of Supervisors submitted by the Director of the Film Commission.

10 (e) The Film Rebate Program shall expire on June 30, 2011~~09~~, unless extended by
11 ordinance. If the Film Rebate Program is not extended, the City Attorney shall cause this
12 Section to be removed from future editions of the San Francisco Municipal Code without
13 further action of the Board.

14
15 APPROVED AS TO FORM:
16 DENNIS J. HERRERA, City Attorney

17 By: _____
18 Mariam M. Morley
19 Deputy City Attorney
20
21
22
23
24
25

LEGISLATIVE DIGEST

[Modifies the cap on the amount that an individual production can receive under the Film Rebate Program, eliminates partial rebate of hotel and sales tax, and extends the Program to June 2011.]

Ordinance amending Administrative Code Section 57.8 by changing the cap on individual rebates from the total amount of taxes paid to the City, to \$600,000, modifying the definition of "qualified production cost" by eliminating hotel and sales taxes from that definition, and extending the Film Rebate Program for two years, until June 2011.

Existing Law

Chapter 57 of the Administrative Code establishes a City commission to "develop, recognize, and promote film activities in the City." (S.F. Admin. Code § 57.3.) Chapter 57 also sets up a rebate program that provides a refund to each "qualified film production" of the following payments that the film production makes to the City: 1) that portion of fees or taxes paid to the City that are placed in the City's General Fund, including the general fund portion of Payroll Taxes, Hotel Taxes, and Sales Taxes; 2) money paid to City for use of City property, equipment or employees, including additional police services, and 3) any daily use fess charged by the Film Commission. The refund that an individual film production can receive is capped by the total amount of taxes that the qualified film production has paid to the City. (S.F. Admin. Code § 57.8.)

Amendments to Current Law

This ordinance would remove the existing cap on individual refunds and replace it with a cap of \$600,000. This ordinance would also remove sales taxes and hotel taxes paid to the City from the list of payments subject to the refund process, and would make a nonsubstantive change to the list of payments subject to the refund process by eliminating the word "fees" from section 57.8(b)(4)(A) of the ordinance. Finally, this ordinance would extend the Film Rebate Program for two years, until June 2011.

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December 22, 2008

Dear 10-B Customer,

San Francisco Administrative Code 10-B authorizes the SFPD to charge for the cost of additional equipment and materials expended on a 10-B project. We have not done this in the past to encourage business in San Francisco but fiscal restraints have made it necessary for the San Francisco Police Department to enact it.

Effective January 1, 2009, we must charge \$6.25 an hour for motorcycles and \$13.00 an hour for a police car.

Motorcycles are used most often for athletic events and film projects. It is very rare that police cars are requested by the client. If an officer uses a police car for transportation to and from the event, the client will not be charged for the police car. However if a marked police car is requested by the client or the officer for safety reason, the client will be charged for the vehicle. An example of this would be when a police car is need on a freeway on-ramp as a large, visual deterrent.

We understand that additional expenses during these economic times is difficult and we hope that our presence on your project improves your ability to work efficiently and produce a better project.

Sincerely,

Lieutenant Nicole M. Greely

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SAN FRANCISCO
FILM COMMISSION

ACCESSIBLE MEETING POLICY

To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Laurel Barsotti (415/554-6241) at least two business days before the meeting.

KNOW YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE

(Chapter 67 of the San Francisco Administrative Code)

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissioners, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Task Force, the San Francisco Public Library and on the City's web site at www.sfgov.org.

FOR MORE INFORMATION ON YOUR RIGHTS UNDER THE SUNSHINE ORDINANCE OR TO REPORT A VIOLATION OF THE ORDINANCE, CONTACT THE SUNSHINE ORDINANCE TASK FORCE. Contact: Frank Darby, Administrator, Sunshine Ordinance Task Force City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689; (415) 554-7724; fax (415) 554-7854; e-mail sof@sfgov.org.

LOBBYIST REGISTRATION AND REPORTING REQUIREMENTS

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Government Conduct Code § 2.100 - 2.160] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102 telephone (415) 252-3100; fax (415) 252-3112; e-mail ethics.commission@sfgov.org; web-site www.sfgov.org/ethics.

In order to assist the City's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City accommodate these individuals.

The ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing or use of a cell phone, pager or similar sound-producing electronic devices.

San Francisco Film Commission Contact: Laurel Barsotti, 1 Dr. Carlton B. Goodlett Place, Room 473, San Francisco, CA 94102; (415) 554-6241; fax (415) 554-6503; e-mail film@sfgov.org



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SAN FRANCISCO
FILM COMMISSION

NOTICE OF CANCELLATION

The December 22, 2008 Film Commission meeting has been CANCELLED.

The next regularly scheduled Film Commission Meeting is scheduled for:

Date: January 26, 2009
Time: 2:00 pm
Place: City Hall, Room 416

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100 Larkin St
San Francisco, CA 94102

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