OCII
office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

107-0072018-002

Agenda Item **No. 5 (c)**
Meeting of January 16, 2018

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Nadia Sesay, Executive Director

SUBJECT: Workshop on the Recognized Obligation Payment Schedule for July 1, 2018 to June 30, 2019 (ROPS 18-19)

EXECUTIVE SUMMARY

Redevelopment Dissolution Law required Successor Agencies to create a Recognized Obligation Payment Schedule ("ROPS") to set forth the payment amounts and due dates of enforceable obligations. Successor Agencies prepare the ROPS for a twelve-month fiscal period that begins July 1 and ends June 30. ROPS are due to the Department of Finance ("DOF") and the County Auditor Controller on February 1 of each year. SB107 authorizes the Oversight Board to amend the ROPS one time per twelve-month period.

The Office of Community Investment and Infrastructure ("OCII"), operating as Successor Agency to the San Francisco Redevelopment Agency must now prepare and seek approvals for "ROPS 18-19", which covers July 1, 2018 through June 30, 2019. The table below presents key dates.

Date	Item
January 8, 2018	ROPS Oversight Board Workshop
January 16, 2018	ROPS Commission Workshop
January 22, 2018	ROPS Oversight Board Approval Action
February 1, 2018	ROPS Submission to DOF

The total requested ROPS 18-19 approval authority is $508.1 million, $305.7 million in Bonds Proceeds $126.1 million in Redevelopment Property Tax Trust Fund (RPTTF): Non-Admin, $71.6 million in Other, and $4.7 million in RPTTF Admin. OCII will expend the majority of these funds on affordable housing loans and debt service.

DISCUSSION

Definition of Enforceable Obligations
The ROPS sets forth the payments required to be made under "enforceable obligations." The Dissolution Law (Cal. Health & Safety Code § 64710 et seq.) defines "enforceable obligations" to include bonds, loans, judgments or settlements, any "legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy," "contracts or agreements necessary for the administration or operation of the Successor Agency", and certain

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"amounts borrowed from or payments owing to the Low and Moderate Income Housing Fund of a redevelopment agency," as well as certain other obligations.

The Dissolution Law requires that Successor Agencies complete approved development projects that are subject to enforceable obligations by mandating that Successor Agencies perform those obligations and continue to oversee development until the contracted work is complete or the contractual obligations are transferred to other parties. Importantly, the Law expressly requires Successor Agencies honor pledges of increment associated with enforceable obligations of former redevelopment agencies. The Law also provides for Successor Agencies to make new pledges of property tax revenues (formerly tax increment) under pre-existing agreements comprising enforceable obligations, subject to approval of their Oversight Board and review by the State Controller and DOF.

Successor Agencies may also request that DOF finally and conclusively determine that certain obligations are enforceable obligations under Dissolution Law. To date DOF has approved three requests for a "Final and Conclusive Determination" as follows:

- Hunters Point Shipyard/Candlestick Point Project (approved December 2012);
- Transbay Project (approved April 2013); and
- Mission Bay Project (approved January 2014).

DOF also approved OCII's Long Range Property Management Plan (LRPMP) in December 2015. The LRPMP governs disposition and use of the Former San Francisco Redevelopment Agency's real property and interests in real property.

ROPS 18-19 Worksheets

The ROPS 18-19 contains five worksheets: Summary, ROPS Detail, Notes, Prior Period Adjustment, and Cash Balances.

The ROPS Detail worksheet (Attachment A-1) provides annual expenditure authority by line item, by funding source. Although the ROPS 18-19 authorizes annual expenditure authority, the Detail worksheet includes sub-totals for Periods A and B. As per DOF, the purpose of the Period A and Period B sub-totals is to calculate the amount of the property tax increment distribution. Expenditures are restricted to the annual amount requested in the ROPS 18-19 total and are not limited by the sub-totals for the A and B periods. The table below shows the dates associated with each period and the timing of the property tax increment distribution.

ROPS 18-19	Dates	Property Tax Increment Distribution Timing
ROPS Period A	June 2018 – December 2018	June 2018
ROPS Period B	January 2019 – June 2019	January 2019

The ROPS Detail worksheet also shows the funding source for each payment. The five ROPS funding sources are:

- Bond Proceeds- Bond proceeds from issued or to be issued bonds
- Reserves – Amounts remaining from prior ROPS' RPTTF distribution rolled over to the next ROPS period or any tax increment approved to be retained by the Due Diligence Reviews, which were a series of DOF audits performed at Dissolution to identify uncommitted funds to be distributed to the taxing entities.
- Other Funds - Non-bond proceeds, non-RPTTF, and non-Reserve funds (e.g., developer fees or reimbursements, lease revenues, other program income)
- RPTTF Non-Admin - New property tax increment requested to fund project costs. There are two kinds of RPTTF: Non-Admin, pledged and unpledged. Pledged RPTTF Non-Admin is property tax pledged by

development agreements to fund costs in the project area. Unpledged RPTTF: Non-Admin is property tax that can fund any enforceable obligation.

- RPTTF: Admin (ACA) – Property tax increment requested to fund administrative costs is restricted to 3.0% of the prior ROPS period distribution less prior ROPS RPTTF: Non-Admin less Prior Period Adjustment savings. See detail below.

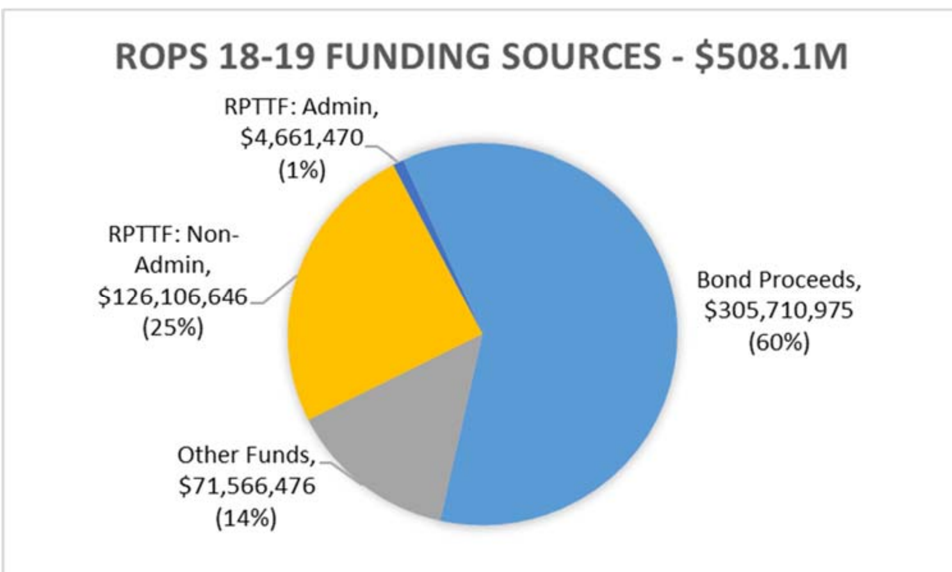
The Notes worksheet provides explanatory notes to the ROPS Detail worksheet (Attachment A-2).

The Prior Period Adjustment (PPA) or “true-up” calculates the difference between approved and actual ROPS expenditure from two ROPS years prior. In ROPS 18-19, the PPA calculates the difference between approved and actual ROPS 15-16 expenditures, known as the ROPS 15-16 savings. The ROPS 15-16 savings reduces the ROPS 18-19 RPTTF: Non-Admin. Staff will present the PPA to the Oversight Board on January 22, 2018.

The Cash Balances worksheet shows the change in the cash balances for Bond Proceeds, Reserve Balances, Other Funds and RPTTF. Given that the ROPS is in draft form, staff has not yet completed the Cash Balances worksheet. Staff will present the Cash Balances worksheet to the Oversight Board on January 22, 2018.

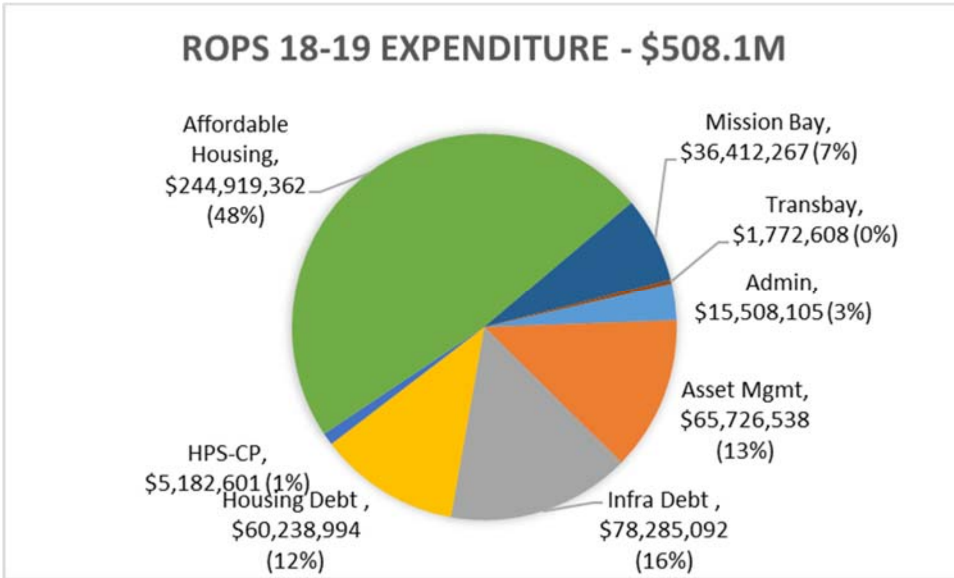
<u>Summary of Obligations and Payments on ROPS 18-19</u>

The total ROPS 18-19 request is $508.1 million. As shown in the chart below, the largest funding sources are Bond Proceeds ($305.7 million) and RPTTF: Non-Admin ($126.1 million). Given Bond Proceeds fund OCII’s two largest expenses, infrastructure reimbursement and affordable housing loans and that RPTTF: Non-Admin funds OCII’s third largest expense, debt service, this distribution is expected.



Other Funds, which includes developer fees or reimbursements, lease revenues, and other program income, funds $71.6 million of ROPS 18-19 expenditure. As per Dissolution law, RPTTF: Admin funds $4.7 million of ROPS 18-19 expenditure.

OCII will expend the majority of its ROPS 18-19 funds on affordable housing. As shown in the chart below, OCII will expend 60% of its ROPS authority on Housing, 48% on affordable housing loans and 12% on affordable housing. OCII will expend 16% of its ROPS 18-19 authority on costs related to infrastructure debt and 13% to complete its Asset Management responsibilities. OCII will expend approximately 9% of its ROPS 18-19 authority in the projects areas: 7% in Mission Bay, 1% in HPSY/CP and less than 1% in Transbay. OCII will spend the least on Administration, on which OCII will expend 3% of its total ROPS authority.



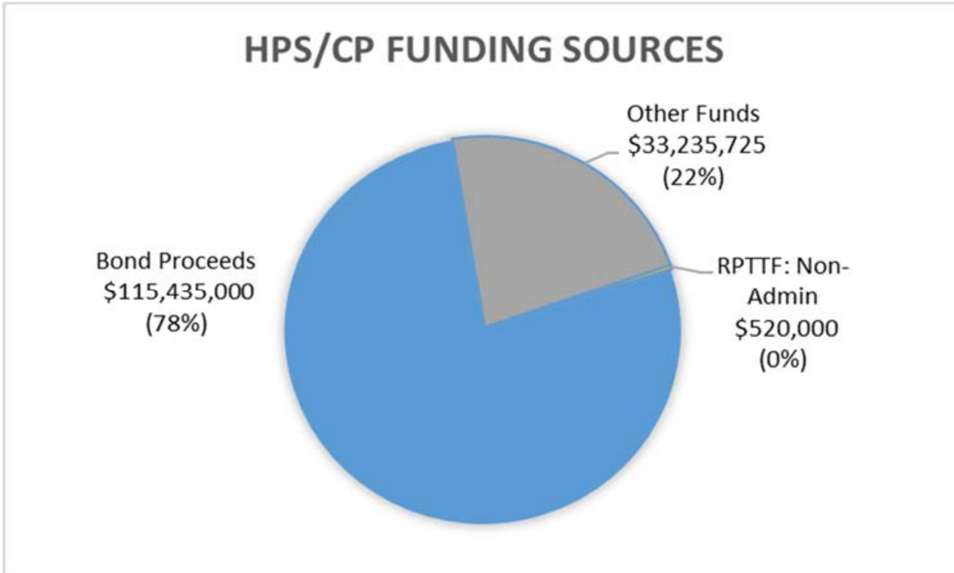
Major Approved Development Projects

OCII has three major approved development projects: Hunters Point Shipyard/Candlestick Point, Mission Bay, and Transbay. Expenditures in these areas are detailed below.

Hunters Point Shipyard/Candlestick Point – Enforceable Obligations

Hunters Point Shipyard Phase 1 (“HPS Phase 1”) and Candlestick Point and Hunters Point Shipyard Phase 2 (“HPS Phase 2”, together with HPS Phase 1, “HPS/CP”) Project are public/private partnerships that are considered enforceable obligations due to several existing, inter-related agreements between the former Redevelopment Agency, now operating as OCII, and two separate master developers, Lennar and FivePoint respectively. HPS Phase 1 and HPS Phase 2 have separate disposition and development agreements (“DDA”) that provide for the transfer of land from OCII to the master developers, the master developers' and OCII’s rights and obligations relating to the construction of specified improvements, and the financing mechanisms for completing these development projects. The items on the ROPS relate primarily to fulfilling the obligations described above and are generally reimbursed by the master developers, as required by the DDAs. OCII received a final and conclusive determination for HPS/CP in December 2012.

OCII requests to expend $149.1 million to support enforceable obligations in HPS/CP, of which $115.4 million is Bond Proceeds, $33.2 million is Other Funds, and $0.5 million is RPTTF: Non-Admin. Bond Proceeds will primarily fund affordable housing loans. Other Funds, which are generally developer fees, will fund project expenses such as contracts for legal and professional services.



The contracts identified on the ROPS allow for the provision of the services, support, and resources necessary to implement OCII's obligations under the HPS Phase 1 and HPS Phase 2 DDAs. The wide range of contracted services include, but are not limited to, design and construction management, legal support for land transactions, financing support for facilitating Shipyard artists' on-site relocation, real estate economic analysis of the fiscal and financial outcomes of the HPS/CP development, and administrative and community outreach support to ensure that there is neighborhood involvement and communication throughout the development process.

ROPS 18-19 includes expenditure for professional services, legal services, and city staff associated with the upcoming goals and milestones for OCII's 18-19 HPS/CP work plan including:

- Completing and opening public parks and open space in HPS Phase 1
- Planning and building infrastructure in HPS Phase 2
- Planning, building, and completing infrastructure in Candlestick Point.
- Approving designs for vertical development in Candlestick Point
- Expending federal Economic Development Administration grant to stabilize and improve Building #101
- Implementing the HPS/CP DDAs' Community Benefits Agreements
- Acquiring land in Candlestick Point for development.

Expenditure in HPSY/CP is reflected in lines 21-26, 30-39, 40-44, 48-50, 62, 72, 75-79, 105, 349, 355, 361, 372, 376, 377, 378, 380, 381, 398, and 412.

