107-0112020-002

Agenda Item **No. 5(B)**
Meeting of January 27, 2020

MEMORANDUM

TO: Oversight Board

FROM: Nadia Sesay, Executive Director

SUBJECT: Approving the Recognized Obligation Payment Schedule for July 1, 2020 to June 30, 2021 (ROPS 20-21)

EXECUTIVE SUMMARY

The proposed Oversight Board Resolution No. 1-2020 requests approval of the Successor Agency's Recognized Obligation Payment Schedule ("ROPS") 20-21 for July 1, 2020 to June 30, 2021. Staff presented a draft ROPS 20-21 to the Oversight Board on January 13, 2020 and presented an informational memo regarding ROPS 20-21 to the Commission on January 21, 2020. The total proposed ROPS is $422,938,133, funded by $183,101,489 in Bond Proceeds, $6,094,295 in Reserve, $43,326,349 in Other Funds, and $185,951,995 in RPTTF Non-Admin, and $4,464,005 in RPTTF Admin. OCII will expend the majority of these funds on its debt program and affordable housing loans.

OCII is proposing minor changes to the draft ROPS presented to the Oversight Board on January 13, 2020. The proposed changes result in a net increase of $696,446 or 0.2 percent from the Workshop amount of $422,241,687 to $422,938,133. The change is composed of a decrease of $1,806,037 in Bond Proceeds; an increase of $1,856,037 in Other Funds; and an increase of $646,446 in Redevelopment Property Tax Trust Fund ("RPTTF") Non-Admin. The small increase in RPTTF Non-Admin has a minimal impact on the taxing entities because most of the increase is due to growth in property tax pledged to the projects and is therefore not available for distribution to taxing entities.

Staff recommends approval of the proposed resolution.

DISCUSSION

The proposed Oversight Board Resolution No. 1-2020 requests approval of the Successor Agency's Recognized Obligation Payment Schedule ("ROPS") 20-21 for July 1, 2020 to June 30, 2021. Staff presented a draft ROPS 20-21 to the Oversight Board on January 13, 2020, and presented an informational memo regarding ROPS 20-21 to the Commission on January 21, 2020. Neither body recommended amendments to the ROPS.

The total projected ROPS 20-21 expenditure is $422,938,133. The largest funding sources will be Bond Proceeds and RPTTF Non-Admin. The largest expenditure areas are affordable housing and debt service on bonds. This distribution of sources and uses is consistent with prior ROPS and is consistent with OCII's financial structure. OCII typically issues bonds to fund affordable housing and uses RPTTF Non-Admin to pay debt service on bonds. Exhibit 1 summarizes the proposed sources and uses. For detailed information on project and program sources, uses, and work program, see attached ROPS 20-21 OSB Workshop Memo.

Exhibit 1: ROPS 20-21 Sources and Uses

Project / Program	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Affordable Housing	$93,316,000	$0	$7,767,000	$6,701,000	$6,701,000	**$109,784,000**
Mission Bay	$51,536,462	$6,094,295	$1,124,000	$44,951,858	$44,951,858	**$103,706,615**
Transbay	$20,480,592	$0	$5,951,188	$23,086,370	$23,086,370	**$49,518,150**
HPS/CP	$0	$0	$15,755,472	$1,384,649	$1,384,649	**$17,140,121**
Asset Management	$5,951,198	$0	$1,806,037	$0	$0	**$7,757,235**
Debt	$9,643,414	$0	$4,497,000	$97,738,775	$97,738,775	**$111,879,189**
Operations	$173,823	$0	$6,425,652	$12,089,343	$12,089,343	**$23,152,823**
Total	**$183,101,489**	**$6,094,295**	**$43,326,349**	**$185,951,995**	**$185,951,995**	**$422,938,133**

Year Over Year Comparison Between ROPS 19-20 and ROPS 20-21

Including the proposed changes, the total proposed ROPS 20-21 is $422,938,133, funded by $183,101,489 in Bond Proceeds, $6,094,295 in Reserve, $43,326,349 in Other Funds, and $185,951,995 in RPTTF Non-Admin, and $4,464,005 in RPTTF Admin. The table below shows the comparison between the ROPS 19-20 and the ROPS 20-21, for a total decrease of $22,886,613.

Exhibit 2: Year Over Year Comparison by Sources

Sources	ROPS 19-20 Amount ($M)	ROPS 20-21 Proposed ($M)	Difference ($M)	Percent Change	Explanation
Bond Proceeds	$199,713,913	$183,101,489	($16,612,424)	-8.3%	Decrease due to spending down on Mission Bay and Transbay infrastructure bonds.
Reserve Funds	$0	$6,094,295	$6,094,295	0.0%	Increase due to use of prior year Pledged RPTTF Non-Admin in current year.
Other Funds	$42,015,725	$43,326,349	$1,310,624	3.1%	Decrease due to project timing in HPS/CP.
RPTTF Non-Admin	$200,442,846	$185,951,995	($14,490,851)	-7.2%	Decrease due to reduction in Pledged RPTTF Non-Admin for Affordable Housing.
RPTTF Admin	$3,652,262	$4,464,005	$811,743	22.2%	Increase due to formula.
Total Sources	**$445,824,746**	**$422,938,133**	**($22,886,613)**	**-5.1%**	

The table below shows the year over year comparison by use type. The largest expenditure areas are affordable housing and debt service on bonds in ROPS 20-21, and this distribution of uses is consistent with the prior ROPS and is consistent with OCII's financial structure.

Exhibit 3: Year Over Year Comparison by Uses

Uses	ROPS 19-20 Amount ($M)	ROPS 20-21 Proposed ($M)	Difference ($M)	Percent Change	Explanation
Affordable Housing	$123,493,871	$109,784,000	($13,709,871)	-11.1%	Decrease due to reduction in Pledged RPTTF Non-Admin for Affordable Housing.
Mission Bay	$104,294,482	$103,706,615	($587,867)	-0.6%	Decrease due to spending down on bond proceeds on infrastructure.
Transbay	$57,092,698	$49,518,150	($7,574,548)	-13.3%	Decrease due to spending down of bond proceeds on infrastructure offset by increase in Pledged RPTTF Non-Admin.
HPS/CP	$16,604,720	$17,140,121	$535,401	3.2%	Increase due to Phase 1 Public Works.
Asset Management	$7,785,119	$7,757,235	-	0.0%	Minor change.
Debt	$118,510,092	$111,879,189	($6,630,903)	-5.6%	Decrease due to debt service schedule.
Operations	$18,043,764	$23,152,823	$5,109,059	28.3%	Increase due to increase in retiree health and pension costs and COLA.
Total Uses	**$445,824,746**	**$422,938,133**	**($22,886,613)**	**-5.1%**	

Summary of Proposed Changes

OCII is proposing minor changes to the draft ROPS presented to the Oversight Board on January 13, 2020. The proposed changes result in a total increase of $696,446 or 0.2 percent from the Workshop amount of $422,241,687 to $422,938,133. The change is primarily due to updated property tax estimates, updated cost estimates for consulting work, and reallocation in funding sources.

WORKSHEETS

The ROPS 20-21 contains four worksheets, which are included as appendixes to this memo and described below. The OSB Workshop Memo is also included as an appendix to this memo for reference.

ROPS 20-21 Detail Worksheet

Exhibit A-1, ROPS Detail Worksheet, shows the total ROPS 20-21, including proposed changes. The total proposed ROPS is $422,938,133, funded by $183,101,489 in Bond Proceeds, $6,094,295 in Reserve, $43,326,349 in Other Funds, and $185,951,995 in RPTTF Non-Admin, and $4,464,005 in RPTTF Admin.

ROPS 20-21 Notes Worksheet

Exhibit A-2, ROPS 20-21 Notes Worksheet, provides notes to the ROPS 20-21 Detail worksheet. This is an optional form that provides additional information or explains unique circumstances.

ROPS 20-21 Cash Balances Report

Exhibit A-3, Cash Balances Report, shows the change in the cash balances for Bond Proceeds, Reserve Balances, Other Funds, and RPTTF Non-Admin and RPTTF Admin from July 1, 2017, to June 30, 2018. The balances are detailed below.

- $24,871,911 in Bond Proceeds for Bonds Issued on or before 12/31/10
- $206,088,041 in Bond Proceeds for Bonds Issued on or after 01/01/11
- $6,079,251 in Prior ROPS RPTTF and Reserve Balances retained for future period(s)
- $102,595,300 in Other Funds
- $0 in RPTTF Non-Admin and Admin

The $6,079,251 in Prior ROPS RPTTF and Reserve Balances retained for future period(s) will reduce the ROPS 20-21 property tax distribution, increasing the property tax available for distribution to the taxing entities.

ROPS 20-21 Summary

Exhibit A-4, ROPS 20-21 Summary, brings together data from the other ROPS worksheets. The Summary shows current period enforceable obligations of $422,938,133.

NEXT STEPS

Pending Oversight Board approval, staff will submit the ROPS prior to February 1, 2020. 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, OCII may request a meet and confer with DOF. The meet and confer request must be made within five business days of DOF's determination, and DOF will notify OCII and the Controller as to the outcome of that review at least 15 days before the June 1, 2020 property tax distribution. Staff will provide updates to the Oversight Board as necessary.

