π PLAINTIFF π
United States District Court
Northern District of California
Case No. 4:24-CV-04722-YGR
Case Title Musk et al. v. Altman et al.
Exhibit No. 75
Date Entered
Mark Busby, Clerk
By: , Deputy Clerk

From: Jared Birchall [jbirchall@muskfoundation.org]
Sent: 6/13/2016 6:53:33 PM
To: Harris myCFO MUS001FOS [MUS001FOS@ctcmycfo.com]
Subject: Fwd: Pioneer Building Open AI lease comments

Below are the instructions for the aforementioned 1st months's lease payment. The amount is $141,666.67.

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

---------- Forwarded message ----------
From: **Bourke Lee** <blee@bridgetonholdings.com>
Date: Mon, Jun 13, 2016 at 12:25 PM
Subject: RE: Pioneer Building Open AI lease comments
To: Jared Birchall <jbirchall@muskfoundation.org>
Cc: Atit Jariwala <ajariwala@bridgetonholdings.com>

Hi Jared,

Nice to meet you over email. Please see the instructions below:

Account Name: Bridgeton Pioneer Property, LLC

Account #: [redacted]

ABA #: 021001033

Deutsche Bank Trust Company Americas

New York, NY

Thanks,

Bourke

Bourke Lee
Bridgeton Holdings
d 212.235.2788 | c 646.643.0521
blee@bridgetonholdings.com

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Monday, June 13, 2016 2:23 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Cc: Bourke Lee <blee@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Got it, thanks! And I'm pending the wiring instruction from lee to send the first month's rent. We'll get it sent asap.

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Mon, Jun 13, 2016 at 12:19 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Yes, to Bridgeton Pioneer Fee, LLC. (the fee stands for "fee interest")

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Monday, June 13, 2016 2:17 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Cc: Bourke Lee <blee@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Got it, thanks. To confirm, Bridgeton Pioneer Fee, LLC? Not fund?

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Mon, Jun 13, 2016 at 12:15 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Hi Jared,

The beneficiary for the letter of credit should actually be: Bridgeton Pioneer Fee, LLC (this is different than from the monthly rent payments, which are to Bridgeton Pioneer Property LLC).

Thanks,

Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Monday, June 13, 2016 12:47 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Cc: Bourke Lee <blee@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Thanks! And who is the beneficiary of the letter of credit? Bridgeton Holdings? Or your lender?

On Monday, June 13, 2016, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

That sounds good. Copying Bourke in my office who will provide the wiring instructions for the Pioneer account

Thanks, Jared.

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Monday, June 13, 2016 12:06 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Happy to do either. The check would arrive tomorrow, the wire today. Your call.

On Monday, June 13, 2016, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Typically we prefer wires for payments, but in the case of first month's rent, we typically get a check to show our lender. That said I don't think it really matters. If it's easier for you to send a wire vs an overnight check, then that should be fine. Please let me know.

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Monday, June 13, 2016 3:03 AM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Do you specifically want a check for the first months rent? Or would a wire work as well?

On Saturday, June 11, 2016, Jared Birchall <jbirchall@muskfoundation.org> wrote:

Working on it, thanks! Quick question, I received an email from someone with OpenAI who was concerned because one of the Stripe people told him Charlie Weathers (CBRE broker) had shared that the new lease had been granted to Checkr. I'm assuming that someone is confused, but just wanted to get clarification directly from you.

Thanks,

Jared

On Friday, June 10, 2016, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Jared, thanks – I can confirm receipt of the lease and guarantee. Yes, please do track those down as we'll need that to finalize this process.

The below is correct – check made to Bridgeton Pioneer Property, LLC, which is the property owner.

Our address is below. You can send to my attention. Thanks and have a great weekend!

Atit M. Jariwala
Bridgeton Holdings LLC
220 5th Avenue, 19th Floor
New York, NY 10001
p 212.235.2780
ajariwala@bridgetonholdings.com

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Friday, June 10, 2016 6:28 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

I assume the check is to be made out to Bridgeton Pioneer Property, LLC?

And what is the address where I can send it?

Thanks!

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Fri, Jun 10, 2016 at 12:05 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Confirmed - that's correct on the first month's rent. Thanks

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Friday, June 10, 2016 3:04 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Thanks! And just to confirm, the first month is $141,666.67, correct?

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Fri, Jun 10, 2016 at 11:41 AM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Attached are the revised Lease and Guarantee removing Sam. The only things required to complete are: (1) signatures on both documents, (2) $400k LC or deposit check/wire, and (3) first month's rent check.

Thanks, Jared,
Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Friday, June 10, 2016 1:43 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

I spoke to Elon about it and he has asked that only he be on the lease and the guarantor.

On Friday, June 10, 2016, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Thanks for sharing those financials. They should work fine. If the lender has any issues, I'll let you know but it should be fine.