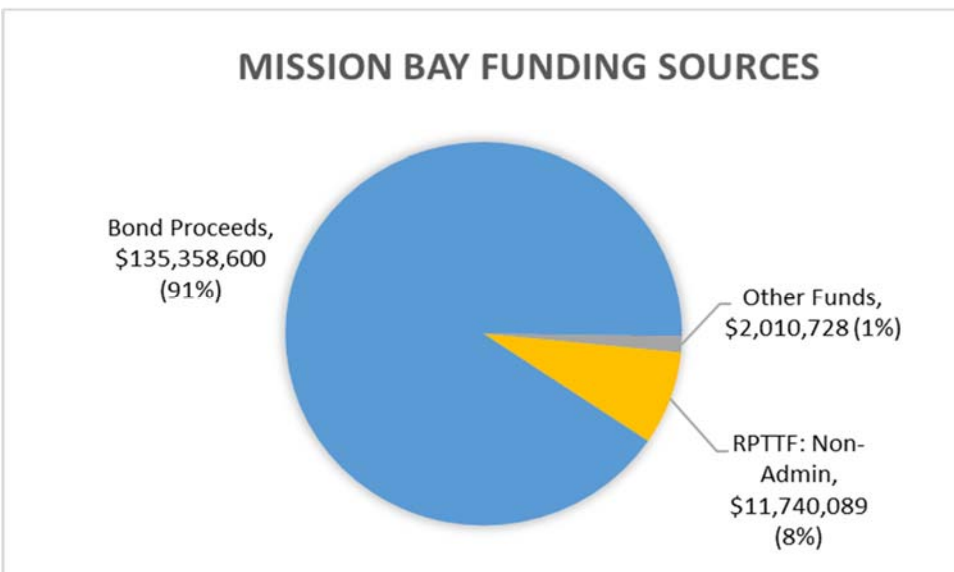
Mission Bay – Enforceable Obligations

The Mission Bay project is a public/private partnership that is an enforceable obligation due to several existing, inter-related agreements between the former Redevelopment Agency, now OCII, and the Mission Bay master developer, FOCIL-MB, a private entity. The overarching enforceable obligation stems from the Mission Bay North and South Owner Participation Agreements ("OPAs") and several related or attached documents including the Infrastructure Plans and the Tax Allocation Pledge Agreements ("Pledge Agreements"). Taken together, these agreements require that all available property tax increment generated in the project area, for 45 years from the date of the adoption of the Mission Bay Redevelopment Plans (2043), fund the construction of public infrastructure and affordable housing in Mission Bay. The documents require the FOCIL-MB to construct the infrastructure consistent with the Infrastructure Plans and OCII to reimburse the FOCIL-MB using available tax increment revenues. OCII received a final and conclusive determination for Mission Bay in January 2014.

The OPAs and their attachments outline other contractual obligations of OCII, such as requiring OCII to create CFDs and issue CFD-backed debt; build affordable housing using property tax revenues; and process land use approvals and entitlements for vertical development. The OPAs require the prior consent of the FOCIL-MB to amend the existing Mission Bay Redevelopment Plans and associated land use controls. The items on the ROPS for Mission Bay relate primarily to flow of tax increment funds pursuant to the Pledge Agreements, as well as other funding sources required to fund the FOCIL-MB's build-out of the project.

The ROPS identifies that direct tax increment and existing bond balances will be used in Mission Bay North and South to pay debt service on outstanding debt, reimburse the FOCIL-MB for infrastructure, and fund construction of affordable housing. The ROPS also includes a line for funding outside consultants to provide third party review of reimbursement requests and a line for professional services to implement the OPAs. Finally, the ROPS includes a line to allow for the expenditure of Mission Bay Art Fees, which are developer-funded and required for any development with 25,000 square feet or more of commercial or retail space. The fees fund art installation in Mission Bay public open spaces.

OCII requests to expend $149.1 million to support enforceable obligations in Mission Bay, of which $135.4 million is Bond Proceeds, $11.7 million is pledged RPTTF: Non-Admin, and $2.0 million is Other Funds. Bond Proceeds fund developer reimbursements and affordable housing loans. RPTTF: Non-Admin is pledged to Mission Bay and funds developer reimbursements and early defeasance of CFD #4 bonds issued to fund infrastructure in the project's early stages. Other, which is composed of developer reimbursements, funds contracts for professional services to review of developer infrastructure reimbursement requests and install art.



ROPS 18-19 includes payments for costs associated with the upcoming goals and milestones for OCII's 18-19 Mission Bay work plan including:

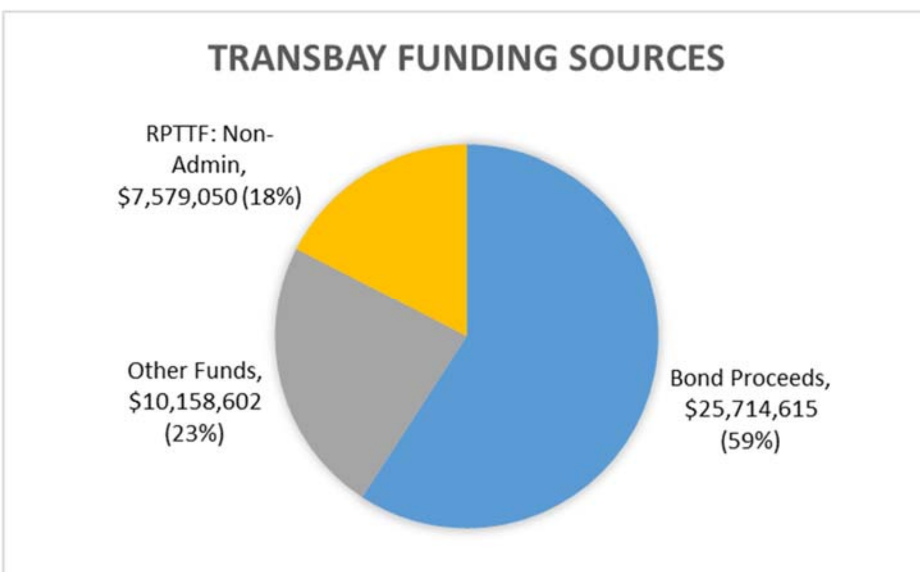
- Reimbursing FOCIL-MB for infrastructure in Mission Bay North and South (line 84 and 87)
- Implementing Art Program (line 91)
- Obtaining professional services to implement the OPAs (lines 89 and 90)

Transbay – Enforceable Obligations

Transbay is also subject to a number of existing, inter-related agreements that create an enforceable obligation. These agreements include, but are not limited to the 2008 Tax Increment and Sales Proceeds Pledge Agreement between OCII as the successor to the former Redevelopment Agency, which irrevocably commits net tax increment and sales proceeds from formerly State-owned parcels for the Transbay Transit Center; and the 2006 Transbay Redevelopment Project Implementation Agreement between OCII and the TJPA ("Implementation Agreement"), which requires OCII to prepare and sell the formerly State-owned parcels and to construct and fund new infrastructure improvements (such as parks and streetscapes) and affordable housing obligations AB 812 (codified in Section 5027.1 of the California Public Resources Code), which mandates that 35 percent of the residential units developed in the Transbay Project Area be affordable.

Based on these agreements, in 2010, the TJPA entered into a Transportation Infrastructure Finance and Innovation Act ("TIFIA") Loan Agreement with the United States Department of Transportation. The TIFIA loan is a necessary part of the funding package for the TTC. OCII received a Final and Conclusive Determination for Transbay in April 2013.

OCII requests to expend $43.5 million to support enforceable obligations in Transbay, of which $25.7 million is Bond Proceeds, $10.2 is Other Funds, and $7.6 million is RPTTF: Non-Admin. Bond Proceeds fund construction of Folsom Streetscape and Underramp Park. Other, which is composed primarily of developer fees, funds construction and professional services in support of infrastructure and affordable housing. RPTTF: Non-Admin is primarily property tax pledged to fund construction of the Transbay Transit Center, but also includes a small portion of unpledged property tax to fund professional services in support of infrastructure and affordable housing.



ROPS 18-19 includes payments for costs associated with the upcoming goals and milestones for OCII's 18-19 Transbay work plan including:

- Construction monitoring for Folsom Street and designing Under-ramp Park (line 101)
- Tracking and transferring to the Transbay Joint Powers Authority (TJPA) pledged property tax generated by parcels sold by OCII on behalf of the TJPA (line 102)
- Completing construction of Folsom Streetscape, Transbay Park design, and reimbursing developers for Blocks 5 & 6 Streetscape (line 107, 424)
- Obtaining professional services to support enforceable obligations (lines 109, 115, 422, 423)
- Project managing Under-ramp Park (line 391)
- Negotiating Block 4 Developer and Disposition Agreement and completing design for market rate and affordable housing (a portion of line 411)
- Receiving final Caltrans approval for developing the remaining formerly state-owned parcels as open space and affordable housing

Asset Management

ROPS 18-19 includes requests related to the on-going administration of Rincon-Point South Beach, South of Market, and Bayview Industrial Triangle, as well as implementation of the Long-Range Property Management Plan (PMP), which is the plan for disposition of all OCII's real property assets, which was approved by DOF in December 2015. These costs include:

Asset Management and Disposition Costs
OCII is requesting $0.6 million in RPTTF: Non-Admin (line 373) for costs related to management of on-going obligations outside of the major approved development projects and implementation of the PMP. These costs include staffing, property management, appraisals, consultants, title and escrow, legal (including tenant bankruptcy proceedings), and loan administration.

OCII continues to implement the PMP and will focus in ROPS 18-19 on the transfer of other properties outside of the major approved development projects, including the remnant parcels in Yerba Buena Center, India Basin, and the Western Addition and the balance of the Hunters Point mini-parks.

Yerba Buena Gardens
YBG is part of Yerba Buena Center, but given its size and complexity, OCII breaks out its budget and expenditures separately (lines 140-147). OCII anticipates that it will transfer Yerba Buena Gardens ("YBG") to the City prior to June 2018. YBG is a former Community Development Block Grant ("CDBG") property, and according to federal regulations, revenue generated in this property is restricted and must be used to support economic development activities in the project, which include the operation, maintenance, and security of YBG. Over time, YBG has generated significant revenue, which OCII maintains in a separate cash account. OCII will transfer to the City any dollars not expended in ROPS 17-18 on operations and capital improvements at YBG as part of the larger transfer of the YBG real estate assets. For ROPS 18-19, OCII is requesting $5.0 million of Other Funds to fund post-transfer activities, including a federally mandated single audit. OCII anticipates that it will receive $5.0 million YBG lease revenues and one-time payments from developers and insurance claims in FY 18-19 that it would subsequently expend or transfer to City as property owner.

Rincon Point – South Beach
The San Francisco Port began operating South Beach Harbor in FY 12-13, but, due to the outstanding CalBoating Loans, the asset has not formally transferred from OCII to the City. OCII is exploring ways to expedite this transfer. The Harbor generates revenue from berth rentals, as well as property tax. The property tax related to the leasehold interest is pledged to the Harbor. OCII utilizes these revenue sources to pay the Harbor's operating costs (line 348),

pay rent for six leases (lines 250-252 and 369-371), and fund the annual debt service payment for the CalBoating loan (line 348), which was taken out by the SFRDA to fund capital improvements at the Harbor.

Affordable Housing: Major Approved Development Projects

OCII is requesting $195.9 million in ROPS 18-19 authority to support affordable housing required under enforceable obligations. As in previous ROPS periods, OCII will expend funds on city-wide housing projects including $1.8 million to repay a loan from the Low and Moderate Income Housing Fund and $0.3 million to fund capital repairs on existing affordable housing. OCII will use the remainder of the dollars to fund construction of new affordable housing in the major approved project areas, as described below.

In Hunters Point Shipyard / Candlestick Point, OCII will expend a total of $126.9 million on 542 units.

Project	Type	ROPS Line	Amount	Number of Units
Alice Griffith Phase 5 & 6	Predevelopment Financing	line 161	$7.0 million	36 units & 131 units
Hunters Point Shipyard Blocks 52/54	Predevelopment Financing	line 395	$4.0 million	100 units
Candlestick Point Block 10a	Construction Financing	line 403	$52.9 million	156 rental units
Candlestick Point Block 11a	Predevelopment and Construction Financing	line 404	$59.5 million	176 rental units
Hunters Point Shipyard Block 56	Predevelopment Financing	line 420	$3.5 million	43 units
HPS/CP Total			**$126.9 million**	**542 units**

In Mission Bay, OCII will expend a total of $59.9 million on 377 units.

Project	Type	ROPS Line	Amount	Number of Units
Mission Bay South 6 West	Construction Financing	line 405	$53.1 million	143 units
Mission Bay South 9	Predevelopment Financing	line 417	$3.3 million	141 units
Mission Bay South 9A	Predevelopment Financing	line 419	$3.5 million	93 units
Mission Bay Total			**$59.9 million**	**377 units**

In Transbay, OCII will expend a total of $7.0 million on 247 units.

Project	Type	ROPS Line	Amount	Number of Units
Transbay Block 2 West	Predevelopment Financing	line 413	$3.5 million	78 units
Transbay Block 2 East	Predevelopment Financing	line 416	$3.5 million	169 units
Transbay Total			**$7.0 million**	**247 units**

Debt Service

OCII is requesting $138.5 million for expenditures related to debt service and bond portfolio management. OCII will expend $97.0 million in pledged and unpledged RPTTF: Non-Admin on debt service, $0.2 in RPTTF: Non-Admin on bond portfolio management, $12.4 million in Other on pre-paying the CalBoating loan and funding debt service for the 2011 Hotel Occupancy Tax Refunding Bonds, and $28.9 in Bond Proceeds to pay capitalized interest on 2016D, expend bond cash reserves for refunded and defeased bonds, and pay bond issuance costs.

Operating Costs

Of the total ROPS 18-19 request of $508.1 million, OCII expects to expend $12.9 million or 2.5% on staffing and operating costs. Of this $12.9 million, OCII will expend $9.0 million on staffing, which reflects labor costs for 50 full-time equivalent staff (FTE) and two limited-term assignment staff. Of the 50 FTE, 47 are OCII employees and three are employees of the City's Department of Administrative Services contracted to work full-time for OCII. OCII will expend the remaining $3.9 million on non-labor expenses such as services from City departments, consulting services for legal and other professional services, insurance, materials and supplies, employee training, and software licensing fees. Specifically, OCII will expend $2.3 million on Memorandums of Understanding for services procured from City Departments such as the City Attorney, Controller, Department of Technology, Office of Labor Standards Enforcement, Mayor's Office of Housing and Community Development, Office of Workforce and Economic Development, and Administrative Services for SFGov, mail, and reproduction. These costs are reflected in lines 1, 200, 220, 237, 345, 373, and 411.

In addition to staffing and operating costs, OCII will expend $4.0 in RPTTF: Non-Admin on its retirement obligations. OCII will expend $1.3 million to reduce its accrued pension liability (line 7) and $2.7 million to fund retiree medical insurance and reduce the accrued retiree health liability (line 9). Including the cost of pension and retiree health obligations, the total cost of operating OCII is $16.9 million.

OCII funds its operating costs with a variety of sources, the largest of which is RPTTF: Non-Admin, which funds $6.3 million or 37% of operating costs, including pension and retiree health obligations. The second largest funding source is Other, which funds $5.7 million or 34% of OCII's operating costs. The third largest funding source is RPTTF: Admin, which funds $4.7 million or 28% of OCII's operating cost. The smallest source is Bonds, which funds $0.2 million or 1%. Bonds fund staff issuing bonds to fund developer reimbursements and affordable housing loans.

RPTTF Request

The RPTTF request in ROPS 18-19 is $130.8 million, $126.1 million in RPTTF: Non-Admin and $4.7 million in RPTTF: Admin, which is a decrease of $68.1 million from the amended ROPS 17-18 request of $198.9 million or a 3% decrease.

The primary factors driving this decrease are better than expected market response to OCII debt issuances, debt service savings due to refunding bonds issued in ROPS 17-18, and the impact of supplemental assessments on the pledged increment. In ROPS 17-18 OCII issued five bonds: 2017A, 2017B, 2017C, 2017D, and 2017E. These issuances had two impacts on OCII's ROPS 18-19 RPTTF request. First, due to strong market response, the actual debt service for these issuances was much lower than projected debt service. Second, issuing refunding bonds 2017D and 2017E resulted in significant debt service savings. Supplemental assessments also had a significant impact on the RPTTF request. Although there is a strong growth trend in pledged tax increment generated in Mission Bay and the Transbay state-owned parcels, supplemental assessments levied in ROPS 17-18 created a one-year spike that is not replicated in ROPS 18-19. Therefore, total pledged tax increment requested in ROPS 18-19 is lower than the amount requested in the prior year.