(Originated by Mina Yu, Financial Reporting & Management Analyst)

Nadia Sesay
Executive Director

Exhibit A-1, ROPS 20-21 Detail Worksheet
Exhibit A-2, ROPS 20-21 Notes Worksheet
Exhibit A-3, Cash Balances Report
Exhibit A-4, ROPS 20-21 Summary
Exhibit A-5, ROPS 20-21 OSB Workshop Memo

Exhibit A-1

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	WO?	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 20-21 Total	20-21A (July-December)					20-21A Total	20-21B (January-June)					20-21B Total
											$ 422,938,133.00	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	7/1/2020	6/30/2021		Agency and contracted staff resources	Agency and contracted staff resources	ADM	$ 4,464,005.00	N	$ 4,464,005.00				$ -	$ 4,464,005.00	$ 4,464,005.00						$ -
7	Agency Admin Operations	Miscellaneous	7/1/2020	6/30/2021	Unpledged Project	CALPERS	Accrued Pension Liability . Current payment amount based on amount above normal cost employer required to pay.	ADM	$ 17,424,237,070.00	N	$ 4,317,818.00				$ 4,317,818.00		$ 4,317,818.00						$ -
9	Agency Admin Operations	Miscellaneous	7/1/2020	6/30/2021		CalPERS	Retiree Medical payments	ADM	$ 13,507,084.00	N	$ 2,179,167.00				$ 2,179,167.00		$ 2,179,167.00						$ -
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	All Project Areas with Bond/Loan Obligations	$ 4,668,992.00	N	$ 1,772,608.00						$ -				$ 1,772,608.00		$ 1,772,608.00
17	College Track	Miscellaneous	6/21/2011	11/3/2020		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	$ 4,700,000.00	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	12/31/2026		Various payees listed below	Disposition and Development Agreement	HPS-CP	$ 26,330,200.00	N	$ -						$ -						$ -
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2026	WO: DPH	CCSF/ DPW (Phase 1)	City staff (Taskforce) reimbursement for work performed on HPS	HPS-CP	$ 13,944,000.00	N	$ 1,992,000.00			$ 1,992,000.00			$ 1,992,000.00						$ -
23	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2026	WO: CAT	CCSF/ City Attorney or outside counsel (Phase 1)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	$ 546,000.00	N	$ 78,000.00	$ -		$ 78,000.00			$ 78,000.00						$ -
24	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2026	WO: DPH	CCSF/ DPH (Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	$ 196,000.00	N	$ 28,000.00			$ 28,000.00			$ 28,000.00						$ -
25	Consulting Contract	Professional Services	7/1/2016	6/31/2036		MJF	Administrative support for the HPS CAC	HPS-CP	$ 4,876,208.00	N	$ 304,763.00			$ 304,763.00			$ 304,763.00						$ -
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	12/2/2003	12/31/2026		Various payees	Phase 1 DDA required transfer of Community benefits funds	HPS-CP	$ 969,315.00	N	$ 969,315.00			$ 969,315.00			$ 969,315.00						$ -
30	HPS Phase 2 DDA	OPA/DDA/Construction	6/3/2010	6/30/2036		Various payees listed below	Disposition and Development Agreement	HPS-CP	$ 3,220,952,596.00	N	$ -						$ -						$ -
31	Consulting Services	Professional Services	7/1/2019	6/30/2036		TBD	Consultant: Relocation services	HPS-CP	$ 1,000,000.00	N	$ -			$ -			$ -						$ -
32	Legal Services Contract	Professional Services	2/3/2009	6/30/2036		Kutak Rock (Phase 2)	Legal services contract related to property transfer	HPS-CP	$ 500,000.00	N	$ -			$ -			$ -						$ -
33	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	WO: Planning	CCSF/ Planning(Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	$ 1,504,000.00	N	$ 94,000.00			$ 94,000.00			$ 94,000.00						$ -
34	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	WO: CAT	CCSF/ City Attorney or outside counsel (Phase 2)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	$ 8,000,000.00	N	$ 500,000.00			$ 500,000.00			$ 500,000.00						$ -
35	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	WO: DPW	CCSF/ DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	$ 30,864,000.00	N	$ 1,929,000.00			$ 1,929,000.00			$ 1,929,000.00						$ -
36	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	WO: OEWD	CCSF/ OEWD (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	$ 960,000.00	N	$ 60,000.00			$ 60,000.00			$ 60,000.00						$ -
37	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	WO: DPH	CCSF/ DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	$ 6,400,000.00	N	$ 400,000.00			$ 400,000.00			$ 400,000.00						$ -
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	6/30/2036	WO: MTA	CCSF/ MTA (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	$ 4,080,000.00	N	$ 255,000.00			$ 255,000.00			$ 255,000.00						$ -
41	Legal Service Contact	Professional Services	10/1/2017	6/30/2036		Jones Hall (Phase 2)	Bond counsel and legal financial consultants	HPS-CP	$ 1,171,888.00	N	$ 73,243.00			$ 73,243.00			$ 73,243.00						$ -
42	Legal Services Contract	Professional Services	9/30/2017	6/30/2036		Shute Mihaly (Phase 2)	Legal services contract related to State Lands	HPS-CP	$ 6,133,328.00	N	$ 383,333.00			$ 383,333.00			$ 383,333.00						$ -
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	$ 400,000.00	N	$ 25,000.00			$ 25,000.00			$ 25,000.00						$ -
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	$ 352,000.00	N	$ 22,000.00			$ 22,000.00			$ 22,000.00						$ -
48	Financial Services	Professional Services	8/1/2018	6/30/2036		Various	Real Estate economic advisory services	HPS-CP	$ 960,000.00	N	$ 60,000.00			$ 60,000.00			$ 60,000.00						$ -
49	Phase 2 DDA & Tax Increment Allocation Pledge Agreement - Hunters Point Shipyard	OPA/DDA/Construction	6/3/2010	12/31/2057		Successor Agency and CP DEVELOPMENT CO., LP	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	HPS-CP	$ 3,106,347,734.00	N	$ 950,492.00				$ 475,246.00		$ 475,246.00				$ 475,246.00		$ 475,246.00
50	EDA Grant Agreement	Miscellaneous	9/21/2006	12/31/2022		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	$ 5,631,677.00	N	$ -						$ -						$ -
62	HPS Building 101 Stabilization/Improvements	Improvement/Infrastructure	12/1/2013	12/31/2022	WO: DPW	CCSF/DPW	Stabilization/ Improvements for HPS Building #101	HPS-CP	$ 5,631,677.00	N	$ 4,341,572.00			$ 976,854.00	$ 108,539.00		$ 1,085,393.00			$ 2,930,561.00	$ 325,618.00		$ 3,256,179.00
72	CAL ReUSE	Remediation	10/18/2010	6/30/2021		Fivepoint	State grant funds for lead/asbestos (brownfield) abatement	HPS-CP	$ 15,000.00	N	$ 14,897.00			$ 14,897.00			$ 14,897.00						$ -
75	Conveyance Agreement between the US Government and the Agency	Miscellaneous	3/31/2004	6/30/2036		Department of the Navy and others	Orderly clean up and transfer of balance of HPS property	HPS-CP	$ 50,000.00	N	$ -			$ -			$ -						$ -
76	Property Management	Property Maintenance	1/1/2014	6/30/2036		Various vendors	Repairs and maintenance as needed to maintain property	HPS-CP	$ 160,000.00	N	$ 10,000.00			$ 10,000.00			$ 10,000.00						$ -
77	Lease for Building 606 to SFPD	Miscellaneous	5/1/1997	6/30/2036		Department of the Navy	Lease for SFPD facility	HPS-CP	$ 2,124,000.00	N	$ 132,750.00			$ 132,750.00			$ 132,750.00						$ -
78	Lease Between the US Government and the Agency	Miscellaneous	10/1/2008	6/30/2029		Department of the Navy	Lease for Buildings 103, 104, 115, 116, 117 & 125	HPS-CP	$ 2,361,150.00	N	$ 262,350.00			$ 262,350.00			$ 262,350.00						$ -
79	Consulting Contract	Professional Services	12/20/2009	8/1/2029		Langan Treadwell (Phase 2)	Environmental and engineering services	HPS-CP	$ 5,686,496.00	N	$ 355,406.00			$ 355,406.00			$ 355,406.00						$ -
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	$ 42,318,000.00	N	$ -						$ -						$ -
85	Mission Bay North CFD #4	Miscellaneous	10/23/2002	8/1/2031		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	$ 19,600,000.00	N	$ 19,500,000.00	$ 6,139,655.00	$ 6,094,295.00		$ 3,633,025.00		$ 15,866,975.00				$ 3,633,025.00		$ 3,633,025.00
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	$ 42,318,000.00	N	$ -						$ -						$ -
87	Mission Bay South Owner Participation Agreement	OPA/DDA/Construction	11/2/1998	11/16/2043		FOCIL-MB, LLC	Developer reimbursements for infrastructure	Mission Bay South	$ 332,421,000.00	N	$ 45,396,807.00	$ 45,396,807.00					$ 45,396,807.00						$ -
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	$ 332,421,000.00	N	$ 36,560,808.00				$ 18,280,404.00		$ 18,280,404.00				$ 18,280,404.00		$ 18,280,404.00
89	Mission Bay Agency Costs Reimbursements	Project Management Costs	7/1/2020	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	$ 6,500,000.00	N	$ 825,000.00				$ 143,750.00		$ 143,750.00				$ 681,250.00		$ 681,250.00
90	Harris-DPW Contract	Project Management Costs	8/15/2006	11/2/2028		Harris & Associates	Contract with DPW to reimburse Harris for review of FOCIL reimbursements	Mission Bay North, Mission Bay South	$ 3,000,000.00	N	$ 300,000.00				$ 75,000.00		$ 75,000.00				$ 225,000.00		$ 225,000.00
91	Mission Bay Art Program	Professional Services	10/26/1998	11/2/2028	WO: Arts Commission	San Francisco Arts Commission	Use of Art Fees as required by the Redevelopment Plans	Mission Bay North, Mission Bay South	$ 1,124,000.00	N	$ 1,124,000.00			$ 1,124,000.00			$ 1,124,000.00						$ -
92	Owner Participation Agreement - 72 Townsend Street	OPA/DDA/Construction	7/18/2006	6/30/2021		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	6/30/2024		CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	$ 263,706.00	N	$ 241,487.00	$ 221,487.00		$ 20,000.00			$ 241,487.00						$ -
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPA/DDA/Construction	1/20/2005	1/20/2050		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	$ 1,065,000,000.00	N	$ 21,098,459.00				$ 10,549,229.00		$ 10,549,229.00				$ 10,549,230.00		$ 10,549,230.00

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	WO?	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 20-21 Total	20-21A (July-December)					20-21A Total	20-21B (January-June)					20-21B Total
											$ 422,938,133.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
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	$ 102,100,000.00	N	$ -						$ -						$ -
107	Streetscape and Open Space Improvements for Folsom	Project Management Costs	1/20/2005	8/4/2036	WO: DPW	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	$ 8,777,704.00	N	$ 8,777,704.00	$ 8,777,704.00					$ 8,777,704.00						$ -
108	Streetscape and Open Space Improvements	Professional Services	1/20/2005	8/4/2036	WO	San Francisco Arts Commission	Civic Design review of streetscape and open space improvements	Transbay	$ -	Y	$ -						$ -						$ -
109	Implementation Agreement Legal Review	Legal	1/20/2005	6/30/2029	WO: CAT	City Attorney or outside counsel	Review of all documents and contracts for the Transbay Plan	Transbay	$ 500,000	N	$ 50,000.00			$ 40,000.00	$ 5,000.00		$ 45,000.00				$ 5,000.00		$ 5,000.00
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	7/1/2020	6/30/2021		Various	Consultant and advisory services for implementation of Transbay Plan	Transbay	$ 759,970.00	N	$ 759,970.00			$ 369,567.00	$ 45,201.00		$ 414,768.00			$ 50,000.00	$ 295,202.00		$ 345,202.00
118	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2021		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	6/30/2021		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 included 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	6/30/2021		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	6/30/2021		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	6/30/2021		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	6/30/2020		See notes	OPA with Pacific Heights Franklin Partners LP for a 69-unit mixed-use project at 1450 Franklin Street. Reguires ongoing project management.	Western Addition A-2		Y	$ -						$ -						$ -
134	Owner Participation Agreement - 1301 Divisadero	OPA/DDA/Construction	5/20/2008	6/30/2021		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	6/30/2021		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	$ -						$ -						$ -
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	$ -						$ -						$ -
145	Community Benefit District Assessment	Fees	1/1/2009	12/31/2030	WO	CCSF - Tax Collector	CBD assessment for YBC property owned by the Successor Agency	YBC	$ 957,000.00	N	$ -						$ -						$ -
147	Legal Review	Legal	2/1/2012	6/30/2021	WO	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/CCSF	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	$ 7,757,235.00	N	$ 7,757,235.00	$ 5,951,198.00		$ 1,806,037.00			$ 7,757,235.00						$ -
152	Owner Participation Agreement - 680 Folsom	OPA/DDA/Construction	4/1/2008	6/30/2021		Not applicable	OPA with 680 Folsom Owner LLC for a proposed office development at 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017)	YBC		N	$ -						$ -						$ -

