107-2482019-002 Agenda Item **No. 5(B)**
Meeting of September 9, 2019

MEMORANDUM

TO: Oversight Board

FROM: Nadia Sesay, Executive Director

SUBJECT: Workshop on Amendment to the Recognized Obligation Payment Schedule for January 1, 2020 to June 30, 2020 including the administrative budget for the Successor Agency and supporting documentation

EXECUTIVE SUMMARY

On May 17, 2019, the California Department of Finance ("DOF") approved the Office of Community Investment and Infrastructure's ("OCII") Recognized Obligation Payment Schedule ("ROPS") for fiscal year 19-20 ("ROPS 19-20"), which included estimates of the amounts of property tax pledged for the payment of costs associated with OCII's enforceable obligations. In its initial submission of the ROPS 19-20, OCII had requested that DOF approve OCII's receipt of the total amount of pledged property tax revenues generated during the fiscal year even if the revenues exceed the estimated amounts. DOF, however, denied OCII's request and stated that Redevelopment Dissolution Law requires that a successor agency receive only those amounts listed and approved on the ROPS.

OCII is now in the position to list the actual amount of property tax revenues that will be generated this fiscal year under the irrevocable pledges of property tax increment. The Assessor's Office finalized the 19-20 property tax roll in August 2019. OCII seeks to amend ROPS 19-20 to reflect the updated property tax rolls in order to collect all property tax increment pledged to the projects. The proposed amendments increase the ROPS 19-20 by $53.24M from $407.91M to $461.15M, which is contractually obligated for the funding of construction of infrastructure and affordable housing in the project areas of Hunters Point Shipyard/Candlestick Point ("HPS/CP"), Mission Bay, and Transbay.

DISCUSSION

After dissolution of the San Francisco Redevelopment Agency ("Former Agency"), the California Department of Finance ("DOF") finally and conclusively determined that four master development agreements of the Former Agency were enforceable obligations that the Office of Community Investment and Infrastructure ("OCII"), as the successor agency, could complete: Mission Bay North Owner Participation Agreement (1998); Mission Bay South Owner Participation Agreement (1998); Transbay Implementation Agreement (2005); and Candlestick Point/Hunters Point Shipyard Phase 2 Disposition and Development Agreement (2010) (collectively, the "Development Agreements"). Each of these multi-phased, long-term projects were (and continue to be) funded by irrevocable pledges of property tax revenues for the payment of the construction of public infrastructure and affordable housing ("Pledge Agreements"). DOF also finally and conclusively determined that these Pledge Agreements were enforceable obligations with separate

allocations for public infrastructure costs and for affordable housing.[1] Since redevelopment dissolution, OCII has received, pursuant to approved Recognized Obligation Payment Schedules ("ROPS"), all of the net available tax increment and housing increment that the Pledge Agreements irrevocably committed for costs associated with the Development Agreements.

When OCII initially submitted the ROPS 19-20, it requested that DOF approve OCII's receipt of the tax increment that the City and County of San Francisco ("City") would receive this fiscal year under the four Pledge Agreements. The actual amounts of property taxes were not known at the time of submission of the ROPS 19-20 in February 2019 and therefore OCII estimated the amounts on eight line items for July 2019 to December 2019 ("ROPS 19-20A") and for January 2020 to June 2020 ("ROPS 19-20B").[2] The notes for each of these line items requested DOF's approval of OCII's receipt of potentially higher amounts of property tax revenues if the expected increases in assessed property values generated additional tax revenues from the four project areas subject to the Pledge Agreements.

In initially reviewing OCII's ROPS 19-20, DOF denied OCII's request to receive the actual amount of property tax revenues generated under the Pledge Agreements if they exceeded the estimated amounts on the ROPS. DOF explained that Redevelopment Dissolution Law requires that a successor agency only receive the amounts of property tax revenues listed and approved on a ROPS.[3] Subsequently, after a meet and confer with OCII, DOF reiterated its initial decision and stated that there is "no authority to distribute amounts in excess of the amounts as listed and approved by Finance on the ROPS."[4] DOF suggested, however, that "if the actual project costs are higher than authorized on the ROPS, and an increase in the amount distributed is necessary, the Agency may request additional funding on a subsequent amended ROPS pursuant to [Health and Safety Code] section 34177 (o) (1) (E)."[5]