RPTTF Approved in ROPS 17-18 compared to ROPS Requested in 18-19

Use	ROPS 17-18	ROPS 18-19	% Change	Justification
RPTTF: Admin	$ 3,591,338	$ 4,661,470	30%	Increasing pledged tax increment increases RPTTF: Admin
Long-term Retirement Obligations	$ 996,426	$ 1,314,197	32%	Underperforming market returns
Retiree Health Obligations	$ 2,261,451	$ 2,669,092	18%	Increasing cost of healthcare
LMIHF Repayment	$ 1,772,608	$ 1,772,608	0%	
Enf. Obligations & Asset Mgmt	$ 1,437,329	$ 1,701,918	18%	Increasing labor costs
HPSY EDA Grant Match	$ 520,000	$ -	-100%	Shifting ROPS lines
HPS Building 101 Stabilization/Improvements	$ -	$ 520,000	NA	Shifting ROPS lines
Community Benefit District Assessment	$ 87,000	$ -	-100%	Transfering property subject to special tax
MBN CFD #4 Bond Repayment	$ -	$ 3,646,073	NA	Exercising option to use MBS Infra. Reimb. to early defease CFD#4 bonds
MBN & MBS Infra. Reimb.	$ 10,216,536	$ 2,672,996	-74%	Issuing debt and using MBS Infra. Reimb. To early defease CFD #4 bonds decreases funds available for infrastructure reimbursement.
TJPA Pledge	$ 9,624,279	$ 5,451,788	-43%	Lower supplemental payments
TBY Implementation Agreement	$ 684,000	$ 310,000	-55%	Issuing bonds reduces need to utilize RPTTF
MBN Housing	$ 995,140	$ 1,536,528	54%	Increasing property tax
MBS Housing	$ 1,506,224	$ 3,884,492	158%	Increasing property tax
MBS Block 3 East	$ 862,500	$ -	-100%	Closing loan due to project completion
TBY Housing Staffing	$ 2,359,606	$ 1,817,262	-23%	Lower supplemental payments
SBH Port Leases	$ -	$ 1,594,836	NA	Changing funding source from lease revenues to RPTTF: Non-Admin to pre-pay SBH Port leases and facilitate transfer of SBH
Debt Service	$ 161,893,054	$ 97,049,329	-40%	Issuing refunding bonds reduced debt service for outstanding debt. Strong market response reduced actual debt service relative to project debt service for new debt.
Debt Portfolio Management	$ 166,420	$ 165,526	-1%	Changing staffing allocations to reflect actual expenditures
Total RPTTF	**$ 198,973,911**	**$ 130,768,116**	**-34%**	

RETIRED ROPS LINES

In ROPS 18-19, OCII will retire 15 lines for a variety of reasons including, asset transfer (11, 372), housing construction project completion resulting in closure of the loan, (177,228), bond refundings (267,312,324,327,333,342,349), and excess bond proceeds expenditure (384, 385, 386, 387).

- Line 11: Property Management of Shoreview Park
- Line 177: Hunters View Phase II-III Loan Agreement
- Line 228: Mission Bay South Parcel 7W
- Line 267: Tax Allocation Bond Series 2003A
- Line 312: Tax Allocation Bond Series 2009B
- Line 324: Tax Allocation Bond Series 2009F
- Line 327: Tax Allocation Bond Series 2010A
- Line 333: Tax Allocation Bond Series 2011B
- Line 342: Tax Allocation Bond Series 2011E
- Line 349: Project Related Employee Reimbursable (HPS-CP)
- Line 372: Deferred Maintenance and Capital Improvements for Shoreview Park
- Line 384: Use of Excess Bond Proceeds: South of Market
- Line 385: Use of Excess Bond Proceeds: Western Addition A-2

- Line 386: Use of Excess Bond Proceeds: Bayview Hunters Point Tax Exempt Series 1996B, 1998A, 2009B & 2009F for Third Street Corridor and Bayview Community Challenge Grants
- Line 387: Use of Excess Bond Proceeds Bayview Hunters Point Tax Exempt Series 2009 B & F for CNI Model Block/Streetscape Improvement Program 2009B

NEW ROPS LINES

In ROPS 18-19 OCII will add eight new lines. These lines reflect new affordable housing loans (419, 420), issuance of new bonds (421, 426), break-outs of larger lines to facilitate reporting (422, 423,424), and a new MOU for use of excess bond proceeds (425).

- Line 419: Mission Bay South Block 9a Affordable Housing Funding
- Line 420: HPS Block 56 Affordable Housing Funding
- Line 421: Tax Allocation Bonds Series 2017E
- Line 422: Professional Services CMG Design - Essex
- Line 423: Professional Services CMG Design - URP
- Line 424: Streetscape and Open Space Improvements – Essex
- Line 425: Excess Bond Proceeds 2007B
- Line 426: Tax Allocation Bond Series 2017F Mission Bay Housing Bond

NEXT STEPS

Staff will present the final version of the ROPS to Oversight Board for its approval on January 22, 2018. Pending Oversight Board Approval, staff will submit the ROPS to the Department of Finance on or before February 1, 2018. DOF will make its determination of the enforceable obligations, and the amounts and funding sources of the enforceable obligations, within 45 days of submission.

Should OCII wish to dispute any of DOF's determinations on ROPS 18-19, OCII may request an opportunity to meet and confer with DOF. The meet and confer request must be made within five business days of DOF's determination. DOF will notify OCII and the Controller as to the outcome of the meet and confer at least 15 days before the June 2018 property tax distribution. Staff will update the Oversight Board on the final actions of the ROPS process.

During ROPS 18-19, OCII may request one amendment to ROPS 18-19. OCII must make the request before October 1, 2018 and must be for payments made in the B period.

(Originated by Bree Mawhorter, Deputy Director of Finance and Administration)

Nadia Sesay
Executive Director

Attachment A-1: ROPS 18-19 – Detail Worksheet
Attachment A-2: ROPS 18-19 – Notes Worksheet

Attachment A-1

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total	18-19A (July-December)					18-19A Total	18-19B (January-June)					18-19B Total
										$ 508,045,566	Fund Sources						Fund Sources					
										Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
1	Agency Admin Operations	Admin Costs	1/1/2016	6/30/2018	Agency and contracted staff resources	Agency and contracted staff resources	ADM		N	$ 4,661,470					$ 2,330,735	$ 2,330,735					$ 2,330,735	$ 2,330,735
7	Agency Admin Operations	Miscellaneous	1/1/2016	6/30/2018	CALPERS	Accrued Pension Liability . Current payment amount based on amount above normal cost employer required to pay.	ADM	$ 19,959,505	N	$ 1,314,197				$ 1,314,197		$ 1,314,197						$ -
9	Agency Admin Operations	Miscellaneous	1/1/2016	6/30/2018	CalPERS	Retiree Medical payments	ADM	$ 9,811,255	N	$ 2,669,092				$ 928,176		$ 928,176				$ 1,740,916		$ 1,740,916
11	Property management of Shoreview Park	Property Maintenance	4/1/2010	6/30/2017	Twin III Maintenance / CCSF SFPUC	Property management personal services contract	Various		Y	$ -						$ -						$ -
12	LMIHF Loan Repayment per former SFRA Resolution No. 25-2010	SERAF/ERAF	3/16/2010	6/30/2022	Successor Agency	Repayment of $16.483 borrowed by the former SF Redevelopment Agency from Low-Mod Income Housing Fund (LMIHF) for SERAF payment in 2010	Agency-wide Housing	13,182,377	N	$ 1,772,608						$ -				$ 1,772,608		$ 1,772,608
17	College Track	Miscellaneous	6/21/2011	12/31/2018	US Bancorp CDC	Indemnification Agreement with US Bancorp CDC on 6/21/11 for 7 years for $2.47 MM - $4.7 MM if a recapture event occurs on College Track project	BVHP	4,700,000	N	$ -						$ -						$ -
20	Ground Lease Agreement - Cala Foods - 345 Williams Street	Property Maintenance	10/29/1991	10/31/2031	See Notes	Ground lease agreement with grocery store chain to build and operate a grocery store. Requires ongoing project management.	BVHP		N	$ -						$ -						$ -
21	HPS Phase 1 DDA	OPA/DDA/Construction	12/2/2003	12/31/2023	Various payees listed below	Disposition and Development Agreement	HPS-CP	34,246,000	N	$ -						$ -						$ -
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2023	CCSF/ DPW (Phase 1)	City staff (Taskforce) reimbursement for work performed on HPS	HPS-CP	11,200,000	N	$ 1,500,000			$ 1,500,000			$ 1,500,000						$ -
23	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2019	CCSF/ City Attorney or outside counsel (Phase 1)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	285,000	N	$ 60,000			$ 60,000			$ 60,000						$ -
24	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2019	CCSF/ DPH (Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	217,000	N	$ 40,000			$ 40,000			$ 40,000						$ -
25	Consulting Contract	Professional Services	7/1/2016	6/30/2019	MFJ & Assoc.	Administrative support for the HPS CAC	HPS-CP	550,000	N	$ 270,000			$ 270,000			$ 270,000						$ -
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	12/2/2003	12/31/2023	Various payees	Phase 1 DDA required transfer of Community benefits funds	HPS-CP	1,000,000	N	$ 500,000			$ 500,000			$ 500,000						$ -
30	HPS Phase 2 DDA	OPA/DDA/Construction	6/3/2010	10/31/2057	Various payees listed below	Disposition and Development Agreement	HPS-CP	158,000,000	N	$ -						$ -						$ -
31	Consulting Services	Professional Services	4/1/2018	3/31/2021	TBD	Relocation services	HPS-CP	300,000	N	$ 100,000			$ 100,000			$ 100,000						$ -
32	Legal Services Contract	Professional Services	2/3/2009	12/31/2033	Kutak Rock (Phase 2)	Legal services contract related to property transfer	HPS-CP	20,000	N	$ 20,000			$ 20,000			$ 20,000						$ -
33	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ Planning(Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	568,000	N	$ 500,000			$ 500,000			$ 500,000						$ -
34	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ City Attorney or outside counsel (Phase 2)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	17,975,000	N	$ 1,000,000			$ 1,000,000			$ 1,000,000						$ -
35	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	15,800,000	N	$ 2,500,000			$ 2,500,000			$ 2,500,000						$ -
36	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ OEWD (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	1,602,000	N	$ 300,000			$ 300,000			$ 300,000						$ -
37	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	3,720,000	N	$ 350,000			$ 350,000			$ 350,000						$ -
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	12/31/2039	CCSF/ MTA	City staff reimbursement for work performed on HPS	HPS-CP	1,860,000	N	$ 1,000,000			$ 1,000,000			$ 1,000,000						$ -
41	Legal Service Contact	Professional Services	2/19/2010	12/31/2026	Jones Hall	Bond counsel and legal financial consultants	HPS-CP	71,600	N	$ 71,600			$ 71,600			$ 71,600						$ -
42	Legal Services Contract	Professional Services	5/6/2008	6/30/2036	Shute Mihaly (Phase 2)	Legal services contract related to State Lands	HPS-CP	1,500,000	N	$ 500,000			$ 500,000			$ 500,000						$ -
43	State Lands Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2036	State Lands Commission (Phase 2)	State Lands staff reimbursement for work performed on HPS	HPS-CP	1,130,000	N	$ 100,000			$ 100,000			$ 100,000						$ -
44	State Parks Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2036	CA State Parks and assoc. payees (Phase 2)	State Parks staff reimbursement for work performed on HPS and other consultants effectuating transfer	HPS-CP	1,500,000	N	$ 750,000			$ 750,000			$ 750,000						$ -
48	Financial Services	Professional Services	10/5/2016	10/4/2019	Various	Real Estate economic advisory services	HPS-CP	300,000	N	$ 200,000			$ 200,000			$ 200,000						$ -
49	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	6/3/2010	10/31/2057	Successor Agency and CP DEVELOPMENT CO., LP	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	HPS-CP	3,950,194,000	N	$ -						$ -						$ -
50	EDA Grant Agreement	Miscellaneous	9/21/2006	3/30/2018	Various payees listed below	Grant from the U.S. Economic Development Administration for the study and creation of an "Arts and Technology District" on HPS	HPS-CP	5,200,000	N	$ -						$ -						$ -
62	HPS Building 101 Stabilization/Improvements	Improvement/Infrastructure	12/1/2013	3/30/2018	CCSF/DPW	Stabilization/ Improvements for HPS Building #101	HPS-CP	5,200,000	N	$ 5,200,000			$ 4,680,000			$ 4,680,000				$ 520,000		$ 520,000
72	CAL ReUSE	Remediation	10/18/2010	12/31/2019	TBD	State grant funds for lead/asbestos (brownfield) abatement	HPS-CP	44,125	N	$ 44,125			$ 44,125			$ 44,125						$ -
75	Conveyance Agreement between the US Government and the Agency	Miscellaneous	3/31/2004	12/1/2036	Department of the Navy and others	Orderly clean up and transfer of balance of HPS property	HPS-CP	50,000	N	$ 50,000			$ 50,000			$ 50,000						$ -
76	Property Management	Property Maintenance	1/1/2014	12/1/2036	Various vendors	Repairs and maintenance as needed to maintain property	HPS-CP	10,000	N	$ 10,000			$ 10,000			$ 10,000						$ -
77	Lease for Building 606 to SFPD	Miscellaneous	5/1/1997	12/1/2036	Department of the Navy	Lease for SFPD facility	HPS-CP	100,000	N	$ 100,000			$ 100,000			$ 100,000						$ -
78	Lease Between the US Government and the Agency	Miscellaneous	10/1/2008	12/1/2036	Department of the Navy	Lease for Buildings 103, 104, 115, 116, 117 & 125	HPS-CP	350,000	N	$ 350,000			$ 350,000			$ 350,000						$ -
79	Consulting Contract	Professional Services	12/20/2009	6/30/2021	TBD (Phase 1 and 2)	Environmental and engineering services	HPS-CP	1,350,000	N	$ 650,000			$ 650,000			$ 650,000						$ -
84	Mission Bay North Owner Participation Agreement	OPA/DDA/Construction	10/26/1998	11/16/2043	FOCIL-MB, LLC	Owner Participation Agreement with FOCIL for construction of MBN Infrastructure and Repayment of CFD Bonds	Mission Bay North	56,170,000	N	$ -						$ -						$ -
85	Mission Bay North CFD #4	Miscellaneous	10/26/1998	11/16/2043	Mission Bay North of Channel Trustee	Repayment of CFD #4 Bond pursuant to the Owner Participation Agreement with FOCIL for construction of MBN Infrastructure	Mission Bay North	56,170,000	N	$ 3,646,073						$ -				$ 3,646,073		$ 3,646,073
86	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd party beneficiary)	Tax Increment Allocation Pledge Agreement	Mission Bay North	$ 56,170,000	N	$ -						$ -						$ -
87	Mission Bay South Owner Participation Agreement	OPA/DDA/Construction	11/2/1998	11/16/2043	FOCIL-MB, LLC	Owner Participation Agreement with FOCIL for construction of MBS Infrastructure	Mission Bay South	276,350,000	N	$ 75,488,600	$ 75,488,600					$ 75,488,600						$ -
88	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd party beneficiary)	Tax Increment Allocation Pledge Agreement	Mission Bay South	276,350,000	N	$ 2,672,996						$ -				$ 2,672,996		$ 2,672,996
89	Mission Bay Agency Costs Reimbursements	Project Management Costs	10/26/1998	11/16/2043	Successor Agency and other parties included in Agency Costs	Reimbursement of Agency Costs to implement the OPAs	Mission Bay North, Mission Bay South	6,600,000	N	$ 500,000			$ 250,000			$ 250,000			$ 250,000			$ 250,000
90	Harris-DPW Contract	Project Management Costs	8/15/2006	8/11/2016	Harris & Associates	Contract with DPW to reimburse Harris for review of FOCIL reimbursements	Mission Bay North, Mission Bay South	11,490,000	N	$ 396,000			$ 198,000			$ 198,000			$ 198,000			$ 198,000
91	Mission Bay Art Program	Professional Services	11/2/1998	11/2/2028	TBD	Use of Art Fees as required by the Redevelopment Plans	Mission Bay North, Mission Bay South	1,228,106	N	$ 1,114,728						$ -			$ 1,114,728			$ 1,114,728