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	WO?	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 20-21 Total	20-21A (July-December)					20-21A Total	20-21B (January-June)					20-21B Total
											$ 422,938,133.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
153	Agreement for Disposition of Land for Private Development - The Paramount/680 Mission	OPA/DDA/Construction	5/16/1990	6/30/2021	WO	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	6/30/2021		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	6/30/2021		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	6/30/2021		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	6/30/2021		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	12/31/2081		CP Development Co., LP/ McCormack Baron Salazar	Agency funding obligation for 504 Alice Griffith Units	HPS-CP- Housing	$ 66,800,000.00	N	$ -						$ -						$ -
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	6/30/2062		Successor Agency	Contractual obligation to fund & construct affordable housing under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement	HPS-CP- Housing	$ 13,200,000.00	N	$ -						$ -						$ -
219	Phase 2 DDA & Tax Increment Allocation Pledge Agreement (Housing Portion)	OPA/DDA/Construction	6/3/2010	6/30/2062		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	HPS-CP- Housing	$ 664,220,000.00	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 - Housing	$ 148,680,000.00	N	$ -						$ -						$ -
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 - Housing	$ 148,680,000.00	N	$ -						$ -						$ -
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	6/21/2005	6/21/2050		Successor Agency	Affordable housing production/funding requirements of LMIHF for Transbay - see Notes	Transbay - Housing	$ 131,760,000.00	N	$ -						$ -						$ -
250	Parcel N1-A -- Port Lease (SBH)	Miscellaneous	11/14/1986	9/25/2050	WO	CCSF - Port Commission	SBH/Pier 40 open space	South Beach Harbor	$ -	Y	$ -						$ -						$ -
251	Parcel N1-B -- Port Lease (SBH)	Miscellaneous	6/30/1990	9/25/2050	WO	CCSF - Port Commission	SBH/Pier 40 Shed/Warehouse Bldg	South Beach Harbor	$ -	Y	$ -						$ -						$ -
252	Parcel N-2 -- Port Lease (SBH)	Miscellaneous	12/7/1984	9/25/2050	WO	CCSF - Port Commission	SBH/Pier 40 open space	South Beach Harbor	$ -	Y	$ -						$ -						$ -
255	Sublease Agreement with Carmen and Benito Solis, dba Carmen's Restaurant	Property Maintenance	4/17/2010	9/25/2050	WO	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		Y	$ -						$ -						$ -
257	Rincon Point - South Beach Harbor Operations and Rincon Park Maintenance	Miscellaneous	7/1/2019	6/30/2020	WO	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	$ -	Y	$ -						$ -						$ -
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	All Project Areas with Bond/Loan Obligations	$ 4,260,000.00	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	All Project Areas with Bond/Loan Obligations	$ 41,535,000.00	N	$ 3,810,000.00						$ -				$ 3,810,000.00		$ 3,810,000.00
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	All Project Areas with Bond/Loan Obligations		Y	$ -						$ -						$ -
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	All Project Areas with Bond/Loan Obligations	$ 93,280,000.00	N	$ 5,830,000.00						$ -				$ 5,830,000.00		$ 5,830,000.00
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	All Project Areas with Bond/Loan Obligations	$ 157,067,350.00	N	$ 6,637,263.00						$ -				$ 6,637,263.00		$ 6,637,263.00
306	Tax Allocation Bond Series 2007B	Bonds Issued On or Before 12/31/10	11/8/2007	8/1/2022		Bank of New York	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 2,458,325.00	N	$ 1,228,175.00						$ -				$ 1,228,175.00		$ 1,228,175.00
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	All Project Areas with Bond/Loan Obligations	$ -	N	$ -						$ -						$ -
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	All Project Areas with Bond/Loan Obligations	$ 109,706,246.00	N	$ 4,664,727.00						$ -				$ 4,664,727.00		$ 4,664,727.00
345	Tax Allocation Bond Admin (ALL)	Project Management Costs	1/1/2017	6/30/2021		SFRA, CCSF: Admin, Legal; Fiscal Consultant, Bond Counsel, Financial Advisor	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	$ 4,435,817.00	N	$ 748,095.00	$ 173,823.00					$ 173,823.00				$ 574,272.00		$ 574,272.00
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	All Project Areas with Bond/Loan Obligations	$ 7,764,377.00	Y	$ -						$ -						$ -
349	Project Related Employee Reimbursable	Project Management Costs	7/1/2014	6/30/2036		Various HPS Project Staff	HPS project transportation and meeting expenses	HPS-CP	$ 48,000.00	N	$ 3,000.00			$ 3,000.00			$ 3,000.00						$ -
354	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2026	WO: Planning	CCSF/ Planning(Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	$ 7,000.00	N	$ 1,000.00			$ 1,000.00			$ 1,000.00						$ -
355	Interagency Cooperative Agreement-HPS	Project Management Costs	7/1/2014	6/30/2036	WO: PUC	CCSF/ Public Utilities Commission (Phase 2)	City staff reimbursement for work performed on HPS (Phase 2)	HPS-CP	$ 19,120,000.00	N	$ 1,195,000.00			$ 1,195,000.00			$ 1,195,000.00						$ -