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[1] Each of the Pledge Agreements direct OCII to collect and retain net tax increment for the indebtedness created under the Development Agreements and the Pledge Agreements themselves. E.g. Mission Bay South Tax Increment Allocation Pledge Agreement, § 2 (approving "the assumption of indebtedness by the Agency under the Financing Plan for the purpose of financing or refinancing, in whole or in part, the construction of all Infrastructure required for the South Plan Area [and] all Net Available Increment produced from the South Plan Area and any interest earnings thereon shall be irrevocably pledged by the Agency, as first pledge, for the payment of principal of and interest on such indebtedness of the Agency") and § 6 (requiring that the "Agency shall devote all of the Housing Increment produced by development in the South Plan Area . . . for the predevelopment, development and construction of Agency Sponsored Affordable Housing Units . . . ."); Transbay Redevelopment Project Tax Increment Allocation and Sales Proceeds Pledge Agreement, § 2 (requiring that "all property tax increment revenues attributable to [formerly State-owned parcels] and any interest thereon, are hereby irrevocably pledged to the [Transbay Joint Powers] Authority for costs associated with construction and design of the Transbay Terminal Project, and further agree[ing] that such revenues shall not be subject to any other indebtedness . . . .").

[2] See ROPS 19-20 at line 49 (Phase 2 DDA and Tax Increment Allocation Pledge Agreement for infrastructure costs at Candlestick Point and Hunters Point Shipyard Phase 2: $150,538 + $150,538); line 86 (Tax Increment Allocation Pledge Agreement for infrastructure costs at Mission Bay North: $3,276,342 + $3,276,343); line 88 (Tax Increment Allocation Pledge Agreement for infrastructure costs at Mission Bay South: $6,549,298 + $6,549,298); line102 (Tax Increment Sales Proceeds Pledge Agreement for costs of the Transbay Transit Center: $4,302,998 + $4,302,998); line 219 (Phase 2 DDA and Tax Increment Allocation Pledge Agreement for affordable housing costs at Candlestick Point and Hunters Point Shipyard Phase 20: $37,634 + $37,634); line 220 (Mission Bay North Tax Allocation Pledge Agreement for affordable housing costs: $1,252,700 + $1,252,699); line 226 (Mission Bay South Tax Allocation Pledge Agreement for affordable housing costs: $3,752,726 + $3,752,726); and line 237 (Affordable housing production for Transbay: $5,083,620). The approved 19-20 ROPS included only affordable housing pledge in the ROPS 19-20A period in coordination with the city year.

[3] Letter, Jennifer Whitaker, DOF, to Bree Mawhorter, OCII (April 15, 2019)

[4] Letter, Jennifer Whitaker, DOF, to Bree Mawhorter, OCII (May 17, 2019).

[5] Letter, Jennifer Whitaker, DOF, to Bree Mawhorter, OCII (May 17, 2019).

Redevelopment Dissolution Law provides that a successor agency may submit an amended ROPS for the second half of the ROPS period (January 1 to June 30) no later than October first of each ROPS year. Under Section 34177 (o) (1) (e) of the Health and Safety Code, the Oversight Board must make "a finding that a revision is necessary for the payment of approved enforceable obligations during the second one-half of the [ROPS] period" and that "[a] successor agency may only amend the amount requested for payment of approved enforceable obligations." DOF make its determination regarding requested amendments at least 15 days before the date of the January property tax distribution.

Recommended ROPS Amendments

On January 30, 2019, OCII submitted its ROPS 19-20, identifying significant amounts of total outstanding debts or obligations related to the Development Agreements and estimating projected amounts for pledged property tax that could be used to cover those obligations. On May 17, 2019, DOF approved this ROPS, but as noted above did not approve additional amounts of pledged property tax under the Pledge Agreements that exceeded the estimates. The Assessor's Office finalized the 19-20 property tax roll in August 2019. OCII now seeks to amend ROPS 19-20 to reflect the updated property tax rolls in order to collect all property tax increment pledged to the projects for payment of outstanding obligations.

For example, the Development Agreements for Hunters Point Shipyard/Candlestick Point ("HPS/CP") and Mission Bay obligate the developers to design and construct, at their cost, the public infrastructure needed for these projects. These Development Agreements identify the public infrastructure to be constructed and the binding process by which the Successor Agency or City will accept the infrastructure and reimburse the developers for construction costs. The Transbay Implementation Agreement requires OCII to comply with the Transbay Pledge Agreement, which establishes the irrevocable pledge of all property tax increment revenues from certain formerly state-owned parcels to pay for the costs associated with construction and design of the Transbay Transit Center. In addition, the Development Agreements obligate OCII to fund and construct a certain number of affordable units on land that the developers or the State have contributed for this purpose. The Development Agreements and related Pledge Agreements expressly state that they are intended to create an indebtedness of OCII, the costs of which are shown in the approved ROPS line items listing the outstanding total indebtedness or obligation.