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										$ 508,045,566	Fund Sources						Fund Sources					
										Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
92	Owner Participation Agreement - 72 Townsend Street	OPA/DDA/Construction	7/18/2006	6/30/2019	See Notes	Development agreement with developer for 74 condominiums above a rehabilitated historic warehouse. Requires ongoing project management.	RPSB		N	$ -						$ -						$ -
101	Contract for design services for Folsom Street	Professional Services	6/30/2011	6/30/2018	CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	1,195,055	N	$ 1,195,055	$ 571,269.00		$ 26,259			$ 597,528	$ 571,269		$ 26,259			$ 597,528
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPA/DDA/Construction	1/31/2008	8/4/2051	Transbay Joint Powers Authority (TJPA)	The tax increment generated from the sale and development of the State-owned parcels is pledged to TJPA for development of the Transit Center as required by the Redevelopment Plan and Cooperative Agreement. The TJPA has executed a Transportation Infrastructure Finance and Innovation Act (TIFIA) loan with the U.S. Department of Transportation that will be repaid with tax increment from the State-owned parcels.	Transbay	$ 1,062,000,000	N	$ 5,451,788				$ 2,725,894		$ 2,725,894				$ 2,725,894		$ 2,725,894
105	Implementation Agreement	OPA/DDA/Construction	1/20/2005	8/4/2036	Various	The Agency shall execute all activities related to the implementation of the Transbay Redevelopment Plan, including, but not limited to, activities related to major infrastructure improvements, including new public parks, new pedestrian oriented alleys, and widened sidewalks, etc. The project cost for implementation of the Transbay Redevelopment Plan activities set forth in the Agreement shall be an indebtedness incurred by the Agency and included in the Agency's annual budget submitted to the City	Transbay	241,000,000	N	$ -						$ -						$ -
107	Streetscape and Open Space Improvements for Folsom	Project Management Costs	1/20/2005	8/4/2036	CCSF, Department of Public Works and Municipal Transportation Agency	Coordination of design review through City Departments and ancillary streetscape improvement, parcel preparation costs, construction management and administration of improvements	Transbay	38,647,791	N	$ 24,786,394	$ 11,584,197		$ 809,000			$ 12,393,197	$ 11,584,197		$ 809,000			$ 12,393,197
108	Streetscape and Open Space Improvements	Professional Services	1/20/2005	8/4/2036	San Francisco Arts Commission	Civic Design review of streetscape and open space improvements	Transbay		N	$ -						$ -						$ -
109	Implementation Agreement Legal Review	Legal	1/20/2005	8/4/2036	City Attorney or outside counsel	Review of all documents and contracts for the Transbay Plan	Transbay	85,000	N	$ 85,000			$ 37,500	$ 5,000		$ 42,500			$ 37,500	$ 5,000		$ 42,500
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	1/20/2005	8/4/2036	Various	Consultant and advisory services for implentation of Transbay Plan	Transbay	500,579	N	$ 483,885			$ 91,943	$ 150,000		$ 241,943			$ 91,943	$ 150,000		$ 241,943
118	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2019	Impark. & SF Tax Collector	Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2		N	$ -						$ -						$ -
119	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2019	Impark	Operating deficit and capital reserves associated with the Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2		N	$ -						$ -						$ -
123	Disposition and Development Agreement - Fillmore Heritage Center	OPA/DDA/Construction	5/18/2004	8/22/2040	See Notes	Development agreement for a mixed-use project that includes 80 condominiums, a jazz club, two restaurants, a gallery, and a public parking garage. Requires ongoing asset management	Western Addition A-2		N	$ -						$ -						$ -
124	Ground Lease - Commercial Parcel - Fillmore Heritage Center	Property Maintenance	8/23/2005	8/22/2040	See Notes	Ground lease agreement for the commercial portion of a mixed-use project that includeds a jazz club, two restaurants, and a gallery. Requires ongoing project management.	Western Addition A-2		N	$ -						$ -						$ -
125	Reciprocal Easement Agreement - Fillmore Heritage Center	Property Maintenance	8/26/2005	9/9/2055	See Notes	Agreement that governs the roles and responsibilities, including the payment of common area maintenance charges, between the condominium owners, and the Successor Agency, as owner of the commercial parcel and public parking garage. Requires ongoing project management.	Western Addition A-2		N	$ -						$ -						$ -
126	Fillmore Heritage Center	Property Maintenance	8/26/2005	9/9/2055	Fillmore Heritage Center Homeowners' Association	Common area maintenance charges associated with the Agency-owned commercial parcel in the Fillmore Heritage Center	Western Addition A-2		N	$ -						$ -						$ -
127	Tenant Improvement Loan - Yoshi's	Third-Party Loans	11/28/2007	11/17/2027	See Notes	Loan to finance tenant improvements for a jazz club. Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
128	Tenant Improvement Loan - Food For Soul	Third-Party Loans	10/2/2007	10/1/2027	See Notes	Loan to finance tenant improvements for a restaurant. Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
129	Working Capital Loan - Food For Soul	Third-Party Loans	11/18/2008	11/17/2018	See Notes	Loan to finance working capital needs for a restaurant. Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
130	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	1/13/2009	1/13/2019	See notes	Loan to finance tenant improvements for a restaurant/jazz lounge. Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
131	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	1/1/2009	12/31/2019	See notes	Loan to finance prevailing wage costs associated with tenant improvements for a restaurant/jazz lounge . Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
132	Tenant Improvement Loan - Rasselas	Third-Party Loans	12/18/1997	9/1/2023	See notes	Loan to finance tenant improvements for a jazz club. Requires ongoing loan management.	Western Addition A-2		N	$ -						$ -						$ -
133	Owner Participation Agreement - 1450 Franklin	OPA/DDA/Construction	12/2/2008	6/30/2019	See notes	OPA with Pacific Heights Franklin Partners LP for a 69-unit mixed-use project at 1450 Franklin Street. Requires ongoing project management.	Western Addition A-2		N	$ -						$ -						$ -
134	Owner Participation Agreement - 1301 Divisadero	OPA/DDA/Construction	5/20/2008	6/30/2019	Not applicable	OPA with A & M Properties, L.P. for a 33-unit condominium project at 1301 Divisadero. Requires ongoing project management.	Western Addition A-2		N	$ -						$ -						$ -
135	Disposition and Development Agreement - 1210 Scott Street	OPA/DDA/Construction	4/15/2008	6/30/2019	Not applicable	DDA with the Jewish Community High School of the Bay (JCHS) for the acquisition and development of the Agency's 1210 Scott Street parcel for construction a gymnasium and a classroom building. Requires ongoing project management.	Western Addition A-2		N	$ -						$ -						$ -

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										$ 508,045,566	Fund Sources						Fund Sources					
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136	Easements with Covenants and Restrictions Affecting Land (ECR) - For land between Fillmore & Webster Streets	Property Maintenance	6/30/1982	11/7/2036	Not applicable	The ECR is an agreement between four adjoining property owners, including the Successor Agency, to develop their parcels together as a unified "commercial center" subject to certain easements & restrictions, and for the ongoing management of the common areas. Requires ongoing property management of the Successor Agency's parcel (Ellis Street Driveway Parcel).	Western Addition A-2		N	$ -						$ -						$ -
140	Yerba Buena Gardens Capital Improvement	Property Maintenance	7/1/1991	7/1/2033	MJM Management Group	Separate Account restricted funds for payments to OCII's property manager to cover capital repairs, replacements, and deferred maintenance costs in Yerba Buena Gardens	YBC		N	$ -						$ -						$ -
141	Yerba Buena Gardens Property Management	Property Maintenance	7/1/2009	6/30/2018	MJM Management Group/Various	Personal Services Contract for annual operations payments and full-time, on-site property management of OCII-owned Yerba Buena Gardens	YBC		N	$ -						$ -						$ -
142	Children's Creativity Museum	Miscellaneous	7/1/1997	6/30/2022	Children's Creativity Museum	Operating Agreement: for the operations of a hands-on children's creativity museum	YBC		N	$ -						$ -						$ -
143	Yerba Buena Center for the Arts	Miscellaneous	6/15/2004	6/30/2019	Yerba Buena Center for the Arts	Amended and Restated Agreement for Operation of Cultural Facilities for operation of galleries, forum and theatre	YBC		N	$ -						$ -						$ -
144	Yerba Buena Gardens outdoor programming	Miscellaneous	7/11/2000	6/30/2018	Yerba Buena Arts and Events	Yerba Buena Gardens Programming Agreement for outdoor programming in the public open spaces at YBG	YBC		N	$ -						$ -						$ -
145	Community Benefit District Assessment	Fees	1/1/2009	12/31/2030	CCSF - Tax Collector	CBD assessment for YBG property owned by the Successor Agency	YBC	957,000	N	$ -						$ -						$ -
147	Legal Review	Legal	2/1/2012	6/30/2018	City Attorney's Office or outside counsel	Legal Review of Transactions Related to YBG Separate Account Leases/Operators & YBC Related Transactions	YBC		N	$ -						$ -						$ -
151	The Mexican Museum	Miscellaneous	12/14/2010	12/14/2020	The Mexican Museum	A Grant Agreement with the Mexican Museum to provide funding for predevelopment, design and construction of tenant improvements for a new museum associated with a new mixed-use project on a site that includes 706 Mission Street and Agency disposition parcel CB-1-MM	YBC	7,785,119	N	$ -						$ -						$ -
152	Owner Participation Agreement - 680 Folsom	OPA/DDA/Construction	4/1/2008	6/30/2019	Not applicable	OPA with 680 Folsom Owner LLC for for a proposed office development at 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017)	YBC		N	$ -						$ -						$ -
153	Agreement for Disposition of Land for Private Development - The Paramount/680 Mission	OPA/DDA/Construction	5/16/1990	6/30/2019	CCSF - MOHCD (See notes)	LDA with Third and Mission Associates LLC for the preservation of the circa-1912, four-story Jessie Hotel and the development of a 492,000-square-foot office building, which includes space for the California Historical Society, at 680 Mission Street	YBC		N	$ -						$ -						$ -
154	Agreement for Disposition of Land for Private Development - W Hotel	OPA/DDA/Construction	9/19/1995	6/30/2019	Not applicable	The LDA was for the development of a hotel containing up to 450 guest rooms, meeting rooms, a restaurant and off-street parking. Requires ongoing project management.	YBC		N	$ -						$ -						$ -
155	Agreement for Disposition of Land for Private Development - the Westin Hotel	OPA/DDA/Construction	3/28/1980	6/30/2019	Not applicable	The LDA was for the development of a 700-room hotel containing, commercial space, public spaces, restaurants, coffee shop, meeting rooms, cocktail lounges and underground parking. The LDA provides for multiple easements, including public access easements over the Central Block One common areas. Requires ongoing project management.	YBC		N	$ -						$ -						$ -
156	Disposition and Development Agreement - San Francisco Museum of Modern Art	OPA/DDA/Construction	1/15/1991	6/30/2019	Not applicable	The DDA provides for the development of a fine arts museum including gallery space, auditorium space, library, retail, administrative, and art storage space. Requires ongoing project management.	YBC		N	$ -						$ -						$ -
157	Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens (REA) - Jessie Square	Property Maintenance	3/31/1998	3/31/2097	Not applicable	The REA provides for security, maintenance, use and operation of the Central Block One common area, including Successor Agency-owned Jessie Square. Requires ongoing property and asset management.	YBC		N	$ -						$ -						$ -
158	Owner Participation Agreement - St. Patrick's Church	OPA/DDA/Construction	3/13/1974	6/30/2019	Not applicable	The OPA provides for renovations of the church, easement agreements related to construction of Jessie Square Garage, including long-term, ongoing parking arrangements in the Successor Agency-owned garage.	YBC		N	$ -						$ -						$ -
159	Owner Participation/Disposition and Development Agreements - Emporium & Bloomingdales	OPA/DDA/Construction	10/17/2000	11/13/2030	Not applicable	The OP/DDA was for development of the historic Emporium building on Market Street together with the expansion of the adjoining shopping center, which resulted in a large, mixed-use commercial shopping center including a new Bloomingdales store, retail shops, a multiplex cinema, restaurants, and office space. Requires ongoing project management.	YBC		N	$ -						$ -						$ -
161	Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Funding	OPA/DDA/Construction	6/3/2010	12/31/2020	CP Development Co., LP/ McCormack Baron Salazar	Agency funding obligation for 504 Alice Griffith Units	HPS-CP- Housing	$ 66,800,000	N	$ 7,000,000	$ 3,000,000		$ 500,000			$ 3,500,000	$ 3,000,000		$ 500,000			$ 3,500,000
177	Hunters View Phase II-III Loan Agreement	OPA/DDA/Construction	4/19/2011	4/19/2066	Hunters View Associates LP	Permanent Development loan for Phases II & III	BVHP-Housing		Y	$ -						$ -						$ -
218	Disposition and Development Agreement - Hunters Point Shipyard Phase 1; affordable housing program funded by LMIHF for HPS Phase 1	OPA/DDA/Construction	12/2/2003	12/31/2057	Successor Agency	Contractual obligation to fund & construct affordable housing under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement	HPS-CP- Housing	52,150,000	N	$ -						$ -						$ -