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	WO?	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 20-21 Total	20-21A (July-December)					20-21A Total	20-21B (January-June)					20-21B Total
											$ 422,938,133.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
359	Purchase and Sale Agreement with Millenium Partners for properties associated with the 706 Mission Street/Mexican Museum Project	Property Dispositions	7/22/2013	6/30/2021		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	6/30/2036		Double Rock Ventures LLC/affiliated LP	Funding required for construction subsidy	HPS-CP - Housing	$ 18,590,000.00	N	$ -						$ -						$ -
369	Site J -- Port Lease (non SBH)	Miscellaneous	9/24/1987	9/25/2050	WO	CCSF - Port Commission	Delancey Street special needs housing	South Beach Harbor	$ -	Y	$ -						$ -						$ -
370	Site K -- Port Lease (non SBH)	Miscellaneous	5/9/1991	9/25/2050	WO	CCSF - Port Commission	Steamboat Point affordable housing	South Beach Harbor	$ -	Y	$ -						$ -						$ -
371	Site M-3, M-4A, S-1D -- Port Lease (non SBH)	Miscellaneous	2/15/1995	9/25/2050	WO	CCSF - Port Commission	Portion of SBH parking lot and truck turnaround near ballpark	South Beach Harbor	$ -	Y	$ -						$ -						$ -
373	Asset Management & Disposition Costs	Property Dispositions	2/1/2012	6/30/2021		Various	Costs associated with property management and disposition	Asset Mgmt	$ 503,553.00	N	$ 503,553.00				$ 251,776.00		$ 251,776.00				$ 251,777.00		$ 251,777.00
376	Interagency Cooperative Agreement-HPS	Project Management Costs	1/1/2014	6/30/2036	WO: Fire	CCSF/ Fire Department (Phase 2)	City staff reimbursement for work performed on HPS (Phase 2)	HPS-CP	$ 800,000.00	N	$ 50,000.00			$ 50,000.00			$ 50,000.00						$ -
377	HPS Phase 2 DDA-Community Benefits Agreement	Miscellaneous	3/1/2014	6/30/2036		Legacy Foundation	Scholarship Program	HPS-CP	$ 3,000,000.00	N	$ 500,000.00			$ 500,000.00			$ 500,000.00						$ -
378	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2036		TBD	Education Improvement Fund	HPS-CP	$ 9,500,000.00	N	$ 500,000.00			$ 500,000.00			$ 500,000.00						$ -
380	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2036		SE Health Center	Wellness Contribution	HPS-CP	$ 200,000.00	N	$ 200,000.00			$ 200,000.00			$ 200,000.00						$ -
381	HPS Infrastructure Design Review and Permitting Technical Support Contract	Professional Services	1/1/2019	6/30/2036		Hollins Consulting	Technical support and engineering services for vertical and horizontal design review and permitting	HPS-CP	$ 9,600,000.00	N	$ 600,000.00			$ 600,000.00			$ 600,000.00						$ -
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	All Project Areas with Bond/Loan Obligations	$ 22,822,000.00	N	$ 4,497,000.00			$ 493,500.00			$ 493,500.00			$ 4,003,500.00			$ 4,003,500.00
388	Transfer to MOHCD, Excess Tax-exempt bond proceeds from Series 1996B 2000A, 2001A, and 2003B for affordable housing rehabilitation	Miscellaneous	11/3/2015	6/30/2020		City and County of San Francisco	Use of Pre-2011 tax-exempt housing bond proceeds for purposes consistent with indentures	Citywide Housing		Y	$ -						$ -						$ -
389	Tax Allocation Bond Series MBS2014A	Bonds Issued After 12/31/10	3/11/2014	8/1/2043		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 93,584,250.00	N	$ 3,498,250.00						$ -				$ 3,498,250.00		$ 3,498,250.00
391	Design and Construction of Under Ramp Park	Professional Services	1/20/2005	8/4/2036	WO: DPW	CCSF, Department of Public Works	Design and Construction of UnderRamp Park	Transbay	$ 6,185,304.00	N	$ 4,242,603.00			$ 4,242,603.00			$ 4,242,603.00						$ -
394	Mission Bay South Block 3 East affordable Housing Funding	OPA/DDA/Construction	2/16/2016	12/22/2074		MB3E, L.P.	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ -	Y	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
395	HPS Blocks 52/54 Affordable Housing	OPA/DDA/Construction	8/7/2018	12/1/2077		Shipyard 5254, L.P	HPS Blocks 52/54 Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 50,013,000.00	N	$ 50,013,000.00	$ 50,013,000.00					$ 50,013,000.00						$ -
396	Tax Allocation Bond Series 2014B	Bonds Issued After 12/31/10	12/30/2014	8/1/2035		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 30,517,804.00	N	$ 2,657,755.00						$ -				$ 2,657,755.00		$ 2,657,755.00
397	Tax Allocation Bond Series 2014C	Bonds Issued After 12/31/10	12/30/2014	8/1/2029		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 16,496,500.00	N	$ 10,581,750.00						$ -				$ 10,581,750.00		$ 10,581,750.00
398	Other Professional Services - HPSY P2	Project Management Costs	7/1/2018	6/30/2036		Various vendors	Other Professional Services - HPSY P2	HPS-CP	$ 9,600,000.00	N	$ 600,000.00			$ 600,000.00			$ 600,000.00						$ -
399	Tax Allocation Series MBN2016A	Refunding Bonds Issued After 6/27/12	4/21/2016	8/1/2041		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 114,123,750.00	N	$ 5,187,250.00						$ -				$ 5,187,250.00		$ 5,187,250.00
400	Tax Allocation Series MBS2016B	Refunding Bonds Issued After 6/27/12	4/21/2016	8/1/2043		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 69,158,750.00	N	$ 3,193,250.00						$ -				$ 3,193,250.00		$ 3,193,250.00
401	Tax Allocation Series MBS2016C	Refunding Bonds Issued After 6/27/12	4/21/2016	8/1/2041		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 111,167,750.00	N	$ 5,220,500.00						$ -				$ 5,220,500.00		$ 5,220,500.00
402	Tax Allocation Series MBS2016D	Bonds Issued After 12/31/10	9/20/2016	8/1/2043		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 129,462,180.00	N	$ 5,665,000.00						$ -				$ 5,665,000.00		$ 5,665,000.00
403	Candlestick Point Block 10a Affordable Housing	OPA/DDA/Construction	12/6/2016	1/15/2023		Candlestick 10a Associates, L.P.	HPS-CP Block 10a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 56,245,000.00	N	$ 1,613,000.00	$ 1,613,000.00					$ 1,613,000.00						$ -
404	Candlestick Point Block 11a Affordable Housing	OPA/DDA/Construction	2/7/2017	1/15/2023		Candlestick Point 11a, A California Limited Partnership	HPS-CP Block 11a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 64,995,000.00	N	$ 1,173,000.00	$ 1,173,000.00					$ 1,173,000.00						$ -
405	Mission Bay South Block 6 West Affordable Housing Funding	OPA/DDA/Construction	7/18/2017	4/30/2076		Mercy Housing California 78 L.P.	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 31,610,000.00	N	$ -						$ -						$ -
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		US Bank	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	$ -	N	$ -						$ -						$ -
408	Tax Allocation Series 2017A Affordable Housing Bonds	Bonds Issued After 12/31/10	3/29/2017	8/1/2044		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 76,007,573.00	N	$ 19,073,771.00						$ -				$ 19,073,771.00		$ 19,073,771.00
409	Tax Allocation Series 2017B Transbay Bonds	Bonds Issued After 12/31/10	3/29/2017	8/1/2046		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 44,938,750.00	N	$ 992,500.00						$ -				$ 992,500.00		$ 992,500.00
410	Tax Allocation Series 2017C Mission Bay New Money and Refunding Housing Bonds	Bonds Issued After 12/31/10	3/29/2017	8/1/2043		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 50,330,277.00	N	$ 3,154,545.00						$ -				$ 3,154,545.00		$ 3,154,545.00
411	Enforceable Obligation Support	Project Management Costs	7/1/2020	6/30/2021		ADM	Enforceable Obligation Support. Agency costs that fund project support	Various	$ 10,940,185.00	N	$ 10,940,185.00			$ 6,425,652.00			$ 6,425,652.00				$ 4,514,533.00		$ 4,514,533.00
412	Surety Bond Credit Program	OPA/DDA/Construction	7/1/2018	6/30/2036		TBD	Surety Bond and Credit Program	HPS-CP	$ 750,000.00	N	$ 250,000.00			$ 250,000.00			$ 250,000.00						$ -
413	Transbay Block 2 West Affordable Housing Funding	OPA/DDA/Construction	6/30/2020	6/30/2023		TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	$ 27,300,000.00	N	$ 3,520,000.00			$ 3,520,000.00			$ 3,520,000.00						$ -
415	Tax Allocation Series 2017D Housing Refunding Bonds	Bonds Issued After 12/31/10	11/30/2017	8/1/2041		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 110,989,363.00	N	$ 13,898,606.00						$ -				$ 13,898,606.00		$ 13,898,606.00
416	Transbay Block 2 East Affordable Housing Funding	OPA/DDA/Construction	6/30/2020	6/30/2023		TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	$ 59,150,000.00	N	$ 3,520,000.00			$ 3,520,000.00			$ 3,520,000.00						$ -
417	Mission Bay South Block 9 Affordable Housing Funding	OPA/DDA/Construction	2/20/2018	6/30/2077		Mission Bay 9 LP	Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 38,885,000.00	N	$ 38,885,000.00	$ 31,714,000.00		$ 470,000.00	$ 6,701,000.00		$ 38,885,000.00						$ -
419	Mission Bay South Block 9A Affordable Housing Funding	OPA/DDA/Construction	1/21/2020	1/20/2023		TBD	Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 79,200,000.00	N	$ 3,520,000.00	$ 3,520,000.00					$ 3,520,000.00						$ -
420	HPS Block 56 Affordable Housing	OPA/DDA/Construction	2/18/2020	2/17/2023		TBD	HPS Block 56 Affordable Housing Predevelopment and Construction	HPS-CP- Housing	$ 29,200,000.00	N	$ 3,520,000.00	$ 3,520,000.00					$ 3,520,000.00						$ -
421	Tax Allocation Bond Series 2017E	Bonds Issued After 12/31/10	11/30/2017	8/1/2041		US Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	$ 26,664,775.00	N	$ 672,825.00						$ -				$ 672,825.00		$ 672,825.00
422	Professional Services CMG Design - Essex	Professional Services	6/30/2011	6/30/2024		CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	$ -	N	$ -						$ -						$ -
423	Design and Construction Monitoring of Under Ramp Park	Professional Services	6/30/2011	6/30/2024		CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	$ 2,336,527.00	N	$ 2,336,527.00	$ 2,336,527					$ 2,336,527.00						$ -
424	Streetscape and Open Space Improvements - Essex	Streetscape and Open Space Improvements - Essex	1/20/2005	8/4/2036	WO	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		N	$ -						$ -						$ -
425	Memorandum of Understanding (MOU) to Fund Ferry Terminal	Bonds Issued After 12/31/10	11/5/2018	6/30/2021		Port	Bond Portfolio Management	Port	$ 9,643,414.00	N	$ 9,643,414.00	$ 9,643,414.00					$ 9,643,414.00						$ -
427	Bond Cost of Issuance	Fees	7/1/2019	6/30/2021		SFRA, CCSF: Admin, Legal; Fiscal Consultant, Bond Counsel, Financial Advisor	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	$ -	N	$ -						$ -						$ -
428	Mission Bay South Block 12W	OPA/DDA/Construction	7/7/2020	7/7/2023		TBD	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South - Housing	$ 69,200,000.00	N	$ 4,020,000.00	$ 3,763,000.00		$ 257,000.00			$ 4,020,000.00						$ -

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	WO?	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 20-21 Total	20-21A (July-December)					20-21A Total	20-21B (January-June)					20-21B Total
											$ 422,938,133.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
429	Tax Allocation Bond Series 2019A HPSY Housing Bond	Bonds Issued After 12/31/10	8/1/2019	8/1/2039		TBD	Bond Debt Service	All Project Areas with Bond/Loan Obligations		Y	$ -						$ -						$ -
430	Tax Allocation Bond Series 2019B HPSY Infrastucture Bond	Bonds Issued After 12/31/10	8/1/2019	8/1/2039		TBD	Bond Debt Service	All Project Areas with Bond/Loan Obligations		Y	$ -						$ -						$ -
431	Design monitoring and Construction of Transbay Park	Professional Services	9/18/2018	9/18/2021	WO: DPW	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	$ 6,511,400.00	N	$ 6,511,400.00	$ 4,644,874.00		$ 1,229,018.00			$ 5,873,892.00				$ 637,508.00		$ 637,508.00
432	Streetscape Improvement Reimbursements for Folsom Streetscape	OPA/DDA/Construction	6/21/2005	6/21/2035		Various	Developer reimbursement for streetscape improvements as per DDA	Transbay	$ 5,500,000.00	N	$ 5,500,000.00	$ 4,500,000.00			$ 500,000.00		$ 5,000,000.00				$ 500,000.00		$ 500,000.00
									$ 28,984,286,255.00		$ 422,938,133.00	$ 183,101,489.00	$ 6,094,295.00	$ 36,342,288.00	$ 47,265,155.00	$ 4,464,005.00	$ 277,267,232.00	$ -	$ -	$ 6,984,061.00	$ 138,686,840.00	$ -	$ 145,670,901.00

Source	FY 20-21
Bond Proceeds	$ 183,101,489.00
Reserve Balance	$ 6,094,295.00
Other Funds	$ 43,326,349.00
RPTTF Non-Admin	$ 185,951,995.00
RPTTF Admin (ACA)	$ 4,464,005.00
	$ 422,938,133.00