Sam is actually not in the lease, just the guarantee so I'm hoping that's okay – Sam is the one that told me that he and Elon would both be on the guarantee. We would prefer to have him on the guarantee as well given his access to YC companies that may need extra space, if that need should arise in the future.

Attached are final PDF's as well as a redline from the last version showing the small edits and inclusion of the Letter of Credit option in lieu of cash deposit.

Looking forward to wrapping this up; please let me know if you have any questions,

Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Friday, June 10, 2016 3:07 AM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Also, Elon said he only wants the Musk Foundation on the Lease. Any problem removing Sam's name?

Thanks,

Jared

On Thursday, June 9, 2016, Jared Birchall <jbirchall@muskfoundation.org> wrote:

Pretty simple, but this should give them what they need.

I'm confirming the preference between cash vs letter of credit for the security deposit. For now you could put either/or on the contract. And we'll make good on it by tomorrow.

Please let me know if you need anything else.

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Thu, Jun 9, 2016 at 3:52 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Hi Jared,

In the financials statements or letter you provide if you could list major liabilities as well or note that there are none that would be great.

Thanks

Sent from my iPhone

On Jun 9, 2016, at 4:33 PM, Jared Birchall <jbirchall@muskfoundation.org> wrote:

The official names are as follows:

Musk Foundation
OpenAI, Inc.

I somehow deleted your last email. Was this all you needed?

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Wed, Jun 8, 2016 at 6:09 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Hi Jared,

Please see attached. I made the adjustments discussed below and as per our call. Please let me know if you have any comments to this or if you think I missed something.

On the parking, I'm still finding out more. But there is a public parking garage on Mission Street between 19th and 20th Streets and some private lots nearby, as well as street parking. That said the vast majority of the current tenant's employees take the bus, which has a bus stop literally at the same corner as the building, take the BART, which is a 10-minute walk away, or bike. They actually keep a lot of bike storage on the lot. The current tenant actually installed a large tent over nearly the entire parking lot, so they don't really need any parking spots but rent the spots for their tent. And of course, many folks use Uber and other ride sharing services. As I find out more, I'll let you know.

Please let me know if you have any questions,

Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Wednesday, June 8, 2016 6:55 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

OK, great. Do you want me to modify the lease document per our discussed changes? Or did you want to do that? Once we can get those modifications in place we are ready to move forward.

On Wednesday, June 8, 2016, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

I'll get back to you on where the current tenant parks – they have a lot of employees in multiple buildings nearby and this is the headquarters where everyone comes. I'll find out where they park and where others park in the neighborhood.

You can probably stack the parking, but this is something we have not looked in to.

Thanks,

Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Wednesday, June 08, 2016 6:03 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Ok. Elon was a bit concerned when he heard there were only 23 spaces. Any information you have regarding alternatives in the near vicinity would be very helpful.

Thank you,

Jared

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Wed, Jun 8, 2016 at 2:40 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Hi Jared,

The current tenant actually took 2 of the spaces to make the outdoor patio. That is why there are fewer open spaces for parking. The patio can be removed for the additional parking spaces, if needed.

Thanks,
Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Wednesday, June 08, 2016 5:19 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building Open AI lease comments

Quick question, the website says there are 25 parking stalls. Any reason why only 23 are being offer in the lease agreement?

Thanks!

Jared

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Wed, Jun 8, 2016 at 8:55 AM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Hi Jared,

I look forward to our call in approximately 1.5 hours. In the meanwhile, I wanted to send you responses to your below notes, which we can discuss on the call. I actually did speak with Elon about the additional rent but at a high level – only that there is additional items but it's not very material. The additional rent in year 1 likely will add up to $1,500 or so per month. These

include items like increases in costs of repairs, security, common area utilities, insurance, trash removal, etc. Again, these are increases from prior year's expenses so the increase in cost is usually very nominal from year to year – typically the cost of inflation.

I look forward to our conversation.

All the best,
Atit

From: Jared Birchall <jbirchall@muskfoundation.org>
Date: June 7, 2016 at 2:34:59 PM EDT
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building

Hello Atit - Below is a list of my concerns/questions with regard to the lease. It would be great to speak asap. Please let me know what time can work for you?

Thank you,

Jared

1. Already mentioned in my prior email, but the 1st full sentence on the top of page ii reads: "The Base Rent for the renewal period shall be…." If you'd like to discuss terms for renewal beyond the initial 10 years, happy to do it. But the terms listed (greater of 100% of market value or 3% higher than last year lease) aren't terms we can accept. We will remove this from the lease. The full term will be 10 years and if we want to discuss a renewal in the future we can paper that with an amendment.