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total	18-19A (July-December)					18-19A Total	18-19B (January-June)					18-19B Total
										$ 508,045,566	Fund Sources						Fund Sources					
										Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
219	Phase 2 DDA & Tax Increment Allocation Pledge Agreement (Housing Portion)	OPA/DDA/Construction	6/3/2010	12/31/2057	Successor Agency	Phase 2 DDA & Pledge of Property Tax Revenues to fulfill affordable housing obligations in Candlestick Point-Hunters Point Shipyard-Phase 2 Disposition and Development Agreement - see Notes	BVHP-Housing	1,009,233,000	N	$ -						$ -						$ -
220	Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay North	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency	Pledge of Property Tax Revenues under Mission Bay North Tax Allocation Pledge Agreement -see Notes	Mission Bay North	$ 270,750,000	N	$ 1,536,528						$ -				$ 1,536,528		$ 1,536,528
226	Mission Bay South Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay South	Miscellaneous	11/16/1998	11/16/2043	Successor Agency	Pledge of Property Tax Revenues under Mission Bay South Tax Allocation Pledge Agreement - see Notes	Mission Bay South	$ 321,745,000	N	$ 3,884,492						$ -				$ 3,884,492		$ 3,884,492
228	Mission Bay South Parcel 7W	OPA/DDA/Construction	9/1/2014	9/1/2069	Mission Bay Block 7 Housing Partners, L.P.	Funding required for construction subsidy	Mission Bay South - Housing		Y	$ -						$ -						$ -
237	Affordable housing production obligation under Section 5027.1 of Cal. Public Resources Code; affordable housing program funded by LMIHF for Transbay	OPA/DDA/Construction	1/20/2005	6/20/2035	Successor Agency	Affordable housing production/funding requirements of LMIHF for Transbay - see Notes	Transbay	$ 769,000,000	N	$ 1,817,262						$ -				$ 1,817,262		$ 1,817,262
239	Transbay Blocks 6&7 construction funding	OPA/DDA/Construction	1/7/2014	1/6/2069	Mercy Housing California 62, L.P.	Funding required for construction subsidy	Transbay - Housing	$ 1,000,000	N	$ -						$ -						$ -
250	Parcel N1-A -- Port Lease (SBH)	Miscellaneous	11/14/1986	9/25/2050	CCSF - Port Commission	SBH/Pier 40 open space	South Beach Harbor	$ 50,676	N	$ 50,676						$ -				$ 50,676		$ 50,676
251	Parcel N1-B -- Port Lease (SBH)	Miscellaneous	6/30/1990	9/25/2050	CCSF - Port Commission	SBH/Pier 40 Shed/Warehouse Bldg	South Beach Harbor	$ 272,665	N	$ 272,665						$ -				$ 272,665		$ 272,665
252	Parcel N-2 -- Port Lease (SBH)	Miscellaneous	12/7/1984	9/25/2050	CCSF - Port Commission	SBH/Pier 40 open space	South Beach Harbor	$ 197,919	N	$ 197,919						$ -				$ 197,919		$ 197,919
255	Sublease Agreement with Carmen and Benito Solis, dba Carmen's Restaurant	Property Maintenance	4/17/2010	9/25/2050	See notes	Agreement allows the Solis' to sublease about 1,600 square feet of space on Pier 38/40, which is owned by the Port of San Francisco	RPSB		N	$ -						$ -						$ -
257	Rincon Point - South Beach Harbor Operations and Rincon Park Maintenance	Miscellaneous	1/1/1986	6/30/2019	CCSF - Port Commission and various other vendors	Operating costs for South Beach Harbor and lease payments for various properties leased from the Port of San Francisco, and Rincon Park Maintenance	South Beach Harbor	$ 3,036,985	N	$ 3,036,985						$ -			$ 3,036,985			$ 3,036,985
261	Tax Allocation Bond Series 1998C	Bonds Issued On or Before 12/31/10	3/10/1998	8/1/2024	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Hunters Point, Western Addition A2	4,260,000	N	$ -						$ -						$ -
264	Tax Allocation Bond Series 1998D	Bonds Issued On or Before 12/31/10	7/1/1998	8/1/2024	Bank of New York	Bond Debt Service	YBC	42,425,000	N	$ -						$ -						$ -
267	Tax Allocation Bond Series 2003A	Bonds Issued On or Before 12/31/10	3/6/2003	8/1/2024	U.S. Bank	Bond Debt Service	Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market		Y	$ -						$ -						$ -
270	Tax Allocation Bond Series 2003B	Bonds Issued On or Before 12/31/10	3/6/2003	8/1/2018	U.S. Bank	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market		N	$ -						$ -						$ -
297	Tax Allocation Bond Series 2006A	Bonds Issued On or Before 12/31/10	8/24/2006	8/1/2035	Bank of New York	Bond Debt Service	Yerba Buena Center,Golden Gateway, Mission Bay North	110,214,139	N	$ 5,840,000						$ -				$ 5,840,000		$ 5,840,000
303	Tax Allocation Bond Series 2007A	Bonds Issued On or Before 12/31/10	11/8/2007	8/1/2036	Bank of New York	Bond Debt Service	Yerba Buena Center,Rincon Point South Beach, South of Market, Mission Bay North, Bayview Hunters Point, Transbay	178,424,369	N	$ 11,160,038						$ -				$ 11,160,038		$ 11,160,038
306	Tax Allocation Bond Series 2007B	Bonds Issued On or Before 12/31/10	11/8/2007	8/1/2037	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Hunters Point, India Basin, Western Addition A2, Golden Gateway/South of Market	16,130,557	N	$ 1,224,944						$ -				$ 1,224,944		$ 1,224,944
309	Tax Allocation Bond Series 2009A	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2024	U.S. Bank	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach,Western Addition A2, South of Market, Mission Bay North, Mission Bay South, Bayview Hunters Point, Transbay	39,059,778	N	$ 1,867,810						$ -	$ 760,810			$ 1,107,000		$ 1,867,810
312	Tax Allocation Bond Series 2009B	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2039	U.S. Bank	Bond Debt Service	Yerba Buena Center, South of Market, Bayview Hunters Point, Transbay	16,384,044	Y	$ -						$ -						$ -
321	Tax Allocation Bond Series 2009E	Bonds Issued On or Before 12/31/10	12/17/2009	8/1/2039	U.S. Bank	Bond Debt Service	Yerba Buena Center,Rincon Point South Beach, Western Addition A2, South of Market, Mission Bay North, Mission Bay South, Bayview Hunters Point	142,095,338	N	$ 4,686,050						$ -				$ 4,686,050		$ 4,686,050
324	Tax Allocation Bond Series 2009F	Bonds Issued On or Before 12/31/10	12/17/2009	8/1/2039	U.S. Bank	Bond Debt Service	South of Market, Bayview Hunters Point, Transbay	10,519,119	Y	$ -						$ -						$ -
327	Tax Allocation Bond Series 2010A	Bonds Issued On or Before 12/31/10	8/16/2010	8/1/2040	Bank of New York	Bond Debt Service	Western Addition A2, Golden Gateway, Transbay	70,189,717	Y	$ -						$ -						$ -
330	Tax Allocation Bond Series 2011A	Bonds Issued After 12/31/10	3/21/2010	8/1/2041	U.S. Bank	Bond Debt Service	Hunter Point, Western Addition A2, Golden Gateway, South of Market, Bayview Hunters Point, Transbay	53,058,672	Y	$ -						$ -						$ -
333	Tax Allocation Bond Series 2011B	Bonds Issued After 12/31/10	4/26/2011	8/1/2041	U.S. Bank	Bond Debt Service	South of Market, Bayview Hunters Point, Transbay	30,740,697	Y	$ -						$ -						$ -
342	Tax Allocation Bond Series 2011E	Bonds Issued After 12/31/10	4/26/2011	8/1/2031	U.S. Bank	Bond Debt Service	Mission Bay North, Mission Bay South	17,498,610	Y	$ -						$ -						$ -
345	Tax Allocation Bond Admin (ALL)	Fees	8/1/1993	8/1/2041	SFRA, CCSF: Admin, Legal; Fiscal Consultant, Bond Counsel, Financial Advisor	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	$ 4,435,817	N	$ 5,754,703						$ -	$ 5,589,177			$ 165,526		$ 5,754,703
348	South Beach CalBoating Loans	Third-Party Loans	4/8/1987	8/1/2036	State of California	Loan - South Beach Harbor California Department of Boating and Waterways Loans	South Beach Harbor	9,372,327	N	$ 6,392,237			$ 6,392,237.00			$ 6,392,237						$ -
349	Project Related Employee Reimbursable	Project Management Costs	7/1/2014	6/30/2017	Various HPS Project Staff	HPS project transportation and meeting expenses	HPS-CP		Y	$ -						$ -						$ -
354	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2039	CCSF/ Planning(Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	15,000	N	$ 15,000			$ 15,000			$ 15,000						$ -
355	Interagency Cooperative Agreement-HPS	Project Management Costs	7/1/2014	6/30/2039	CCSF/ Public Utilities Commission	City staff reimbursement for work performed on HPS (Phase 2)	HPS-CP	17,750,000	N	$ 1,500,000			$ 1,500,000			$ 1,500,000						$ -
359	Purchase and Sale Agreement with Millenium Partners for properties associated with the 706 Mission Street/Mexican Museum Project	Property Dispositions	7/22/2013	6/30/2019	See notes.	Purchase and Sale Agreement with Millenium Partners for sale of three Agency-owned parcels for the development of the 706 Mission Street/Mexican Museum Project	YBC		N	$ -						$ -						$ -
361	CP Development Co Funds for AG Development	OPA/DDA/Construction	6/3/2010	6/27/2069	Double Rock Ventures LLC/affiliated LP	Funding required for construction subsidy	HPS-CP	$ 24,000,000	N	$ -						$ -						$ -
369	Site J -- Port Lease (non SBH)	Miscellaneous	9/24/1987	9/25/2050	CCSF - Port Commission	Delancey Street special needs housing	South Beach Harbor		N	$ 600,837						$ -				$ 600,837		$ 600,837

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										$ 508,045,566	Fund Sources						Fund Sources					
										Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
370	Site K -- Port Lease (non SBH)	Miscellaneous	5/9/1991	9/25/2050	CCSF - Port Commission	Steamboat Point affordable housing	South Beach Harbor		N	$ 161,576						$ -				$ 161,576		$ 161,576
371	Site M-3, M-4A, S-1D -- Port Lease (non SBH)	Miscellaneous	2/15/1995	9/25/2050	CCSF - Port Commission	Portion of SBH parking lot and truck turnaround near ballpark	South Beach Harbor		N	$ 311,163						$ -				$ 311,163		$ 311,163
372	Deferred Maintenance and Capital Improvements for Shoreview Park	Property Maintenance	2/1/2012	6/30/2017	Various	Deferred Maintenance and Capital improvements for Shoreview Park	HP		Y	$ -						$ -						$ -
373	Asset Management & Disposition Costs	Property Dispositions	2/1/2012	6/30/2019	Various	Costs associated with property management and disposition	Various		N	$ 575,021						$ -				$ 575,021		$ 575,021
374	Transbay Block 8 construction funding	OPA/DDA/Construction	8/4/2015	8/4/2072	TB 8 Housing Partners L.P.	Funding required for construction subsidy	Transbay - Housing	$ 10,000,000	N	$ -						$ -						$ -
376	Interagency Cooperative Agreement-HPS	Project Management Costs	1/1/2014	6/30/2039	CCSF/ Fire Department	City staff reimbursement for work performed on HPS (Phase 2)	HPS-CP	100,000	N	$ 100,000			$ 100,000			$ 100,000						$ -
377	HPS Phase 2 DDA-Community Benefits Agreement	Miscellaneous	3/1/2014	6/30/2057	Legacy Foundation	Scholarship Program	HPS-CP	3,500,000	N	$ 500,000			$ 500,000			$ 500,000						$ -
378	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2057	TBD	Education Improvement Fund	HPS-CP	10,000,000	N	$ 500,000			$ 500,000			$ 500,000						$ -
380	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2057	SE Health Center	Wellness Contribution	HPS-CP	1,900,000	N	$ 1,900,000			$ 1,900,000			$ 1,900,000						$ -
381	HPS Infrastructure Design Review and Permitting Technical Support Contract	Professional Services	4/5/2005	12/31/2018	Hawk Engineers	Technical support and engineering services for vertical and horizontal design review and permitting	HPS-CP	775,000	N	$ 775,000			$ 775,000			$ 775,000						$ -
382	2011 Hotel Occupancy Tax Refunding Bonds	Bonds Issued After 12/31/10	3/17/2011	6/1/2025	Bank of New York	Bond Debt Service	YBC	37,263,375	N	$ 5,995,750			$ 5,995,750			$ 5,995,750						$ -
384	Use of Excess Bond Proceeds: South of Market	Improvement/Infrastructure	7/1/2014	6/30/2017	City and County of San Francisco	Use of South of Market Excess Bond Proceeds through a grant agreement with the City for eligible work, including pedestrian safety and alleyway improvements.	SOM	$ 526,000	Y	$ -						$ -						$ -
385	Use of Excess Bond Proceeds: Western Addition A-2	Improvement/Infrastructure	7/1/2014	6/30/2017	City and County of San Francisco	Use of Western Addition A-2 Excess Bond Proceeds through a grant agreement with the City for capital improvements to the Ella Hill Hutch Community Center	Western Addition	$ 88,000	Y	$ -						$ -						$ -
386	Use of Excess Bond Proceeds: Bayview Hunters Point Tax Exempt Series 1996B, 1998A, 2009B & 2009F for Third Street Corridor and Bayview Community Challenge Grants	Improvement/Infrastructure	7/1/2014	6/30/2017	City and County of San Francisco	Use of Bayview Hunters Point Excess Bond Proceeds through a grant agreement with the City for eligible work, including a façade improvements along the Third Street Corridor and a Bayview community challenge grant allocation for public art, sidewalk gardens, and other street greening projects.	BVHP	$ 455,000	Y	$ -						$ -						$ -
387	Use of Excess Bond Proceeds Bayview Hunters Point Tax Exempt Series 2009 B & F for CNI Model Block/Streetscape Improvement Program	Miscellaneous	1/1/2015	12/31/2017	City and County of San Francisco	Use of Bayview Hunters Point Excess Bond Proceeds to fund letter agreement with MOHCD to provide funding for streetscape improvements through the "Model Block" program to implement the HUD Choice Neighborhood Initiatives (CNI) Grant.	BVHP	$ 450,000	Y	$ -						$ -						$ -
388	Transfer to MOHCD, Excess Tax-exempt bond proceeds from Series 1996B 2000A, 2001A, and 2003B for affordable housing rehabilitation	Miscellaneous	11/3/2015	11/3/2017	City and County of San Francisco	Use of Pre-2011 tax-exempt housing bond proceeds for purposes consistent with indentures	Citywide Housing	$ 5,294,458	N	$ 281,517	$ 281,517					$ 281,517						$ -
389	Tax Allocation Bond Series MBS2014A	Bonds Issued After 12/31/10	3/11/2014	8/1/2043	US Bank	Bond Debt Service	Mission Bay South	104,084,250	N	$ 3,527,053						$ -				$ 3,527,053		$ 3,527,053
391	Transbay Underramp Park Construction	OPA/DDA/Construction	7/1/2016	6/30/2018	TJPA	Construction of Transbay Underramp Park	Transbay	27,757,000	N	$ 1,189,200			$ 594,600			$ 594,600			$ 594,600			$ 594,600
393	Mission Bay South Block 6 East affordable Housing Funding	OPA/DDA/Construction	12/2/2014	12/2/2071	Tenderloin Neighborhood Housing Corporation	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 18,000,000	N	$ -						$ -						$ -
394	Mission Bay South Block 3 East affordable Housing Funding	OPA/DDA/Construction	1/1/2016	1/1/2073	Chinatown Community Development Corporation	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	HPS-CP- Housing	$ 20,593,000	N	$ -						$ -						$ -
395	HPS Block 54 Affordable Housing	OPA/DDA/Construction	1/1/2016	1/1/2073	TBD	HPS Block 54 Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 35,000,000	N	$ 4,015,000	$ 4,015,000					$ 4,015,000						$ -
396	Tax Allocation Bond Series 2014B	Bonds Issued After 12/31/10	12/30/2014	8/1/2035	US Bank	Bond Debt Service	Various	$ 9,168,300	N	$ 7,151,763						$ -				$ 7,151,763		$ 7,151,763
397	Tax Allocation Bond Series 2014C	Bonds Issued After 12/31/10	12/30/2014	8/1/2029	US Bank	Bond Debt Service	Various	$ 12,212,850	N	$ 10,959,750						$ -				$ 10,959,750		$ 10,959,750
398	Other Professional Services - HPSY P2	Project Management Costs	7/1/2018	6/30/2019	TBD	Other Professional Services - HPSY P2	HPS-CP	750,000	N	$ 750,000			$ 750,000			$ 750,000						$ -
399	Tax Allocation Series MBN2016A	Refunding Bonds Issued After 6/27/12	8/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Mission Bay North	70,951,700	N	$ 5,185,875						$ -				$ 5,185,875		$ 5,185,875
400	Tax Allocation Series MBS2016B	Refunding Bonds Issued After 6/27/12	8/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Mission Bay South	78,728,050	N	$ 3,191,800						$ -				$ 3,191,800		$ 3,191,800
401	Tax Allocation Series MBS2016C	Refunding Bonds Issued After 6/27/12	8/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Mission Bay South	126,832,650	N	$ 5,221,100						$ -				$ 5,221,100		$ 5,221,100
402	Tax Allocation Series MBS2016D	Bonds Issued After 12/31/10	8/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Mission Bay South	141,492,180	N	$ 5,480,000	$ 465,333			$ 5,014,667		$ 5,480,000						$ -
403	Candlestick Point Block 10a Affordable Housing	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	HPS-CP Block 10a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 54,405,000	N	$ 52,900,000	$ 42,400,000		$ 10,500,000			$ 52,900,000						$ -
404	Candlestick Point Block 11a Affordable Housing	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	HPS-CP Block 11a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 61,000,000	N	$ 59,500,000	$ 59,500,000					$ 59,500,000						$ -
405	Mission Bay South Block 6 West Affordable Housing Funding	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 53,100,000	N	$ 53,100,000	$ 53,100,000					$ 53,100,000						$ -
406	Transbay Block 4 Affordable Housing Funding	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing		N	$ -						$ -						$ -
407	Refunding Bond Reserve Payments (All)	Bonds Issued After 12/31/10	7/1/2016	8/1/2047	Bond Trustee	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	$ 19,235,417	N	$ 5,000,000	$ 5,000,000					$ 5,000,000						$ -
408	2017A Affordable Housing Bonds	Bonds Issued After 12/31/10	8/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Various	$ 112,000,000	N	$ 16,166,143						$ -				$ 16,166,143		$ 16,166,143
409	2017B Transbay Bonds	Bonds Issued After 12/31/10	7/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Transbay	$ 50,000,000	N	$ 992,500						$ -				$ 992,500		$ 992,500
410	2017C Mission Bay New Money and Refunding Housing Bonds	Bonds Issued After 12/31/10	7/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Mission Bay	$ 55,000,000	N	$ 1,736,403						$ -				$ 1,736,403		$ 1,736,403
411	Enforceable Obligation Support	Project Management Costs	7/1/2016	6/30/2018	Various	Enforceable Obligation Support. Agency costs that fund project support	Various	$ 8,727,573	N	$ 6,863,346						$ -			$ 5,736,449	$ 1,126,897		$ 6,863,346
412	Surety Bond Credit Program	OPA/DDA/Construction	7/1/2018	6/30/2019	TBD	Surety Bond and Credit Program	HPS-CP	50,000	N	$ 50,000			$ 50,000			$ 50,000						$ -
413	Transbay Block 2 West Affordable Housing Funding	OPA/DDA/Construction	7/1/2016	3/1/2073	TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	$ 27,300,000	N	$ 3,520,000			$ 3,520,000			$ 3,520,000						$ -
414	Yerba Buena Cash Accounts	Miscellaneous	7/1/2016	6/30/2018	CCSF or CCSF designee	Transfer of Yerba Buena Gardens and cash balances - including obnd proceeds - to the City with the transfer of the YBG real estate assets	YBC	$ 20,000,000	N	$ 5,000,000			$ 5,000,000			$ 5,000,000						$ -
415	2017D Housing Refunding Bonds	Bonds Issued After 12/31/10	7/1/2016	8/1/2046	Bond Trustee	Bond Debt Service	Various	$ 95,000,000	N	$ 12,401,819						$ -				$ 12,401,819		$ 12,401,819
416	Transbay Block 2 East Affordable Housing Funding	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	$ 59,150,000	N	$ 3,520,000			$ 3,520,000			$ 3,520,000						$ -
417	Mission Bay South Block 9 Affordable Housing Funding	OPA/DDA/Construction	3/1/2016	3/1/2073	TBD	Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 23,250,000	N	$ 3,250,000	$ 3,250,000					$ 3,250,000						$ -
418	CDBG Program Funds for Affordable Housing				TBD	HOPESF Supportive Housing	Citywide Housing	$ 3,500,000	N	$ -						$ -						$ -
419	Mission Bay South Block 9A Affordable Housing Funding	OPA/DDA/Construction	1/1/2019	3/1/2073	TBD	Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 30,000,000	N	$ 3,520,000	$ 3,520,000					$ 3,520,000						$ -