Number	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 19-20 ARC is $5,600. As per the Annual Valuation Report for Classic Miscellaneous Plan, the 19-20 ARC is $1,987,000. Thus, the total amount due is $1,992,600. An additional $2,325,218 is added to pay the California Employee Pre-Funding Trust (CEPPT), which would bring the funding level to 71%.
9	**Retiree Health Insurance Premiums.** Monthly retiree health premiums are $112,396 or $1,338,747 per year, plus $830,420 for OPEB Expenses to pay down future liability, as per the CERBT valuation dated December 9, 2017, for a total of $2,179,167.
12	**Repayment of LMIHF Loan for 2010 SERAF.** The Low and Moderate Income Housing Fund ("LMIHF") loaned the San Francisco Redevelopment Agency $16.483 million to assist with the Supplemental Educational Revenue Augmentation Fund ("ERAF") payment due in 2010 (SFRA Reso 25-2010). Repayment obligation includes interest accrued at applicable Local Agency Investment Fund ("LAIF") rate since March 2010. The Successor Agency paid $1,772,608 in ROPS 19-20. Although the eligible repayment amount for ROPS 20-21 is much higher as per the legislated formula, OCII anticipates paying no more than the 19-20 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 Successor Agency, the San Francisco Community Investment Fund ("SFCIF") and SFCIF SUB-Community Development Enterprise ("CDE") for the purpose 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 for 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, 23, 24, 25, 26 and 354. (Please note Line 48, Line 76, Line 349 and Line 381 are ROPS lines shared between Phase 1 and Phase 2)
22	**HPS Phase 1 DPW Letter Agreement.** This is funded by Developer Reimbursements. This is an ongoing cost that the Successor Agency anticipates until the completion of the Hunters Point/Shipyard project. Both the Phase 1 DDA (under Section 10 Agency Administration) and the Interagency Cooperative Letter Agreement (on page 3 "Fees and Exactions") allow for the 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 12/31/2026., but is subject to change depending on construction delays.
23	**HPS Phase 1 City Attorney/Outside Counsel.** This is funded by Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates until the completion of the Hunters Point/Shipyard project. Both the Phase 1 DDA (under Section 10 Agency Administration) and the Interagency Cooperative Letter Agreement (on page 3 "Fees and Exactions") allow for the 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 12/31/2026, but subject to change depending on construction delays.
24	**HPS Phase 1 Department of Public Health ("DPH").** This is funded by Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates until the completion of the Hunters Point/Shipyard project. Both the Phase 1 DDA (under Section 10 Agency Administration) and the Interagency Cooperative Letter Agreement (on page 3 "Fees and Exactions") allow for the 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 12/31/2026, but subject to change depending on construction delays.
25	**HPS Support for CAC.** This is funded by Developer Reimbursement. This is an ongoing cost which the Successor Agency anticipates will continue until the end of the Hunters Point/Shipyard project. The Interim Lease, (under Exhibit E-1 – Baseline Services) requires a site office/administrative services and maintenance services. The work program is projected to be complete by 6/30/2036, since it will cover both Phase 1 and Phase 2.
26	**HPS Phase 1 Community Benefits Agreement.** This is funded by 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.** This is funded by Developer Reimbursement. This line and the payments listed in ROPS Lines 31-37, 39,41-44, 49, 75, 77-79, 355, 376-378, 380, 398, 412 are related 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. 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 6/30/2036. (Please note Line 48, Line 76, Line 349 and Line 381 are ROPS lines shared between Phase 1 and Phase 2)
31	**HPS Relocation Services.** This is funded by 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." Relocation services will be provided in close proximity to the new Artists' Building is completed.
32	**HPS Legal Services Related to Property Transfers.** This is funded by 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 6/30/2036.
33	**HPS Phase 2 Support Services for Planning.** This is funded by Developer Reimbursements. These are ongoing costs which the Successor Agency anticipates until the completion of the Hunters Point/Shipyard 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 6/30/2036.
41	**HPS Public Finance Counsel Support.** This is funded by Developer Reimbursements. 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.** This is funded by Developer Reimbursements. The Phase 2 DDA Sections 6.1 "Trust Exchange" and 6.2.1 "CP State Park Site" place 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) 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 6/30/2036.
43	**HPS Phase 2 State Lands and State Parks Staff Reimbursement.** This is funded by Developer Reimbursements. The Phase 2 DDA Sections 6.1 "Trust Exchange" and 6.2.1 "CP State Park Site" place 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) 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.** This is funded by Developer Reimbursements. 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 RECEIVED 12/14/12. Required under the Phase 2 DDA Financing Plan, the 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 the master developer for infrastructure. This is an 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, the Tax Allocation Pledge Agreement, and 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.** This is funded by grants from the U.S. Department of Commerce Economic Development Administration for the study and creation of an Arts and Technology District in Hunters Point/Shipyard. 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 line relates to the enforceable obligations under a CALReUSE grant from the State for lead/asbestos (brownfield) abatement. There is no local match required.
75	**HPS Navy Conveyance Agreement.** This is funded by Developer Reimbursements. This line 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 per parcel. 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 6/30/2036.
76	**HPS Property Management.** This is funded by Developer Reimbursements. Site office/administrative services and Maintenance Services are required by the Interim Lease under 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 6/30/2036.
77	**HPS Building 606 Lease to SFPD.** This is funded by City and County San Francisco Police Department rent payments, pursuant to the HPS Conveyance Agreement with U.S. Navy. 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 6/30/2036.
78	**HPS Navy Lease Agreement.** This is funded by lease revenue from the Developer as described in the Interim Lease between the Successor Agency and U.S. Navy. Contract expiration date reflects Successor Agency obligations pursuant to the Navy / Successor Agency Conveyance Agreement through to the transfer of Navy Parcel B.
79	**HPS Environmental and Engineering Consulting Services.** This is funded by Developer Reimbursement, pursuant to the Navy / Successor Agency Conveyance Agreement.
84	**MBN OPA.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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-MB, LLC for infrastructure. In ROPS 20-21, the full tax increment amount has been allocated to early repayment of existing 2002 CFD Bonds. Therefore, there is no reimbursement projected from tax increment. 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.
85	**MBN Payment on CFD#4 Bonds.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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). In 20-21 RPTTF will be used to pay down the CFD #4 Bond. 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. $6.1M of Reserve Funds will be used to pay for a portion of the CFD #4 Bond repayment. The Reserve funds are the funds reported on the cash balances report for 16-17. 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.
86	**MBN Tax Increment Allocation Pledge Agreement.** MBN Tax Increment Allocation Pledge Agreement. FINAL & CONCLUSIVE DETERMINATION RECEIVED 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-MB, LLC 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 84.
87	**MBS OPA.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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-MB, LLC for infrastructure. The Total Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC and will be paid from Tax Increment and from CFD Bond Proceeds.
88	**MBS Tax Increment Allocation Pledge Agreement.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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-MB, LLC 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 tax increment 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 Time & Materials for costs allowed by the OPAs. 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 $825,000 that will be reimbursed through RPTTF.
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 has been fulfilled through a contract between the City's Department of Public Works ("DPW") and Harris & Associates, the cost for which is paid by the Successor Agency.

Number	Notes
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).
101	**Transbay Folsom Design Services.** Ancillary contract in compliance with the Transbay Implementation Agreement (Line 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 2024 and will be paid for using DDR-Approved bond proceeds from the 2017B & 2017E bonds and developer fees. 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 Department of Transportation. Tax increment from the state-owned parcels provided to TJPA is net of AB1290 pass-through and affordable housing requirements, per the Cooperative Agreement.
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. 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. The current outstanding obligation amount is $102,100,000 and is spread between this line (105) and other ancillary contracts to the implementation agreement, captured by Lines 101, 107, 109, 115, 391, 423, 431 and 432.
107	**Transbay Streetscape improvements.** Ancillary contract with San Francisco Department of Public Works in compliance with the Transbay Implementation Agreement (Line 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."
109	**Transbay City Attorney or Outside Counsel Review.** This line is for review of documents related to Transbay obligations, in compliance with the Transbay Implementation Agreement (Line 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 on-going 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.** This line is 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 would include items that can be reimbursed by developers. Items that cannot be reimbursed must be covered by RPTTF, including economic forecasting, infrastructure planning, management, and construction.
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 $7,757,235 is bond proceeds and other funds reserved for future tenant improvements.
161	**Alice Griffith Agency Funding Obligation.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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 six phases. Of the six phases, Phases 1-4 are complete. ROPS 14-15 authorized gap funds for Phases 3A and 3B. 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 included $7.0 million for predevelopment expenses for Phases 5 and 6 ($3.5 million each). This $7.0 million predevelopment funding was again included in ROPS 18-19 as predevelopment funding is not subject to AB 471. However, Phases 5 and 6 are now delayed and not included in ROPS 20-21 due to master developer delay in constructing necessary infrastructure for the project. ROPS 19-20 included $1.0 million in bond proceeds for Alice Griffith Phase 4 in the event that OCII's subsidy needed to increase as a result of lower than expected HUD subsidy on 19 of the 31 units. This increase was not needed and is now reduced to $0 in ROPS 20-21.
177	**Hunters View Phase II-III Loan Agreement.** Approved by the SFRA Commission on 4/19/11. Loan for construction of HV Phases II & III of new affordable housing as part of revitalization of Hunters View public housing project. $21.7 million was committed for HV Phase II through a loan agreement in ROPS 13-14b period, and all $21.7 million disbursed for construction expenses. The project completed construction in ROPS 18-19, and permanent financing conversion will complete upon receipt of TCAC form 8609 later in ROPS 18-19. $5.9 million in excess proceeds are expected to be returned to OCII as a result of cost savings and higher than expected equity pay-in at permanent conversion. Pursuant to Section 34176 (g) of the Health and Safety Code, which authorizes the housing successor to request the use of these proceeds for affordable housing, San Francisco's Mayor's Office of Housing and Community Development (MOHCD, the housing successor) has requested these excess proceeds from OCII. $5.9 million in ROPS 19-20 will be transferred to the housing successor for affordable housing development, and the housing obligation for HV Phase II-III will be satisfied. This completed housing asset is being transferred in ROPS 19-20 to MOHCD. RETIRED IN ROPS 20-21.
218	**HPS Phase 1 Affordable Housing Obligation.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 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. This is an 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 RECEIVED 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. The total outstanding debt in the Statement of Indebtedness ("SOI"), dated 9/30/11, is estimated to be $1,074,632,964 from HPS Housing Obligation (page 57 of the SOI), less the $65.4 million estimated for the 218 units per the Phase 1 DDA, and an unspecified portion from BVHP Housing Obligation (page 52 of the SOI) over life of project. Binding agreements per § 34171 (d) (1)(E)); 7 (amts owing to LMIHF, §34171 (d) (1)(G). OCII is not requesting the pledge of property tax in ROPS 20-21 as the program is fully funded.
220	**Mission Bay North Affordable Housing Obligation.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This line reflects the 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 is 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 $320 million, less the amounts included in that number for the housing debt service obligations included on separate ROPS lines: Series 2006A, 2007A, 2009A, 2009E, and 2011E. OCII is not requesting the pledge of property tax in ROPS 20-21 as the program is fully funded.
226	**Mission Bay South Affordable Housing Obligation.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This line reflects 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 $436 million, less the amounts included in that number for housing debt service obligations included on separate ROPS lines: Series 2009A, 2009E, and 2011E; less reported expenditures from this line on ROPS I, II, III, 13-14A and 13-14B; and less outstanding obligations for individual MBS housing projects that have their own separate ROPS lines (394 for MBS Parcel 3E, 405 for MBS Parcel 6W, 417 for MBS Parcel 9, 419 for MBS Parcel 9a, and 428 for MBS Parcel 12W). OCII is not requesting the pledge of property tax in ROPS 20-21 as the program is fully funded.
237	**Transbay Affordable Housing Obligation.** FINAL & CONCLUSIVE DETERMINATION RECEIVED 4/15/13. Requirement of the Implementation Agreement (Line 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 (page 47 of the SOI) 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), 406 (Blk 4), 413 (Blk 2 West), and 416 (Blk 2 East) and various debt service lines. Total outstanding obligation lowered by amounts placed on separate ROPS Lines 363, 374 and 291. OCII is not requesting the pledge of property tax in ROPS 20-21 as the program is fully funded.
250	**Retired in ROPS 20-21.**
251	**Retired in ROPS 20-21.**
252	**Retired in ROPS 20-21.**
257	**Retired in ROPS 20-21.**
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.
345	**Bond Management Administration Costs**. The RPTTF 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.
348	**Retired in ROPS 20-21.**
349	**Project Related Employee Reimbursable.** Employee reimbursements for project related travel and other project expenses.
354	**HPS Phase 1 City Planning Staff Costs.** This is funded by 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 by12/31/2026 but is subject to change based on construction delays.
355	**HPS Phase 2 CP SF Public Utilities Commission Staff Costs.** This is funded by 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 6/30/2036.
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 Successor 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 $1.8 million to $7.0 million, 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	**Retired in ROPS 20-21.**
370	**Retired in ROPS 20-21.**
371	**Retired in ROPS 20-21.**
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.
376	**HPS Phase 2 Support services.** This is funded by Developer Reimbursements. These are on-going 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 6/30/2036.
377	**HPS Phase 2 Community Benefits Agreement Scholarship Program.** This is funded by Developer Payments. 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. OCII has received $500,000 to date (as reflected in ROPS 19-20). See Section 1.1 of the Community Benefits Plan for Scholarship Program.
378	**HPS Phase 2 CP Community Benefits Agreement Education Improvement Fund.** This is funded by Developer Payments. Pursuant to the Phase 2 Community Benefit Plan, Exhibit G to the Phase 2 DDA, this is for education enhancement within Bayview Hunters Point. This is an ancillary contract in compliance with Line 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. To date, the developer has contributed $500,000 for this fund.
380	**HPS Phase 2 CP Community Benefits Agreement Wellness Contribution.** This is funded by Developer Payments, 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. Previously, the Developer has paid a total of $350,000 in accordance with Section 2.1 and 2.2 of the Community Benefits Agreement. Per Section 2.1(i) of the Community Benefits Plan the developer is expected to pay another $200,000 when the Southeast Health Center Expansion Plan is approved.
381	**HPS Design Review and Permitting Technical Support.** This is funded by Developer Reimbursements. This is an ongoing cost which the Agency anticipates until the completion of the HPS Phase 1 and Phase 2. 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 reflects the need for these types of services until the both phases of the infrastructure is closed out by 6/30/2036.
382	**2011 Hotel Occupancy Tax Refunding Bonds Debt Service**. As city pays debt service, funds are included in Other.