2. Also already mentioned, there are numerous mentions of "Additional Rent" - which I'm assuming Elon wasn't accounting for when he was negotiating the lease rate with you. You said you would get back to me with an estimate on what this may amount to. Each of the following points relate to this issue.

- The "Additional Rent" charge for the 23 parking spaces is not disclosed. The charge for the parking spaces should be disclosed and be limited at most to the fair rental value for the spaces. The charge for the parking would be $275/month adjusted to fair market rent on an annual basis. We are currently getting $275/month, however market is closer to $325/month.
- Additional Rent includes all increases in real property taxes over the 2016 base period taxes. If a change in ownership occurs after the Lease commences, then we would pay the entire property tax increase over the base period. That tax increase could be very significant. This is San Francisco market standard for office leases so we are just requesting for what's market.
- It's not clear if the Tenant has to pay the Landlord's liability for the San Francisco Gross Receipts Tax on rents. The tax rate is only 0.285% of rent received, so it's not significantly worrisome - just important to clarify. Tenant does not have to pay the Gross Receipts Tax on rents.
- Tenant has to pay for some capital costs of the building.
  - Section 4 (b) says that the Tenant has to pay the "replacement costs" of all the Building's Systems defined in Section 1, such as, HVAC, elevators, plumbing and sprinklers. That replacement cost ought to be limited to a reasonable amortized cost assigned only to the remaining years on the Lease. For example, what if all the elevators or the HVAC system are replaced in the last year of the lease. Agree. We will make the change and Tenant will only be responsible for the amortized cost if replacement is not due to Tenant's fault.
  - The capital improvement costs at the end of the first sentence in Section 4(c)(i),(ii) and(iii) are amortized over the reasonable life of the improvement. The Building Systems replacement costs ought to be limited in the same way. Agree. We will make the change.

o The capital costs listed at the first sentence in Section 4(c)(i),(ii) and(iii) are usually included in current office leases and themselves are ok. Great.

3. Tenant pays for all insurance, including earthquake insurance if Landlords chooses to get it. Earthquake insurance can be very expensive and, in general, Elon hates insurance. I am doubtful that Elon will agree to this provision. Similar to property taxes, this is also a market standard provision. We can discuss this and maybe its balanced out somewhere else.

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Tue, Jun 7, 2016 at 9:59 AM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

Jared,

Please let me know if you have any comments. I'm running out of the office now for a conference so will be difficult to reach today via phone. I'm around tomorrow, though, should you want to speak.

All the best,

Atit

From: Jared Birchall [mailto:jbirchall@muskfoundation.org]
Sent: Sunday, June 05, 2016 7:40 PM
To: Atit Jariwala <ajariwala@bridgetonholdings.com>
Subject: Re: Pioneer Building

Atit - Actually, two questions in advance of speaking:

- Per the contract, the 'base rent' is represented by what you and Elon agreed to over email. Do you have a broad estimate on what the 'Additional Rent' might amount to on a monthly basis. I understand that there are some variables with the insurance we choose and the potential maintenance needs, but the taxes should be known. I'm just trying to get a ballpark idea.
- Renewal of the lease - Do I understand correctly where on the top of page 3 the contract attempts to set the terms for renewing the lease in the future? The renewal would be granted at the greater of (i) 100% of the current market value or (ii) a 3% increase over your final year's lease payment?

Thank you,

Jared

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

On Sun, Jun 5, 2016 at 4:34 PM, Atit Jariwala <ajariwala@bridgetonholdings.com> wrote:

> Hi Jared,
>
> Nice to meet you. I look forward to working with you and wrapping this up. I am available should you have any questions - my cell is 646.554.5400 and my office line is 212.235.2780. Please don't hesitate to reach out.
>
> All the best,
> Atit
>
> Sent from my iPhone
>
> On Jun 5, 2016, at 6:33 PM, Jared Birchall <jbirchall@muskfoundation.org> wrote:
>
> Hello Atit - I hope you are well. I am in the process of reviewing the lease agreement and will get back to you by tomorrow. Our intention is clearly to make this happen. If I have any questions, will you be available to speak sometime tomorrow?
>
> Thank you,
>
> Jared
>
> *Jared J. Birchall*
> Managing Director
> **Musk Family Office**
> Phone: [redacted]
>
> On Fri, Jun 3, 2016 at 12:51 PM, Elon Musk <elon@openai.com> wrote:
>
> > Please review
> >
> > Begin forwarded message:
> >
> > **From:** Atit Jariwala <ajariwala@bridgetonholdings.com>
> > **Date:** June 3, 2016 at 4:41:38 AM PDT
> > **To:** Elon Musk <elon@openai.com>
> > **Subject: RE: Pioneer Building**

Good morning – see attached lease draft. Please let me know if you have any comments/questions.

--

Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

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Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

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Jared J. Birchall
Managing Director
Musk Family Office
Phone: [redacted]

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