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total	18-19A (July-December)					18-19A Total	18-19B (January-June)					18-19B Total
										$ 508,045,566	Fund Sources						Fund Sources					
										Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
420	HPS Block 56 Affordable Housing	OPA/DDA/Construction	1/1/2018	1/1/2073	TBD	HPS Block 54 Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 17,200,000	N	$ 3,520,000	$ 3,520,000					$ 3,520,000						$ -
421	Tax Allocation Bond Series 2017E	Bonds Issued After 12/31/10			Bond Trustee	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 17,200,000	N	$ 1,482,425						$ -				$ 1,482,425		$ 1,482,425
422	Professional Services CMG Design - Essex	Professional Services	6/30/2011	6/30/2018	CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	78,654	N	$ -						$ -						$ -
423	Professional Services CMG Design - URP	Professional Services	6/30/2011	6/30/2018	CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	1,403,683	N	$ 1,403,683	$ 701,842					$ 701,842	$ 701,842					$ 701,842
424	Streetscape and Open Space Improvements - Essex	Streetscape and Open Space Improvements - Essex	1/20/2005	8/4/2036	CCSF, Department of Public Works and Municipal Transportation Agency	Coordination of design review through City Departments and ancillary streetscape improvement, parcel preparation costs, construction management and administration of improvements	Transbay	9,157,860	N	$ -						$ -						$ -
425	Excess Bond Proceed 2007B cash reserve	Bonds Issued After 12/31/10			Bond Trustee	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations		N	$ 9,000,000						$ -	$ 9,000,000					$ 9,000,000
426	Tax Allocation Bond Series 2017F Mission Bay Housing Bond	Improvement/Infrastructure	8/1/2018	8/1/2021	CCSF	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 8,105,923	N	$ 8,105,923	$ 8,105,923					$ 8,105,923						$ -
										$ 508,045,566	$ 274,503,681	$ -	$ 59,171,013	$ 10,137,934	$ 2,330,735	$ 346,143,363	$ 31,207,295	$ -	$ 12,395,463	$ 115,968,712	$ 2,330,735	$ 161,902,204

Source	FY 18-19
Bond Proceeds	$ 305,710,975.00
Reserve Balance	$ -
Other Funds	$ 71,566,475.85
RPTTF Non-Admin	$ 126,106,645.60
RPTTF Admin (ACA)	$ 4,661,470.00
	$ 508,045,566.45

$ 4,661,470
0.9%

$ 462,045,566.45

Item #	Notes
1	**Agency and Contracted Salaries & Benefits and other Administrative Costs.** This line includes non-salary costs previously in line 4. Lines 1-4 in prior ROPS have been combined into Line 1. All costs relating to supporting enforceable obligations related to project areas and affordable housing have been moved to line 411. The administrative costs funded by the Administrative Cost Allowance represents other costs not otherwise billable to developers or charged to RPTTF.
7	**CalPERS Unfunded Actuarial Liability.** As per the Annual Valuation Report for PEPRA Miscellaneous Plan, the 18-19 ARC is $3,983. As per the Annual Valuation Report for Classic Miscellaneous Plan, the 18-19 ARC is $1,310,214. For a total amount due of $1,314,197.
9	**Retiree Health Insurance Premiums:** Monthly retiree health premiums are $154,696 or $1,856,356 per year, plus $812,736 Annual Required Contribution to pay down future liability, as per the CERBT valuation dated July 1, 2015. For a total of $2,261,451. This is the second time OCII has requested the full ARC. In years prior to FY 17-18, OCII has paid $300,000 per year to pay down future liability. This change is in response to GASB 74 & 75 which require employers to report their net OPEB Liability on their financial statements. First 6 months of payment of $928,176 in A Period, then remainder in B Period.
11	Retired in ROPS 18-19.
12	**Repayment of LMIHF Loan for 2010 SERAF.** The Low and Moderate Income Fund loaned SFRDA $16.483M to assist with the Supplemental ERAF payment due in 2010. (SFRA Res 25-2010). Repayment obligation includes interest accrued at applicable LAIF rate since March 2010. Agency paid $1,772,608 in ROPS 17-18. Although the eligible repayment amount for ROPS 17-18 is much higher as per the legislated formula, OCII anticipates paying no more than the 17-18 amount. Repayments were authorized in Oversight Board Resolution 13-2014.
17	**College Track Indemnification Agreement:** This is a contingent liability arising out of an indemnification agreement signed by the Agency, the San Francisco Community Investment Fund ("SFCIF") and SFCIF SUB-Community Development Enterprise ("CDE") 1 for the purposes of funding a project with New Markets Tax Credits. The liability ranges from $2.47 - $4.7 million based upon the time of occurrence. The liability is only triggered under four limited circumstances as described in the Indemnity Agreement.
20	**Ground Lease -- Foodsco (Cala Foods) Site.** This ground lease is an enforceable obligation of the Successor Agency's project work. This asset was included in the Successor Agency's property management plan.
21	**HPS Phase 1 DDA:** This is a summary line for Lines 22-26.
22	**HPS Phase 1 DPW Letter Agreement:** Source of Funds: Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates until the completion of the HPS project. Both the Phase 1 DDA Section 10 Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" allow for the reimbursement of City/Agency costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2023.
23	**HPS Phase 1 City Attorney/Outside Counsel:** Source of Funds: Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates until the completion of the HPS project. Both the Phase 1 DDA Section 10 Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" allow for reimbursement of City/Successor Agency costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2023.
24	**HPS Phase 1 DPH:** Source of Funds: Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates until the completion of the HPS project. Both the Phase 1 DDA Section 10 Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" allow for reimbursement of City/Successor Agency costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2023.
25	**HPS Support for CAC:** Source of Funds: Developer Reimbursement. This is an ongoing cost which the Successor Agency anticipates will continue until the end of the HPS project. The Interim Lease, Exhibit E-1 – Baseline Services, requires a site office/administrative services and maintenance services. The work program is projected to be complete by 12-31-2023.
26	**HPS Phase 1 Community Benefits Agreement:** Source of Funds: Developer Payment. Transfer of funds is required by the Phase 1 DDA Attachment 23 Sections 2: Establishment of a Quasi-Public Entity and section 3.2: Community Benefits Budget.
30	**HPS Phase 2 DDA:** Source of Funds: Developer Reimbursement. This item and the payments listed in Items 31-46, 48 and 376-381 relate to the enforceable obligations under the Candlestick Point-Hunters Point Shipyard Disposition and Development Agreement (“Phase 2 DDA”) whereby the master developer, as a party to the Phase 2 DDA, is obligated to pay the Successor Agency for various costs associated with pre-development and development activities. The Successor Agency advances these payments, which will be subsequently reimbursed by the developer as required under the Phase 2 DDA. The total amount of these advances over a twenty year period is estimated to be $158 million for a variety of payees who will provide the services required under the Phase 2 DDA. Future Successor Agency payments to implement the Phase 2 DDA will appear in sub lines following this master line in future ROPS. Contract expiration date reflects OCII obligations pursuant to the Phase 2 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2039. The $158 million Total Outstanding Debt or Obligation reflects the total estimated reimbursable City/Successor Agency costs. Total outstanding obligation may increase. The $158 million is part of the $3.95 billion that is listed in line 49 and that the Successor Agency will pay for qualified project costs over the term of the Phase 2 DDA.
31	**HPS Relocation Services:** Source of Funds: Developer Reimbursement. The Federal Union Relocation Act requires relocation planning and provision of relocation benefits. The creation of new artist facilities and the relocation of existing HPS artists to a new facility are required by the Phase 2 DDA Community Benefits Plan Section 3.4 Additional Community Facilities.
32	**HPS Legal Services related to Property Transfers:** Source of Funds: Developer Reimbursement. Contract expiration date reflects Successor Agency's obligations pursuant to the Navy/Agency Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be 12-31-2033.

Item #	Notes
33	**HPS Phase 2 Support services.** Source of Funds: Developer Reimbursement. These are ongoing costs which the Successor Agency anticipates until the completion of the HPS project. The Phase 2 DDA Interagency Cooperation Letter Agreement allows for the reimbursement of City costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 2 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2039.
41	**HPS Public Finance Counsel Support:** Source of Funds: Developer Reimbursement. Under the Phase 2 DDA Financing Plan, Section 4.2 Alternative Financing requires the Successor Agency to pursue "other methods of Public Financing for Project Costs"…including tax-exempt bonds, taxable bonds, tax-credit bonds federal or State loans issued by the Successor Agency, the City or a joint powers authority for application towards the Qualified Project Costs.
42	**HPS Phase 2 Counsel Support related to State Lands:** Source of Funds: Developer Reimbursement. The Phase 2 DDA Sections 6.1 Trust Exchange and 6.2.1 CP State Park Site, places a legally binding obligation on the Successor Agency to, "effectuate the planned consolidation and reconfiguration of lands within the Project Site (HPS and Candlestick Point "CP") that are or may be held subject to the public trust" under the jurisdiction of the State Lands Commission, and or the California Department of Parks and Recreation. The costs of consultant services and fees associated with this are enforceable obligations. The contract expiration date reflects the current three-year contract. However, the Successor Agency's obligations relating to the State Lands transfer continue through the last State Park closing associated with the Phase 2 DDA Major Phase 4, which has an outside completion date of 12-31-2036.
43	**HPS Phase 2 State Lands and State Parks Staff Reimbursement:** Source of Funds: Developer Reimbursement. The Phase 2 DDA Sections 6.1 Trust Exchange and 6.2.1 CP State Park Site, places a legally binding obligation on the Successor Agency to "effectuate the planned consolidation and reconfiguration of lands within the Project Site (HPS and Candlestick Point "CP") that are or may be held subject to the public trust" under the jurisdiction of the State Lands Commission, and or the California Department of Parks and Recreation. The costs of consultant services and fees associated with this are enforceable obligations. Services are provided and reimbursed on an as-needed basis pursuant to the Trust Exchange Agreement.
48	**HPS Phase 2 Real Estate Economic Advisory Services:** Source of Funds: Developer Reimbursement. This line is for a Real Estate Development Advisor to provide professional services on as-needed basis to provide technical peer review of proformas, independent market and financial analysis, ongoing strategic advice during development negotiations, and other real estate advisory services as needed to help meet our obligations under the Phase 1 & Phase 2 DDA.
49	**HPS Phase 2 DDA & Tax Increment Allocation Pledge Agreement:** FINAL & CONCLUSIVE DETERMINATION (12.14.12); Required under the Phase 2 DDA Financing Plan. Pledge of all available Net Tax Increment from Project Area (BVHP Zone 1 and HPS) obligates the Successor Agency to use tax increment, and to issue bonds backed by tax increment (the proceeds of which are used), to repay master developer for infrastructure. Estimate; actuals will vary with actual cost of infrastructure and timing of issuance of bonds. Tax increment is irrevocably pledged to provide for direct reimbursement and payment of debt service on bonds, the proceeds of which reimburse master developer for infrastructure installed in plan area. Contract expiration date reflects Successor Agency's obligations pursuant to the legal authority to collect tax increment in the HPS Redevelopment Plan ("Plan") under the Phase 2 DDA Financing Plan, affordable housing program, and the Tax Allocation Pledge Agreement; also the Phase 1 affordable housing obligation to construct 218 affordable units . This legal authority under the Plan to collect tax increment expires in 12-31-2057.
50	**HPS EDA Grant:** Funded by grants from the U.S. Department of Commerce, Economic Development Administration for the study and creation of an Arts and Technology District on HPS. This contract will be used to perform capital repairs and improvements to Building 101, which houses artists' studios. The grant requires a 10% local match funded by RPTTF.
62	**Building 101 Capital Repairs.** Funded through grants from the U.S. Department of Commerce, Economic Development Administration, this contract is for capital improvements to Building 101, and existing artists' studio building. Improvements include a multi-purpose room, life and fire safety improvements, and accessibility improvement. The grant requires a 10% local match funded by RPTTF.
72	**HPS CALReUSE State Grant Funds:** Funded by grants from the California Pollution Control Financing Authority. This item relates to the enforceable obligations under a CALReUSE grant from the State for lead/asbestos (brownfield) abatement for which there is no local match required.
75	**HPS Navy Conveyance Agreement**: Source of Funds: Developer Reimbursement. This item and the payments related to Navy leases are enforceable obligations under the Conveyance Agreement, which is a transfer agreement between Successor Agency and Navy that expires when last parcel transferred. The Navy sells each parcel to Successor Agency for $1 each. Contract expiration date reflects Successor Agency's obligations pursuant Navy / Agency Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be 12-31-2033.
76	**HPS Property Management:** Source of Funds: Developer Reimbursement. Site Office/administrative services, and Maintenance Services are required by the Interim Lease, Exhibit E-1 - Baseline Services. These services are provided on an as-needed basis. Contract expiration date reflects OCII obligations to transfer property to the Developer per the Phase 2 DDA Schedule of Performance, which provides for completion by 12-31-2036.
77	**HPS Building 606 Lease to SFPD:** Source of funds: City and County-SFPD rent payments. Pursuant to HPS Conveyance Agreement with U.S. Navy. Lease payments are from the SF Police Department. The lease is on a month-to-month basis and the Successor Agency will amend the lease to expire no later than the property transfer date. Contract expiration date reflects Successor Agency obligations pursuant to the Navy / Agency Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be 12-31-2033.
78	**HPS Navy Lease Agreement:** Source of funds: Lease revenue from Developer as described in the Interim Lease. Pursuant to a lease between the Successor Agency and U.S. Navy. Contract expiration date reflects Successor Agency obligations pursuant to the Navy / Agency Conveyance Agreement, through to the transfer of Navy Parcel B.
79	**HPS Environmental and Engineering Consulting Services:** Source of Funds: Developer Reimbursement. Pursuant to the Navy / Agency Conveyance Agreement.
84	**MBN OPA:** FINAL & CONCLUSIVE DETERMINATION (1.24.14); This line shows the amount of funds that will be used to reimburse FOCIL-MB, LLC pursuant to the MBN OPA. The OPA obligates the Successor Agency to use tax increment, and to issue bonds backed by tax increment (the proceeds of which are used), to repay FOCIL for infrastructure. In ROPS 18-19, the full TI amount has been allocated to early repayment of existing 2002 CFD Bonds. Therefore, there is no reimbursement projected from TI. However, the final total amount of the Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC. ***Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS.***