Number	Notes
388	**Retiring in ROPS 20-21.**
389	**Tax Allocation Bond Series MBS2014A.**
391	**Transbay Under Ramp 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 (Line 105). $4.2 million is for project management costs during this period and will be paid from Park fees.
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 assumed funds from the Affordable Housing and Sustainable Communities Program (AHSC) and the Veterans Housing and Homelessness Prevention Program (VHHP), which totaled $12.4 million. In ROPS 17-18, OCII requested construction funding of $39.1M, which assumed neither AHSC or VHHP was successful. The project was awarded $5 million VHHP but not AHSC. Note that the final loan amount provided by OCII includes 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). Construction complete in ROPS 19-20. RETIRED IN ROPS 20-21.
395	**HPS Affordable Housing Blocks 52/54**. This line is per final and conclusive determination for HPS housing obligation in umbrella line 218. $2.5M in ROPS 14-15B for predevelopment was 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. Predevelopment funding in ROPS 19-20 will continue spending into ROPS 20-21. The source of the $4.0M in funding is bond proceeds. The ROPS 19-20 included OCII's construction funding. ROPS 20-21 rolls over the ROPS 19-20 amount as the construction funding approval may fall in ROPS 20-21 based on current the funding schedule, and increases it by approximately $3.4 million due to increased construction costs.
398	**HPS Phase 2 CP Other Professional Services.** This is funded by Developer Reimbursements. 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 bond.
403	**HPS Phase 2 CP Block 10a Affordable Housing.** This line is 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 20-21. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed until ROPS 21-22 at the earliest.
404	**HPS Phase 2 CP Block 11a Affordable Housing.** This line is 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 20-21. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed until ROPS 21-22 at the earliest.
405	**MBS Block 6W Construction.** This line is for 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. ROPS 16-17 included a predevelopment loan for this project funded by existing bond funds and RPTTF. Amended ROPS 18-19 included gap construction funding from bond proceeds and $7.0 million existing RPTTF pursuant to AB 471. Construction is expected to be completed in ROPS 20-21.
406	**Transbay Block 4 Affordable Housing.** Ancillary contract in compliance with the Transbay Implementation Agreement (Line 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 19-20.
407	**Refunding Bonds Reserve Payments**. Refunding bonds requires use of reserve fund to defease bonds.
408	**Tax Allocation Series 2017A.** Affordable housing money bond.
409	**Tax Allocation Series 2017B.** Transbay Infrastructure money bond.
410	**Tax Allocation Series 2017C.** Mission Bay 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.** See Section 5.2(b) of the Phase 2 Community Benefits Agreement. 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. The total commitment is $1,000,000 of which $250,000 has been paid to date by the Developer.
413	**Transbay Block 2 West Affordable Housing.** Ancillary contract in compliance with the Transbay Implementation Agreement (Line 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. Rolled to 20-21 ROPS as a result of delay in issuance of Request for Proposals because of the unexpected continued need to use the site by the temporary Salesforce Transbay Terminal. Increased predevelopment amount by $20,000 in ROPS 20-21 in order to pay for mapping consultant ahead of developer selection.
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 (Line 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. Rolled to 20-21 ROPS as a result of delay in issuance of Request for Proposals because of the unexpected continued need to use the site by the temporary Salesforce Transbay Terminal. Increased predevelopment amount by $20,000 in ROPS 20-21 in order to pay for mapping consultant ahead of developer selection.
417	**MBS Block 9 Affordable Housing.** This line is for 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. ROPS 17-18 included $3.5 million in predevelopment funds from SB 107 bonds; amended ROPS 17-18 increased that amount to $5 million to accommodate increased predevelopment funding due to proposed use of modular construction. ROPS 19-20 included gap construction funding pursuant to AB 471. ROPS 20-21 rolls over the ROPS 19-20 gap funding amount as the construction funding approval may fall in ROPS 20-21 should recent regulation changes to proposed state funding sources push out the current project funding schedule.
419	**MBS Block 9A Affordable.** Housing 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. $3.5 million in predevelopment funding authority from ROPS 19-20 will roll to ROPS 20-21 to fund multi-year predevelopment activities. This affordable homeownership project will require a higher per unit subsidy for
420	**HPS Affordable Housing Block 56.** Per final and conclusive determination for HPS housing obligation in umbrella line 218. $3.5M in predevelopment funds committed in ROPS 18-19 and will continue to be spent in ROPS 20-21.
421	**Tax Allocation Bond Series 2017E.** Tax-exempt refunding bond.
422	**Transbay Essex Design Services.** Ancillary contract in compliance with the Transbay Implementation Agreement (Line 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.
423	**Transbay Under Ramp Design Services.** Ancillary contract in compliance with the Transbay Implementation Agreement (Line 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 2024, and will be paid for using DDR-Approved bond proceeds from the 2017B Bonds. In ROPS 19-20, $2.2M was requested for Under Ramp Park, and in ROPS 20-21 $2,336,527 is requested for Under Ramp Park. The payees include CMG Landscape Architecture and all design consultants.
424	**Transbay Essex Streetscape Improvements.** This is an ancillary contract in compliance with the Transbay Implementation Agreement (Line 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.
425	**Excess Bond Proceed 2007B Cash Reserve.** Cash reserve from 2007B will be spend according to DOF requirements for Excess Bond Proceeds through execution of MOU with Port of San Francisco.
427	**Bond Cost of Issuance.** These charges reflect the bond issuance, which is funded by bond proceeds from the issued bonds.
428	**Mission Bay South Block 12W Affordable Housing.** This is for predevelopment funding for an 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 will begin in the ROPS 20-21 which will be funded by $3.5 million in Mission Bay tax increment.
429	**Retiring in ROPS 20-21.**
430	**Retiring in ROPS 20-21.**
431	**Design monitoring and Construction of Transbay Park.** 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 (Line 105). $6.5 million is for project management costs during this period and will be paid from Bond proceeds, Park Fees and RPTTF.
432	**Streetscape Improvement Reimbursements for Folsom Streetscape.** Ancillary payments made to developers in compliance with Transbay Folsom Design Services (line 101) for reimbursement of cost to build public right away as per negotiated agreement.

DRAFT San Francisco City and County Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances

Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see Cash Balance Tips Sheet.

A	B	C	D	E	F	G	H
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 17-18 Cash Balances (07/01/17- 06/30/18)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments
1	**Beginning Available Cash Balance (Actual 07/01/17)** RPTTF amount should exclude "A" period distribution amount	75,068,664	247,471,710	28,471,889	118,663,058		
2	**Revenue/Income (Actual 06/30/18)** RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller	196,365	623,242	0	76,902,605	168,785,840	Total RPTTF Received from CCSF
3	**Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)** **B7:B10B8:B10**	15,575,990	18,351,482	11,180,865	83,652,612	167,642,932	Total RPTTF Expendiure reported on PPA
4	**Retention of Available Cash Balance (Actual 06/30/18)** RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	34,817,129	23,655,429	11,211,773	9,317,751		
5	**ROPS 17-18 RPTTF Prior Period Adjustment** RPTTF amount should tie to the Agency's **ROPS 17-18** PPA form submitted to the CAC	No entry required				1,142,907	
6	**Ending Actual Available Cash Balance (06/30/18)** **C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)**	**$ 24,871,911**	**$ 206,088,041**	**$ 6,079,251**	**$ 102,595,300**	**$ 0**	

Exhibit A-4

Requested Funding for Obligations		20-21A Total	20-21B Total	ROPS Total
A	Obligations Funded as Follows (B+C+D)	225,538,072	6,984,061	232,522,133
B	Bond Proceeds	183,101,489	0	183,101,489
C	Reserve Balance	6,094,295	0	6,094,295
D	Other Funds	36,342,288	6,984,061	43,326,349
E	Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	51,729,160	138,686,839	190,415,999
F	RPTTF	47,265,155	138,686,839	185,951,994
G	Administrative RPTTF	4,464,005	0	4,464,005
H	Current Period Obligations (A+E)	277,267,232	145670900	422,938,132

107-0022020-002

Agenda Item **No. 5(A)**
Meeting of January 13, 2020

INFORMATIONAL MEMORANDUM

TO: Oversight Board

FROM: Nadia Sesay, Executive Director

SUBJECT: Workshop on the Recognized Obligation Payment Schedule for July 1, 2020 to June 30, 2021 (ROPS 20-21)

EXECUTIVE SUMMARY

Redevelopment Dissolution Law required Successor Agencies to create a Recognized Obligation Payment Schedule ("ROPS") to set forth the revenue sources and payment amounts for 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, is seeking approval for the ROPS 20-21, which covers July 1, 2020 through June 30, 2021.