Item #	Notes
85	**MBN Payment on CFD#4 Bonds: FINAL & CONCLUSIVE DETERMINATION (1.24.14).** RPTTF from MBN may be used for the early repayment of principle of existing 2002 CFD Bond. This is a subline of line 84. (Moved from Line 86 of ROPS 17-18) The Tax Increment Allocation Pledge Agreement obligates the Successor Agency to use tax increment, and to issue bonds backed by tax increment (the proceeds of which are used), to reimburse FOCIL for infrastructure and defease CFD#4 bonds. Tax increment is irrevocably pledged to provide for direct reimbursement and payment of debt service on bonds, the proceeds of which reimburse master developer for infrastructure installed in plan area. Debt Service payments are an obligation of the MBN Tax Increment Allocation Pledge Agreement, but the actual payments are shown under each individual bond line item below. In addition, the payments to the Master Developer for Infrastructure and to non-profit developers for Affordable Housing, as obligated by the OPA, are shown on separate lines. The final total amount of the Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC. This line is a sub-line of line 84.
86	**MBN Tax Increment Allocation Pledge Agreement:** FINAL & CONCLUSIVE DETERMINATION (1.24.14); Moved to Line 85 in ROPS 18-19.
87	**MBS OPA:** FINAL & CONCLUSIVE DETERMINATION (1.24.14);This line shows the amounts of funds that will be used to reimburse FOCIL-MB, LLC pursuant to the MBS OPA. The OPA obligates the Successor Agency to use tax increment, and to issue bonds backed by tax increment (the proceeds of which are used), to repay FOCIL for infrastructure. Total Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC, and will be is paid both from Bond Proceeds and Tax Increment, and from CFD Bond Proceeds. ***Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS.***
88	**MBS Tax Increment Allocation Pledge Agreement:** FINAL & CONCLUSIVE DETERMINATION (1.24.14);The Tax Increment Allocation Pledge Agreement obligates the Successor Agency to use tax increment, and to issue bonds backed by tax increment (the proceeds of which are used), to repay FOCIL for infrastructure. The Total Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC. Tax increment is irrevocably pledged to provide for direct reimbursement and payment of debt service on bonds, the proceeds of which reimburse master developer for infrastructure installed in plan area. Debt Service payments are an obligation of the MBS Tax Increment Allocation Pledge Agreement, but the actual payments are shown under each individual bond line item. In addition, the payments to the Master Developer for Infrastructure and to non-profit developers for Affordable Housing, as obligated by the OPA, are shown on separate lines. This line is a sub-line of line 87.
89	**Mission Bay Agency Costs Reimbursements**: OPAs allow Successor Agency to access TI or direct developer fees to reimburse Agency Costs, including the cost of other City agencies or outside organizations whose expertise is needed to implement the OPAs - based on T&M for costs allowed by the OPAs. Currently the Master Developer, FOCIL, is reimbursing the majority of the Agency Costs, but in the future RPTTF may be used for allowed Agency Costs. However, it is anticipated that there will be three contracts with third party entities to provide consulting services for fiscal analysis and planning services, for a combined amount of $500,000 that will be reimbursed through direct developer payments considered "Other". Since it is unknown at this time what the ultimate amount of Agency Costs that will not be reimbursed by the Master Developer, thereby requiring RPTTF, the total outstanding obligation is unknown.
90	**MBN and MBS DPW/Harris and Associates Construction Cost Review Consulting:** A consultant must review developer reimbursement requests in order to ensure such requests are appropriate per the OPAs and CFDs. This review of developer reimbursement request is a long-term obligation under the MBN and MBS OPAs that is fulfilled through a contract between the City's Dept. of Public Works and Harris & Associates, the cost for which is paid by the Successor Agency. DPW has extended Harris & Associates contract term to 5-11-20. The Agency has estimated $396,000 will be paid in ROPS 18-19 from "Other" funds, (Developer Reimbursements). However, the MBN and MBS OPAs allow the Successor Agency to use RPTTF, Bond Proceeds, and Reserve Balances to reimburse for Agency Costs, which includes the Harris Contract, so such payments may be needed in the future.
91	**MBN and MBS Art Program:** The Mission Bay Redevelopment Plans require projects with over 25,000 square feet in commercial space to pay 1% of hard costs for public art. The source of these Other funds are Developer Fees. It is anticipated the San Francisco Arts Commission will administer these funds to contract with individual artists and maintain the public art. The contract dates in this line are the start and end dates of the Mission Bay South Redevelopment Plan (the Mission Bay North Redevelopment Plan started on October 26, 1998 and ends on October 26, 2028).
92	**Owner Participation Agreement - 72 Townsend Street**
101	**Transbay Folsom Design Services:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 105, which was finally and conclusively determined to be an enforceable obligation on 4-15-2013. These expenditures are required pursuant to Section 2.1 .d of the Transbay Implementation Agreement requiring activities related to major infrastructure improvements. This contract is for design services required to implement the Redevelopment Plan. The contract terminates in June 2018, and will be paid for using DDR-Approved bond proceeds from the 2011B and 2017B bonds, and developer fees and the San Francisco Metropolitan Transit Authority. Lines 422 and 423 have been created to break out the contract amounts for Essex and Under Ramp Park, respectively.
102	**Transbay Tax Increment Sales Proceeds Pledge Agreement**. FINAL & CONCLUSIVE DETERMINATION RECEIVED 4-15-13. Sales proceeds and tax increment generated from the sale and development of the state-owned parcels is pledged to TJPA for development to the Transit Center as required by the Redevelopment Plan Cooperative Agreement. TJPA will use these funds to repay the Transportation Infrastructure Finance and Innovation Act (TIFIA) loan executed between TJPA and US DOT. TI from the state-owned parcels provided to TJPA is net of AB1290 pass-through and affordable housing requirements, per the Cooperative Agreement. In ROPS 18-19 the TI is estimated to be $2,725,894 based on estimates provided by the CCSF Controller's office. ***Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, OCII requests that the DOF ROPS approval letter instruct the CCSF Controller to distribute the actual TI collected, rather than the projected amount reported in the ROPS.***

Item #	Notes
105	**Transbay Implementation Agreement:** FINAL & CONCLUSIVE DETERMINATION RECEIVED (4-15-13). The Agency shall execute all activities related to the implementation of the Transbay Redevelopment Plan, including, but not limited to, activities related to major infrastructure improvements, including new public parks, new pedestrian oriented alleys, and widened sidewalks, etc. The project cost for implementation of the Transbay Redevelopment Plan activities set forth in the Agreement shall be incurred by the Agency and included in the Agency's annual budget submitted to the City. The total outstanding obligation is the estimated public improvement costs necessary to implement the redevelopment plan, specifically the Transbay Streetscape and Open Space Concept Plan which was approved in 2006. As contracts are approved they are added as separate lines in the ROPS. The total outstanding debt was estimated at $241M as of the final and conclusive determination. This amount is spread between this line and other ancillary contracts to the implementation agreement, including items 106-115 and 391.
107	**Transbay Folsom Streetscape improvements** Ancillary contract with San Francisco Department of Public Works in compliance with the Transbay Implementation Agreement, Item # 105. These obligations are required pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "execute activities related to major infrastructure improvements." Of the $24.8M in this line item, $20.1M is for Folsom Streetscape Improvements construction during this period and will be paid from remaining 2011B bond proceeds ($7.5M) and 2017B bond proceeds ($12.6M). $600,000 is for reimbursement to the Block 6 developer for their Folsom streetscape expenditures and will be paid with 2017B bond proceeds, and $2,500,000 is for reimbursement to the Block 5 developer for their streetscape expenditures, which will also be paid with 2017 bonds. $1.6 million is for design of the Transbay Park which will be paid from Developer Fees. ROPS Line 424 was created to break out costs for Essex Streetscape Improvement.
108	**Transbay Streetscape Art Commission Review:** Ancillary contract with the San Francisco Arts Commission for public art in the Transbay area in compliance with the Transbay Implementation Agreement, Item # 105. These obligations are required pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "execute activities related to major infrastructure improvements." The Arts Commission may be required to provide City design review and public art assistance in the design of the streetscape and open space plan.
109	**Transbay City Attorney or outside counsel review** of documents related to Transbay obligations, in compliance with the Transbay Implementation Agreement, Item # 105. These expenditures are required pursuant to Section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency "prepare and sell certain state-owned parcels to third parties" and requiring the Successor Agency to "execute activities related to major infrastructure improvements". City Attorney's office will review and approve agreements and contracts required under the Implementation Agreement on an ongoing basis. The source of funds for attorney review of development parcel documents is developer fees whenever billable. In some cases, attorney reviews may be for items that are not billable to developers (e.g. OCII sole obligations for park and certain streetscape improvements), in which case RPTTF would be used.
115	**Transbay ancillary contracts for professional services** in compliance with the Transbay Implementation Agreement, Item # 105, pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "prepare and sell certain state-owned parcels to third parties," "execute all activities related to the Implementation of the Transbay Redevelopment Plan" and "execute activities related to major infrastructure improvements." Contracts funded with Other ($183.9K requested this period) would include items that can be reimbursed by developers. Items that cannot be reimbursed must be covered by RPTTF ($300K requested this period), including economic forecasting, infrastructure construction, planning, and management.
140	Retired in ROPS 18-19.
141	Retired in ROPS 18-19.
142	Retired in ROPS 18-19.
143	Retired in ROPS 18-19.
144	Retired in ROPS 18-19.
145	Retired in ROPS 18-19.
147	Retired in ROPS 18-19.
151	**The Mexican Museum Grant Agreement .** This is a $10.566 million grant agreement for predevelopment and tenant improvements for a museum. The remaining balance of $7,785,119 is bond proceeds reserved for future tenant improvements.
161	**Alice Griffith Agency Funding Obligation.** FINAL & CONCLUSIVE DETERMINATION (12-14-12) (shown as line 123 on the F&C which used the ROPS III numbering system): Pursuant to HPS Phase 2 DDA, this line requests capital funds to rebuild the Alice Griffith Public Housing development, which consists of 504 units with five phases. Of the five phases, Phases 1 and 2 are complete. ROPS 14-15 authorized gap funds for Phases 3A and 3B, which are currently under construction. Phase 4 is also currently under construction. ROPS 15-16B authorized $3.0M in predevelopment funds for Phase 4, and ROPS 16-17 authorized $10.8M in gap funding. ROPS 17-18 authorized $7.0M in developer fee contribution. ROPS 17-18 authorized $2.5M in bonds and $1M in developer fees for predevelopment expenses for Phase 5 and $3.5M in bonds for predevelopment funds for Phase 6. Predevelopment funding for Phases 5 and 6 are included in ROPS 18-19, as they are not subject to AB 471.
177	Retired in ROPS 18-19.
218	**HPS Phase 1 Affordable Housing Obligation** FINAL & CONCLUSIVE DETERMINATION (12.14.12) (shown as line 173 on the F&C which used the ROPS III numbering system): Contractual obligation under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement to fund and construct affordable housing on Agency-owned parcels in HPS Phase 1;estimated cost of funding 218 affordable housing units, actual amount will vary with actual cost of housing and timing of issuance of bonds. Obligation remains until affordable housing obligation is fulfilled. The estimated cost for first project (Blocks 52 & 54) has been moved to new Line 395, and second project Block 56 to new line 420.
219	**HPS Phase 2 - CP Affordable Housing Obligation:** FINAL & CONCLUSIVE DETERMINATION (12.14.12) (shown as line 174 on the F&C which used the ROPS III numbering system): Pledge of Property Tax Revenues to fulfill affordable housing obligations in Candlestick Point-Hunters Point Shipyard-Phase 2 Disposition and Development Agreement (total outstanding debt in Statement of Indebtedness (9.30.11) ("SOI") estimated to be $1,074,632,964 from HPS Housing Obligation, SOI at p. 57, less the $65.4 million estimated for the 218 units per the Phase 1 DDA, and an unspecified portion from BVHP Housing Obligation, SOI at p. 52, over life of project). Binding agreements per § 34171 (d)(1)(E));7 (amts owing to LMIHF, §34171 (d) (1)(G).

Item #	Notes
220	**Mission Bay North Affordable Housing Obligation:** FINAL & CONCLUSIVE DETERMINATION (1.24.14); Pledge of Property Tax Revenues, defined as Housing Increment, under Mission Bay North Tax Allocation Pledge Agreement (to which Owner is a third party beneficiary) to fulfill affordable housing obligations in Mission Bay North Owner Participation Agreement. Upon completion of housing program in MB-North, tax increment then pledged to housing program in MB-South. The total outstanding estimate is based on the FY 2011-12 Statement of Indebtedness (SOI) page 37 of $320M, taking out the amounts included in that number for the housing debt service obligations included on separate ROPS lines: Series 2006A ($9M, 2007A ($30M), 2009A ($4M), 2009E ($2M), 2011E ($3M). **Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS.**
226	**Mission Bay South Affordable Housing Obligation:** FINAL & CONCLUSIVE DETERMINATION (1.24.14); Pledge of Property Tax Revenues, defined as Housing Increment, under Mission Bay South Tax Allocation Pledge Agreement (to which Owner is a third party beneficiary) to fulfill affordable housing obligations in Mission Bay South Owner Participation Agreement. The total outstanding estimate is based on the FY 2011-12 Statement of Indebtedness (SOI) page 42 of $436M, taking out the amounts included in that number for housing debt service obligations included on separate ROPS lines: Series 2009A ($6M), 2009E ($10M), 2011E ($19M), and taking out reported expenditures from this line on ROPS I, II, III, 13-14A and 13-14B, and taking out outstanding obligations for individual MBS housing projects that have their own separate ROPS lines (228 for MBS Parcel 7W, 393 for MBS Parcel 6E, and 394 for MBS Parcel 3E). ***Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS.***
228	Retired in ROPS 18-19.
237	**Transbay Affordable Housing Obligation:** FINAL & CONCLUSIVE DETERMINATION (4.15.13): Requirement of the Implementation Agreement (Item 105) and Section 5027.1 of California Public Resources Code that terminal project include 25 % of all new dwelling units in project area be available at affordable housing cost for low income households (60% AMI) and 10% of all new units be available for moderate income (120% AMI) (total outstanding debt estimated to be $849,936,548 over life of project, SOI at p. 47); and required funding for affordable housing obligations. Funding for the specific affordable housing projects and debt service on associated tax allocation bonds required per this obligation are shown on individual Transbay lines: Lines 238 (R.C. Apts), 239 (Blks 6/7), 363 (Blk 9), and 374 (Blk 8), 392 (Blk 1) and various debt service lines. Total outstanding obligation lowered by amounts placed on separate ROPS lines 363, 374 and 291. ***Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS.***
239	**Transbay Blocks 6 & 7 Construction**: For Block 7, the total funding amount is a $25.6 million loan including $3.4M for predevelopment plus $22.2M toward construction financing for a 120 unit affordable housing project, as mandated by CA Public Resources Code Sec. 5027.1 (per final and conclusive determination regarding Transbay housing umbrella obligation on ROPS Line 237. The project size was previously estimated at 85 units, and $17 million in Other (developer fee) funding was included on ROPS 14-15B, but the project design was changed to include a total of 120 units, which required an additional $8.6 million and was included on ROPS 15-16A, for a grand total of $25.6 million. The request is pursuant to AB 471 and the project is under construction with an early 2018 completion date. The source of the funding is restricted Developer Impact Fees (San Francisco Planning Code Section 415) paid by market rate developers.
250	**Port Lease N-1 (L11183) for South Beach Harbor.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Boat revenue used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
251	**Port Lease N1-B (L11595) for South Beach Harbor.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Boat revenue used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
252	**Port Lease N-2 (L10892) for South Beach Harbor.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Boat revenue used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
255	**Sublease Agreement with Carmen and Benito Solis**. No expenditures are anticipated in FY16-17
257	**Payments to Port for South Beach Harbor Operations**. Port operates SBH on behalf of OCII, with OCII reimbursing costs. This obligation will remain in place until SBH is reverted to the Port.
261	**1998C Bond Debt Service**. No debt service payments until 8.1.2023 (due to trustees 6.30.2023)
264	**1998D Bond Debt Service.** Bonds were partially refunded in 2014C bonds. The total obligation is the remaining amount. No debt service is due in this period.
267	Retired in ROPS 18-19.
270	**2003B Bond Debt Service.**
297	**Tax Allocation Bond Series 2006A**
303	**Tax Allocation Bond Series 2007A**
306	**Tax Allocation Bond Series 2007B**
309	**Tax Allocation Bond Series 2009A**
312	Retired in ROPS 18-19.
321	**Tax Allocation Bond Series 2009E**
324	Retired in ROPS 18-19.
327	Retired in ROPS 18-19.
330	Retired in ROPS 18-19.
333	Retired in ROPS 18-19.
342	Retired in ROPS 18-19.