The total requested ROPS 20-21 is $422.2 million, which includes $184.9 million in Bond Proceeds, $6.1 million in Reserve Funds, $41.5 million in Other Funds, $185.3 million in Redevelopment Property Tax Trust Fund ("RPTTF") Non-Admin, and $4.5 million in RPTTF Admin. OCII will expend the majority of these funds on affordable housing loans and its debt program.

In ROPS 20-21, OCII will expend $189.8 million in RPTTF Non-Admin and RPTTF Admin, which is a decrease of $14.3 million or a 7.0% decrease from the amended ROPS 19-20 request of $204.1 million. The primary factor driving this decrease is the reduction in the Pledged RPTTF Non-Admin for affordable housing.

Staff will incorporate Oversight Board input into the draft ROPS and will present the final version to the Oversight Board for its approval on January 27, 2020. Pending Oversight Board Approval, staff will submit the ROPS to DOF on or before February 1, 2020.

DISCUSSION

Definition of Enforceable Obligations

The ROPS sets forth the payments required to be made under “enforceable obligations,” which Dissolution Law (Cal. Health & Safety Code § 64710 et seq.) defines as 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 “amounts borrowed from or payments owing to the Low and Moderate Income Housing Fund of a redevelopment agency,” as well as certain other obligations.

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, Dissolution Law expressly requires Successor Agencies honor pledges of increment associated with enforceable obligations of former redevelopment agencies. Dissolution 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 (“HPS/CP”) Project (approved December 2012);
- Transbay Project (approved April 2013); and
- Mission Bay Project (approved January 2014).

In December 2015, DOF also approved OCII’s Long Range Property Management Plan, which governs disposition and use of the Former San Francisco Redevelopment Agency’s real property and interests in real property.

Successor Agencies may only expend funds related to the completion of approved enforceable obligations. To ensure that Successor Agencies comply with this restriction, DOF requires Successor Agencies submit ROPS for DOF approval. Successor Agencies prepare the ROPS for a twelve-month fiscal period that begins July 1 and ends June 30. Successor Agencies are required to obtain Oversight Board approval of the ROPS and to submit the approved ROPS to the DOF and the County Auditor Controller on or before February 1 of each year. SB107 authorizes the Oversight Board to amend the ROPS one time per twelve-month period.

ROPS Funding Sources

Dissolution Law requires that OCII categorize the payment source for each expenditure into one of five sources defined by DOF. The payments sources are:

- **Bond Proceeds** Bond proceeds from bonds issued or to be issued
- **Reserve Funds** Property tax increment approved to be retained by DOF at Dissolution, or prior year property tax increment for current year use
- **Other Funds** Funds that are not bond proceeds, reserve amounts, RPTTF Non-Admin, or RPTTF Admin
- **RPTTF Non-Admin** Property tax increment requested to fund enforceable obligations
- **RPTTF Admin** Property tax increment requested to fund administrative costs

There are two kinds of RPTTF Non-Admin: 1) RPTTF Non-Admin and 2) Pledged RPTTF Non-Admin. RPTTF Non-Admin is property tax increment requested to fund enforceable obligations. Pledged RPTTF Non-Admin is property tax pledged by development agreements to fund project costs. OCII receives the total amount of pledged RPTTF Non-Admin generated each year, less required distributions to government entities, such as the school district, that are legally entitled to a share of the property tax.

RPTTF Admin is property tax increment requested to fund administrative costs. As per Dissolution Law, RPTTF Admin is restricted by formula to the amount of the prior ROPS period RPTTF Non-Admin distribution less the prior ROPS RPTTF Admin distribution less Prior Period Adjustment Savings. Prior Period Adjustment Savings is requested but unexpended RPTTF Non-Admin funds from the fiscal period two years prior.

Summary ROPS 20-21

The total projected ROPS 20-21 expenditure is $422.2 million. The largest funding sources will be Bond Proceeds and RPTTF Non-Admin. This distribution is consistent with prior ROPS and is consistent with OCII's financial structure. OCII typically funds large expenditures like affordable housing loans and project infrastructure reimbursements with bond proceeds and funds its debt service with RPTTF Non-Admin.

ROPS 20-21 Sources

Sources	Proposed Amount ($M)
Bond Proceeds	$184.9
Reserve Funds	$6.1
Other Funds	$41.5
RPTTF Non-Admin	$185.3
RPTTF Admin	$4.5
Total Sources	**$422.2**

In ROPS 20-21, OCII's largest expenditure areas are affordable housing and costs related to payment of debt service on the bonds. OCII issues bonds to fund affordable housing loans and to fund project infrastructure reimbursements, and the bonds are repaid from property tax revenues.

ROPS 20-21 Uses

Uses	Proposed Amount ($M)
Affordable Housing	$109.8
Mission Bay	$100.1
Transbay	$52.4
HPS/CP	$17.2
Asset Management	$7.8
Debt	$111.9
Operations	$23.2
Total	**$422.2**

For further detail, see attachments. Attachment A-1 ROPS 20-21 – Detail Worksheet shows the projected revenue sources and payment amounts for July 1, 2020 to June 30, 2021. Attachment A-2 ROPS 20-21 – Notes Worksheet justifies the payment amounts and provides greater detail where required.

Affordable Housing

In ROPS 20-21, OCII anticipates expending $109.8 million to support affordable housing development required by OCII's Retained Housing Obligation. The expenditures are on predevelopment and gap loans that fund design and construction of affordable housing.

Consistent with OCII's financial structure, OCII will fund the majority of expenditure with bond proceeds and RPTTF Non-Admin. Bond proceeds fund primarily predevelopment and gap loans. Pledged RPTTF Non-Admin funds will fund a smaller portion of the loans, followed by other funds, which are mostly comprised of developer fees.

ROPS 20-21 Affordable Housing Expenditure

Sources ($M) Uses	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Gap Loan	$81.7	-	$0.5	$6.7	-	$88.9
Predevelopment Loan	$9.8	-	$7.3	$3.8	-	$20.9
Total	**$91.6**	**-**	**$7.8**	**$10.5**	**-**	**$109.8**

OCII's development agreements require the agency to produce over 7,670 affordable housing units, approximately 4,771 of which must be funded by OCII. This obligation is known as the Production Obligation. In ROPS 20-21, OCII will provide funding for approximately 1,218 units, which is about 25.5% percent of the total number of units it is obligated to fund. The majority of expenditure will occur in HPS/CP, followed by Mission Bay, then Transbay. The table below details expenditure by project area.

ROPS 20-21 Expenditure by Project Area

Project	Type	Amount ($M)	Number of Units
HPS Block 52/54	Predevelopment Loan and Gap Loan	$50.0	112 units
HPS Block 56	Predevelopment Loan	$3.5	70 units
CP Block 11a	Predevelopment Loan	$1.2	176 units
CP Block 10a	Predevelopment Loan	$1.6	156 units
HPS/CP Subtotal		**$56.3**	**514 units**
MBS 9	Gap Loan	$38.9	141 units
MBS 9a	Predevelopment Loan	$3.5	140 units
MBS 12 West	Predevelopment Loan	$4.0	173 units
Mission Bay Subtotal		**$46.4**	**454 units**
Transbay Block 2 West	Predevelopment Loan	$3.5	80 units
Transbay Block 2 East	Predevelopment Loan	$3.5	170 units
Transbay Subtotal		**$7.0**	**250 units**
Total		**$109.7**	**1,218 units**

Mission Bay Project Area

The Mission Bay project area was established in 1998 and is comprised of two redevelopment project areas: Mission Bay North and Mission Bay South. At completion, the Mission Bay project area will be a vibrant transit-oriented and mixed-use community consisting of 6,404 residential units (29 percent of which will be affordable), 4 million square feet of office and biotechnology space, 419,000 square feet of retail uses, a new University of California San Francisco ("UCSF") research campus and medical center, 18,000-seat event center, 250-room hotel, library, school, police headquarters, and a local police and fire department. The project area will contain 49 acres of open space, approximately 41 of which will be owned by OCII/City and approximately eight of which will be owned by UCSF. Completion of the Mission Bay project area will result in construction of more than $700.0 million of new infrastructure, development of over $8.0 billion in private vertical development, and creation of 31,000 permanent jobs.

In ROPS 20-21, OCII anticipates expending $100.1 million to continue its work in the Mission Bay project area. The largest expenditure is on infrastructure, specifically developer infrastructure reimbursements. The large expenditure on infrastructure reimbursements reflects Mission Bay's maturity as a project area. The project area generates sufficient property tax increment to support bond issuances and OCII's development partner has constructed sufficient infrastructure to require large infrastructure reimbursements. The smallest expenditures are related to professional services and the art program. Professional services expenditures largely fund third party review of infrastructure reimbursement requests. The art program reflects expenditure of developer fees received to fund art installation in Mission Bay public open spaces, per San Francisco Planning Code.

ROPS 20-21 Mission Bay Expenditure

Sources ($M) Uses	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Infrastructure	$45.4	-	-	$33.2	-	$78.6
Other Debt	$6.1	$6.1	-	$7.3	-	$19.5
Professional Services	-	-	-	$0.9	-	$0.9
Art Program	-	-	$1.1			$1.1
Total	**$51.5**	**$6.1**	**$1.1**	**$41.3**	**-**	**$100.1**

In ROPS 20-21, OCII staff will continue to facilitate completion of infrastructure including parks, a pump station, and streets; manage existing parks and open space; and collaborate with the developer and City staff to complete Bayfront Park. Staff will also prepare an amendment to the Redevelopment Plan, Owner Participation Agreement, and Design for Development to increase entitlements for housing.

OCII will fund the majority of Mission Bay expenditure with bond proceeds and Pledged RPTTF Non-Admin, which funds infrastructure and professional services. OCII will use other funds, to fund the art program.

Transbay

The Transbay project area was established in 2005. At completion, the Transbay project area will contain more than 3,200 new housing units, including approximately 1,400 affordable units, approximately 2.4 million square feet of new commercial space, and approximately 4 acres of new public open space. In addition, the new Salesforce Transit Center ("STC") includes a 5.4-acre rooftop park. The development program embodies a balanced approach to density with office and residential towers spaced apart to protect views and sunlight, and with retail and townhouses to maintain visual interest and activate the ground floor level of the development blocks. The program includes significant widening and improvement of sidewalks, converting Folsom Street to two-way traffic, and reconfiguring an Interstate 80 off-ramp, all with the goal of creating a safe and attractive pedestrian environment.