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345	**Bond Management Administration Costs**. These charges reflect the cost of bond portfolio management, related accounting, CCSF and outside legal counsel, financial advisor services, fiscal consultant services and other costs directly arising from contractual, regulatory and statutory bond obligations. Bond Proceeds fund $5,589,177 bond issuance cost. Non-Admin RPTTF funds $165,526 in bond administration cost.
348	**CalBoating Loans.** As per the loan agreement, the loan can only be repaid with revenues generated by the harbor. Paying the annual debt service, OCII is scheduled to repay the loans by FY 2036-37. Pre-paying the loans by using all available revenues generated by the habor will accelerated repayment and allow the loans to be defeased by FY 2020-21, which will facilitate transfer of the harbor from OCII to the Port and results in a savings of $2.6M in debt service.
349	Retired in ROPS 18-19.
354	**HPS Phase 1 City Planning Staff Costs:** Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS Phase 1 Project. The work program is projected to be complete by 12-31-2023.
355	**HPS Phase 2 -CP SF Public Utilities Commission Staff Costs:** Source of Funds: Developer Reimbursement. This is an ongoing cost which the Successor Agency anticipates until the completion of the HPS Phase 2 Project. The work program is projected to be complete by 12-31-2039.
359	**706 Mission Street Purchase and Sale Agreement ("PSA").** This PSA was approved by the Successor Agency's Oversight Board on July 22, 2013, and by DOF on October 4, 2013. The Developer is required under the PSA to pay the Successor Agency (1) $4,456,378 in affordable housing fees, paid in three installments over time, (2) $510,882 a year in perpetuity to support Yerba Buena Gardens operations (net present value equals $40.1 million), (3) $86,400 in traffic improvement fees, and (4) approximately $ 2,000,000 in open space fees.
361	**CP Development Co Funds for AG Development:** HPS-CP Developer commitment to provide funding for Alice Griffith Project to supplement Agency funding included in ROPS Line 161, which was finally and conclusively determined to be an enforceable obligation on 12-14-2012. Funds to pass through OCII so that they can be provided in loan agreement to the affordable housing project. This is an estimated amount based on DDA "Alice Griffith Subsidy" in BMR Housing Plan Section 5.4(a) and (c) and Exhibit F-C, but if overruns occur, the developer is contractually obligated to increase their contribution. In ROPS 16-17 $5.2 million was included for Phase 4 (formerly known as Phase 3C) and subject to AB 471. In ROPS 17-18, due to configuration of units types, developer fee contribution increased by $1.8MM to $7.0MM, subject to AB 471. The HPS-CP Developer's next and final commitments will be for AG Phases 5 and 6, and will be included in a subsequent ROPS.
369	**Port Lease Site J (L11337)NonSBH.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Revenue generated by the harbor used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
370	**Port Lease Site K (L11639) NONSBH.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Revenue generated by the harbor used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
371	**Port Lease M-3, M-4, S-1D (L12079) NonSBH.** Leases will remain in place until SBH is reverted to the Port. Lease payments are funded by RPTTF to facilitate the prepayment of Cal Boating Loans (line 348). Revenue generated by the harbor used to fund leases in prior years will be used to pre-pay loan to advance transfer of SBH from OCII to Port. Full lease payment is made in June.
372	Retired in ROPS 18-19.
373	**Property Management and Disposition Costs.** The Successor Agency will be incurring certain costs associated with the management and disposition of property. These costs include staffing costs, property management, appraisal costs, consultant costs, title and escrow costs, legal costs (including tenant bankruptcy proceedings), loan collection costs, marketing costs, and other costs associated with the disposition process.
374	**Transbay Block 8 Construction Funding**
376	**HPS Phase 2 Support services. Source of Funds: Developer Reimbursement.** These are ongoing costs which the Successor Agency anticipates until the completion of the HPS project. The Phase 2 DDA Interagency Cooperation Letter Agreement allows for the reimbursement of City costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 2 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be complete by 12-31-2039.
377	**HPS Phase 2 Community Benefits Agreement Scholarship Program:** Source of Funds: Developer Payment In accordance with the Phase 2 Community Benefits Plan, Exhibit G to the Phase 2 DDA, the Successor Agency will transfer funds to fulfill the Scholarship Fund obligation. Payments will be disbursed over time.
378	**HPS Phase 2 - CP Community Benefits Agreement Education Improvement Fund:** Source: Developer Payment pursuant to the Phase 2 Community Benefit Plan, Exhibit G to the Phase 2 DDA, for education enhancement within Bayview Hunters Point. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012. Payments will be disbursed over time.
380	**HPS Phase 2 - CP Community Benefits Agreement Wellness Contribution:** Source: Developer Payment, pursuant to the Phase 2 Community Benefit Plan , Exhibit G to the Phase 2 DDA, for predevelopment expenses associated with the expansion of the Southeast Health Center.
381	**HPS Design Review and Permitting Technical Support:** Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. The Phase 1 DDA Section 10 and Phase 2 DDA Section 19. Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" both allow for the reimbursement of City/Agency costs on an as-needed basis. Contract expiration date reflects current contract for these services with Hawk Engineers, which has a three year term.
382	**2011 Hotel Occupancy Tax Refunding Bonds Debt Service**. Debt service payment for 18-19 will be $5,996,750. As city pays debt service, funds are included in Other.
384	Retired in ROPS 18-19.
385	Retired in ROPS 18-19.
386	Retired in ROPS 18-19.
387	Retired in ROPS 18-19.

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388	**Transfer to MOHCD, Excess Tax-exempt bond proceeds from Series 1996B 2000A, 2001A, and 2003B for affordable housing rehabilitation.** Of original $8.2M from MOU entered into 12-22-2015, $281,517 remains to be expended.
389	**Tax Allocation Bond Series MBS2014A-** Includes cash reserve payment of $28,053.
391	**Transbay Underramp Park construction.** Contract to be managed by the San Francisco Department of Public Works, as an ancillary contract in compliance with Section 201 of the Transbay Implementation Agreement, Item # 105. $1,189,200 is for project management costs during this period and will be paid from Developer fee proceeds.
393	**MBS Block 6E Construction funding.** ROPS 13-14A and ROPS 14-15A authorized use of pledged Mission Bay increment for this project under lines 220 and 226. Predevelopment work for affordable housing in partial fulfillment of MBS OPA requirements started in ROPS 14-15B period. When expended the payments will be shown on the Prior Period Adjustment form as paid for by Reserves. ROPS 15-16B authorized $2.6M in pledged Mission Bay tax increment and $30.6M in Other (developer fees), for a total of $33,250,000 in gap funding pursuant to AB 471. In ROPS 16-17 authorized $1M in Other Funds was spent for predevelopment expenses. The project is under construction with estimated completion in late 2018.
394	**MBS Block 3E Construction funding**. In ROPS 15-16A, a charitable donation of $2.5 million initiated the predevelopment work on this project serving homeless veterans and other very low income families. ROPS 16-17 authorized $21.7 million in construction funding, and the ROPS 16-17 Amended included an additional $5.0 million due to the increase in the project units from 101 to 119 units. Construction funding in ROPS 16-17 included funds from the Affordable Housing and Sustainable Communities Program (AHSC) and the Veterans Housing and Homelessness Prevention Program (VHHP), which totaled $12.4M. In ROPS 17-18, OCII requested construction funding of $39.1M, which assumed neither AHSC or VHHP was successful (the awards totaled $12.4M) and included the previously approved ROPS 16-17 Amended amount of $26.7 million. Note that the final loan amount provided by OCII will include prior year pledged Mission Bay housing RPTTF (per DOF instructions, these funds only appear on the ROPS in the year they are collected and are not shown again when expended, except on the true-up).
395	**HPS Affordable Housing Blocks 52/54**, per final and conclusive determination for HPS housing obligation in umbrella line 218. This had $2.5M in ROPS 14-15B for predevelopment but increased to $4.0M in ROPS 16-17 amendment to reflect timetable extension and combining Blocks 52/54 for a more financially feasible "scattered site" development we expect to start expending in the ROPS 17-18 period, but spending will extend through ROPS 18-19. The source of the $4.0M in funding is issued SB 107 bonds. Because both Block 52 (39 units) and 54 (40 units) are small parcels, OCII wishes to maximize economies of scale. OCII intends to develop the blocks as a “scattered site” tax credit project.
396	**Tax Allocation Bond Series 2014B**
397	**Tax Allocation Bond Series 2014C**
398	**HPS Phase 2 - CP Other Professional Services:** Source of funds: Developer reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. Under the Candlestick Point-Hunters Point Shipyard Disposition and Development Agreement (“Phase 2 DDA”) whereby the master developer, as a party to the Phase 2 DDA, is obligated to pay the Successor Agency for various costs associated with pre-development and development activities.
399	**Tax Allocation Series MBN2016A.** Mission Bay North refunding Bond.
400	**Tax Allocation Series MBS2016B.** Mission Bay South new money bond.
401	**Tax Allocation Series MBS2016C.** Mission Bay South refunding bond.
402	**Tax Allocation Series MBS2016D.** Mission Bay south subordinate new money bond.
403	**HPS Phase 2 - CP Block 10a Affordable Housing**, per final and conclusive determination for HPS Phase 2- CP housing obligation in umbrella line 219. The source for the $3.5 million for predevelopment expenses is existing bond proceeds. These predevelopment funds, committed in ROPS 16-17, will continue to be spent during ROPS 18-19.
404	**HPS Phase 2 - CP Block 11a Affordable Housing**, per final and conclusive determination for HPS Phase 2- CP housing obligation in umbrella line 219. The source for the $3.5 million for predevelopment expenses is existing bond proceeds. These predevelopment funds, committed in 16-17, will continue to be spent during ROPS 18-19.
405	**MBS Block 6W Construction** funding for affordable housing project in partial fulfillment of MBS OPA Requirements, per final and conclusive determination regarding Mission Bay housing obligation on umbrella lines 220 and 226. Predevelopment work on this project in ROPS 16-17; the project will serve very low income families and volunteer relocates from a HOPESF public housing re-building project. Predevelopment is funded by existing bond funds and RPTTF, and spending will continue in ROPS 18-19. ROPS 18-19 includes the remaining predevelopment loan, and gap construction funding; construction funding source will be existing and new bonds pursuant to AB 471.
406	**Transbay Block 4 Affordable Housing:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item #237, Affordable Housing Program, which was finally and conclusively determined to be an enforceable obligation on 4-15-2013. Developer funded pre-development financing is now expected in ROPS 18-19.
407	**Refunding Bonds Reserve Payments**. Refunding bonds requires use of reserve fund to defease bonds. Agency estimates a maximum of $5 million dollars in housing refundings residual payments.
408	**Tax Allocation Series 2017A.** Affordable housing new money bond.
409	**Tax Allocation Series 2017B.** Transbay Infrastructure new money bond.
410	**Tax Allocation Series 2017C.** Mission Bay new money and refunding affordable housing bond.
411	**Enforceable Obligation Support.** SB107 requires Successor Agencies to spend no more than 3% of RPTTF Non-Admin on agency administration, across all funding sources. In prior ROPS, OCII recorded agency costs that directly support affordable obligations and OCII administration in line 1. As per DOF recommendation, OCII is now separately reporting the OCII costs that directly support affordable obligations. The administrative cost to operate the agency is reported in line 1.
412	**HPS CP Surety Bond Program.** Successor Agency's Surety Bond Program will be used to assist BVHP contractors in obtaining insurance and credit support that may be required in order to participate in the development of the Phase 2 Project.

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413	**Transbay Block 2 West Affordable Housing:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item #237, Affordable Housing Program, which was finally and conclusively determined to be an enforceable obligation on 4-15-2013. The source for the $3.5 million for predevelopment expenses is developer fees.
414	**Yerba Buena Gardens Cash Accounts.** The Successor Agency has an enforceable obligation, under certain long-term documents with YBG tenants and stakeholders, to transfer its CDBG-restricted YBG cash balances (bond proceeds and other income) to the City along with the YBG real estate assets described in the DOF-approved LRPMP. OCII is retaining $5M in funds post-real estate asset transfer but will transfer the balance of line 414 after all expenses on lines 140-147 and OCII staff costs have been paid in full.
415	**Tax Allocation Bond Series 2017D.** Taxable refunding bond.
416	**Transbay Block 2 East Affordable Housing:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item #237, Affordable Housing Program, which was finally and conclusively determined to be an enforceable obligation on 4-15-2013. The source for the $3.5 million for predevelopment expenses is developer fees.
417	**MBS Block 9 Construction** funding for affordable housing project in partial fulfillment of MBS OPA Requirements, per final and conclusive determination regarding Mission Bay housing obligation on umbrella lines 220 and 226. Predevelopment work on this project serving formerly homeless individuals began in the ROPS 17-18 calendar period with $3.5 million in predevelopment loans funded by new SB 107 bonds. Spending continues into ROPS 18-19.
418	**CDBG Program Funds for Affordable Housing** . CDBG funds from 345 Williams programmed for HOPESF housing supportive services.
419	**MBS Block 9A Construction** funding for affordable housing project in partial fulfillment of MBS OPA Requirements, per final and conclusive determination regarding Mission Bay housing obligation on umbrella lines 220 and 226. Predevelopment work on this project serving low income families will begin in the ROPS 18-19 which will be funded by $3.5 million in SB 107 bonds.
420	**HPS Affordable Housing Block 56**, per final and conclusive determination for HPS housing obligation in umbrella line 218. $3.5M in predevelopment for this approximately 43 unit affordable project will begin in ROPS 18-19 and will be funded by SB 107 bonds.
421	**Tax Allocation Bond Series 2017E.** Tax-exempt refunding bond.
422	**Transbay Essex Design Services:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 105, which was finally and conclusively determined to be an enforceable obligation on 4-15- 2013. These expenditures are required pursuant to Section 2.1 .d of the Transbay Implementation Agreement requiring activities related to major infrastructure improvements. This contract is for design services required to implement the Redevelopment Plan. The contract terminates in June 2018, and will be paid for using DDR-Approved bond proceeds from the 2011B Bonds, developer fees, and funds from the San Francisco Metropolitan Transit Authority.
423	**Transbay Under-ramp Design Services:** Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 105, which was finally and conclusively determined to be an enforceable obligation on April 15, 2013. These expenditures are required pursuant to Section 2.1 .d of the Transbay Implementation Agreement requiring activities related to major infrastructure improvements. This contract is for design services required to implement the Redevelopment Plan. The contract terminates in June 2018, and will be paid for using DDR-Approved bond proceeds from the 2011B Bonds, developer fees, and funds from the San Francisco Metropolitan Transit Authority. In ROPS 18-19, $1,403,683 is requested for Under Ramp Park.
424	**Transbay Essex Streetscape improvements** ancillary contract with San Francisco Department of Public Works in compliance with the Transbay Implementation Agreement, Item # 105. These obligations are required pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "execute activities related to major infrastructure improvements." Of the $24.8M in this line item, $20.1M is for Folsom Streetscape Improvements construction during this period and will be paid from remaining 2011B Bonds ($7.5M) and 2017B Bonds ($12.6M). $600,000 is for reimbursement to the Block 6 developer for their Folsom streetscape expenditures and will be paid with 2017B Bonds. $2,500,000 is for reimbursement to the Block 5 developer for their streetscape expenditures, which will also be paid with 2017B Bonds. $1.6 million is for design of the Transbay Park which will be paid from Developer Fees.
425	**Excess Bond Proceed 2009B cash reserve. Cash reserve from 2009B will be spend according to DOF requirements for Excess Bond Proceeds.**
426	**Tax Allocation Bond Series 2017F.** Taxable bond to fund affrordable housing predevelopment and construction loans.