In ROPS 20-21, OCII anticipates expending $52.4 million to continue its work in the Transbay project area. The largest expenditure will be on infrastructure, specifically completing construction of the Folsom streetscape improvements, preparing the now-closed Transbay Temporary Terminal site for future development (two mixed-use residential developments and Transbay Park), designing Under Ramp and Transbay parks, and designing two new street extensions and the adjacent sidewalk streetscapes bordering Transbay Park. The second largest expenditure will be the Transbay Joint Powers Authority ("TJPA") Pledge. The TJPA Pledge is codified by the Tax Increment and Sales Proceeds Pledge Agreement, which irrevocably commits net tax increment and sales proceeds from formerly State-owned parcels to the STC. Consistent with this agreement, in ROPS 20-21 OCII will transfer Pledged RPTTF Non-Admin to the TJPA to fund the STC. The smallest expenditure will be on professional services, which consist of design, real estate consulting, and other miscellaneous professional services.

20-21 Transbay Expenditure

Sources ($M) Uses	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Infrastructure	$20.5	-	$5.5	$1.6	-	$27.6
Professional Services		-	$0.4	$0.3	-	$0.7
TJPA Pledge	-	-	-	$24.1	-	$24.1
Total	**$20.5**	**-**	**$5.9**	**$26.0**	**-**	**$52.4**

In ROPS 20-21, OCII staff will review and process a Redevelopment Plan Amendment, a Development and Disposition Agreement, Schematic Designs, a Design Guidelines amendment, and development documentation for Transbay Block 4. Staff will also process the Schematic Design and Design Development plans for Transbay Block 2, an OCII-funded affordable housing development. Finally, OCII will monitor construction of Blocks 1, 8, and 9 through their respective completions and oversee environmental and legal services related to block development.

OCII will fund the majority of Transbay expenditure with bond proceeds, which fund infrastructure, and Pledged RPTTF Non-Admin, which will fund infrastructure or be transferred to the TJPA. OCII will utilize other funds, which are developer fees, to fund infrastructure and professional services.

Hunters Point Shipyard/Candlestick Point

The Hunters Point Shipyard ("Shipyard") and Candlestick Point (together "HPS/CP") are composed of approximately 780 acres along the southeastern waterfront of San Francisco. The Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan provide for the integrated planning and development of the Shipyard and the Candlestick Point portion of the Bayview Hunters Point Redevelopment Project Area. The San Francisco Board of Supervisors originally adopted the Shipyard Redevelopment Plan in 1997, and the Shipyard Phase 1 Project approvals followed in the early 2000s. The Bayview Hunters Point Redevelopment Plan was adopted in 2000, and Candlestick/Shipyard Phase 2 Project approvals followed through Redevelopment Plan Amendments in 2010 and 2018. In connection with the Shipyard, the U.S. Department of the Navy ("Navy") performs environmental remediation and transfers property to OCII for subsequent development. Candlestick Point is subject to state and local land transfer agreements that allow for the re-use of the stadium site and adjacent underutilized parklands.

Throughout construction, HPS/CP will generate hundreds of new construction jobs each year and an additional $86.0 million in other community benefits including investment in homeowner assistance, workforce development and job training, scholarship and educational improvement, community builders, and construction of the South East Health Center. At completion, HPS/CP will generate more than 12,000 permanent jobs.

In ROPS 20-21, OCII anticipates expending $17.2 million to continue its work in the HPS/CP project area. The largest expenditure is on professional services such as design, infrastructure plan review, construction management, and legal support for land transactions for HPS/CP development. OCII will also expend funds on infrastructure, specifically to stabilize and rehabilitate Building #101, and will retain funds on hand to fund community benefits such as scholarship and educational improvement and homeownership assistant grants. The smallest expenditures are for lease payments to the Navy for Building #606.

ROPS 20-21 Hunters Point Shipyard/Candlestick Expenditure

Sources ($M) Uses	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Infrastructure	-	-	$9.9	$1.4	-	$11.3
Professional Services	-	-	$3.0	-	-	$3.0
Community Benefits	-	-	$2.4	-	-	$2.4
Lease Payments to Navy	-	-	$0.4	-	-	$0.4
Total	-	-	**$15.8**	**$1.4**	-	**$17.2**

In ROPS 20-21, OCII staff will collaborate with the developer to complete seven public parks in HPS Phase 1, finalize designs for two development blocks in HPS Phase 1, redesign the Candlestick Center site and supporting infrastructure, implement the HPS/CP DDAs' Community Benefits Agreements, and monitor the Navy's retesting and clean-up of HPS Phase 2 parcels.

OCII will fund the majority of HPS/CP expenditure with other funds, which are developer fees and funds from a federal grant to stabilize and rehabilitate Building #101. In addition, OCII will expend RPTTF Non-Admin to meet the matching requirement of the federal grant and fund developer reimbursements.

Asset Management

OCII anticipates expending $7.8 million in bond proceeds, pursuant to a grant agreement with the Mexican Museum to fund tenant improvements on the planned Mexican Museum located in the 706 Mission Street project in the Yerba Buena Center former project area.

In ROPS 20-21, OCII staff will manage on-going development obligations outside of the three major project areas and will implement the Long-Range Property Management Plan, which is the plan for disposition of all OCII's real property assets and was approved by DOF in December 2015.

Debt

In ROPS 20-21, OCII anticipates expending $111.9 million on its debt program. The current outstanding principal balance on OCII's bonds is $823,482,466. The largest expenditure will be for debt service on existing tax allocation bonds ("TAB"), which are bonds secured by property tax revenues and are OCII's primary debt instrument. The second largest expenditure will be reimbursing the Port for expenditure related to the Ferry Landing Terminal pursuant to a grant agreement approved by the Oversight Board in September 2018. The smallest expenditure will be for debt service on other debt instruments such as hotel tax bonds and the low and moderate income housing fund loan from the City.

ROPS 20-21 Debt Service

Sources ($M) Uses	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Debt Service - Existing TAB Bonds	-	-	-	$96.0	-	$96.0
Other Debt	-	-	$4.5	$1.8	-	$6.3
Other: Ferry Landing Terminal	$9.6	-	-		-	$9.0
Total	**$9.6**	**-**	**$4.5**	**$97.7**	**-**	**$111.9**

Operating Costs

In ROPS 20-21, OCII will expend $23.2 million to fund its operational costs. Specifically, OCII expects to expend $10.2 million on salaries and benefits, which reflects labor costs for 54 full-time equivalent ("FTE") staff. OCII will expend the remaining $6.4 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. In addition to staffing and non-labor expenses, OCII will expend $6.5 million in RPTTF Non-Admin on its retirement obligations, including accrued pension liability, health benefits for current retirees, and accrued retiree health liability.

ROPS 20-210 Operating Costs

Operations	Amount ($M)	% of Total
Sources		
Bond Proceeds	$0.2	0.9%
Other Funds	-	-
Reserve Funds	$6.4	27.6%
RPTTF Non-Admin	$12.1	52.2%
RPTTF Admin	$4.5	19.4%
Total	**$23.2**	**100.0%**
Uses		
Salaries and Benefits	$10.2	44.1%
Non-Labor	$6.4	27.8%
Retirement Obligations	$6.5	28.1%
Total	**$23.2**	**100.0%**

OCII will fund the majority of its operating costs with RPTTF Non-Admin and other funds, which are developer fees. RPTTF Admin will fund administrative costs that are not directly related to enforceable obligations. Bond Proceeds will fund staff time required to issue bonds.

<u>RPTTF Request</u>

In ROPS 20-21, OCII will expend $189.8 million in RPTTF Non-Admin and RPTTF Admin, which is a decrease of $14.3 million or a 7.0% decrease from the amended ROPS 19-20 request of $204.1 million. The primary factor driving this decrease is the reduction in Pledged RPTTF Non-Admin for affordable housing.

ROPS 19-20 RPTTF vs. ROPS 20-21 RPTTF

Uses	ROPS 19-20 Amount ($M)	ROPS 20-21 Proposed ($M)	Difference ($M)	Percent Change	Explanation
Affordable Housing	$20.8	$6.7	($14.1)	-67.8%	Decrease due to reduction in Pledged RPTTF Non-Admin
Mission Bay	$42.3	$41.3	($1.0)	-2.3%	Decrease due to reduction in Pledged RPTTF Non-Admin pay-go, net of debt service and staffing costs
Transbay	$25.2	$26.0	$0.8	3.2%	Increase due to growth in Pledged RPTTF Non-Admin
HPS/CP	$1.4	$1.4	$0.0	3.6%	Slight increase due to growth in Pledged RPTTF Non-Admin
Asset Management	-	$0.0	$0.0	-	
Debt	$103.6	$97.7	($5.9)	-5.7%	Decrease due to debt service schedule
Operations	$10.7	$16.6	$5.8	54.2%	Increase due to increase in AGAD by formula, retiree health and pension costs, and COLA
Total	**$204.1**	**$189.8**	**($14.3)**	**-7.0%**	

Changes in ROPS Lines

OCII retires or adds lines to the ROPS to reflect completed or new enforceable obligations.

Retired Lines

In ROPS 20-21, OCII will retire 17 lines due to asset transfers and completion of affordable housing projects.

- Line 108- retiring due to completion of artwork in streetscape and open space improvements in Transbay
- Line 133- retiring 1450 Franklin Owner Participation Agreement as the obligations under the OPA with the developer have been completed
- Line 177- retiring Hunters View Phase II-III Loan due to transfer of asset to MOHCD in ROPS 19-20
- Lines 250, 251, 252, 255, 257, 348, 369, 370, 371 – retiring due to transfer of South Beach Harbor to Port in ROPS 18-19
- Line 270 – retiring due to maturation of TAB Series 2003B
- Line 388 – retiring due to completion of Memorandum of Understanding with MOHCD

- Line 394 – retiring MBS 3E due to completion of affordable housing project
- Lines 429 and 430- retiring due to change in bond issuance timeline for HPS/CP

In general, retiring lines signifies that OCII has completed the enforceable obligation and is winding down, as required by Dissolution Law.

New Lines

In ROPS 20-21, OCII will add no new lines.

NEXT STEPS

Staff will incorporate Oversight Board input into the draft ROPS and will present the final version to Oversight Board for its approval on January 27, 2020. Pending Oversight Board Approval, staff will submit the ROPS to the DOF on or before February 1, 2020. 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 20-21, 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 2020 property tax distribution. Staff will update the Oversight Board on the final actions of the ROPS process. During ROPS 20-21, OCII may request one amendment to ROPS 20-21. OCII must make the request before October 1, 2020 and must be for payments made in the B period.

(Originated by Mina Yu, Financial Reporting and Management Analyst)

Nadia Sesay
Executive Director

Attachment A-1	ROPS 20-21 – Detail Worksheet
Attachment A-2	ROPS 20-21 – Notes Worksheet