Changes in Sources

The proposed amendment increases Redevelopment Property Tax Trust Fund ("RPTTF") Non-Admin by $53.24M, as shown in Exhibit 1 below. The proposed amended ROPS 19-20 totals $461.15M, which represents a 13.05 percent increase from the $407.91M approved ROPS 19-20. The proposed changes are 100 percent funded by pledged RPTTF Non-Admin and reflects the updated property tax rolls to collect all property tax increment pledged to the projects.

Exhibit 1: Approved v. Amended ROPS Difference by Funding Source, *Millions*

Change by Source			
Source	**Approved ROPS 19-20**	**Amended ROPS 19-20**	**Difference**
Bond Proceeds	$ 199.71	$ 199.71	$ -
Reserve Balance	$ -	$ -	$ -
Other Funds	$ 42.02	$ 42.02	$ -
RPTTF Non-Admin	$ 162.53	$ 215.77	$ 53.24
RPTTF Admin	$ 3.65	$ 3.65	$ -
Total	**$ 407.91**	**$ 461.15**	**$ 53.24**

Changes in Uses

The proposed amendment of $53.24M will be spent on housing and infrastructure in the project areas of HPS/CP, Mission Bay, and Transbay, as shown in Exhibit 2 below. Housing funds will be expended on OCII-funded loans for affordable housing. Infrastructure expenditures in HPS/CP and Mission Bay will reimburse developers for infrastructure already constructed. Infrastructure expenditures in Transbay will be transferred to Transbay Joint Powers Authority to support the Transbay Terminal.

Exhibit 2: Proposed Amended ROPS Changes by Uses, *Millions*

Change by Use			
Project Area	**Housing**	**Infrastructure**	**Total**
HPS/CP	$ 0.27	$ 0.63	$ 0.90
Mission Bay	$ 11.73	$ 22.64	$ 34.38
Transbay	$ 3.32	$ 14.64	$ 17.97
Total	**$ 15.33**	**$ 37.92**	**$ 53.24**

The changes described above are detailed in Attachment 1, which is the ROPS Amendment presented in the DOF required format.

Next Steps

Staff will incorporate Oversight Board feedback into the ROPS Amendment and, pending Oversight Board approval, will submit the amended ROPS to the DOF no later than October 1, 2019. DOF will notify OCII regarding the requested amendments no later than December 16, 2019, which is fifteen days before the ROPS 19-20 B period distribution. Staff will update the Oversight Board as the process evolves.

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

Nadia Sesay
Executive Director

Attachment 1: ROPS Amendments in DOF Required Format

Exhibit 3: Summary of Proposed Amendments

Item #	Project Area	Project Name	Original B Period RPTTF Non Admin Total	Amended B Period RPTTF Non Admin Total	Change	Original RPTTF Non Admin Total	Amended RPTTF Non Admin Total	Total Change	Justification
49	HPS-CP	Phase 2 DDA & Tax Increment Allocation Pledge Agreement - Hunters Point Shipyard	$ 153,538	$ 785,332	$ 631,794	$ 304,076	$ 935,870	$ 631,794	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
86	Mission Bay	Tax Increment Allocation Pledge Agreement	$ 3,276,342	$ 3,415,697	$ 139,355	$ 6,552,685	$ 6,692,039	$ 139,354	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
88	Mission Bay	Tax Increment Allocation Pledge Agreement	$ 6,549,298	$ 29,052,818	$ 22,503,520	$ 13,098,596	$ 35,602,116	$ 22,503,520	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
102	Transbay	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	$ 4,302,998	$ 18,943,766	$ 14,640,768	$ 7,505,452	$ 23,246,764	$ 15,741,312	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
219	HPS-CP	Phase 2 DDA & Tax Increment Allocation Pledge Agreement (Housing Portion)	$ 37,634	$ 309,184	$ 271,550	$ 75,268	$ 346,818	$ 271,550	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
220	Mission Bay	Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay North	$ 1,252,699	$ 1,862,236	$ 609,537	$ 2,505,399	$ 3,114,936	$ 609,537	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
226	Mission Bay	Mission Bay South Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay South	$ 3,752,726	$ 14,875,643	$ 11,122,917		$ 18,628,369	$ 18,628,369	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
237	Transbay	Affordable housing production obligation under Section 5027.1 of Cal. Public Resources Code; affordable housing program funded by LMIHF for Transbay	$ -	$ 3,324,630	$ 3,324,630	$ 5,083,620	$ 8,408,250	$ 3,324,630	To identify the actual amount of property tax revenues available for payment of outstanding obligations.
			$ 19,325,235	**$ 72,569,306**	**$ 53,244,071**	**$ 35,125,096**	**$ 96,975,162**	**$ 61,850,066**	

San Francisco City and County ROPS 2019-20 Amended

				AUTHORIZED AMOUNTS						REQUESTED ADJUSTMENTS						
Item #	Obligation Name	Obligation Type	Total Outstanding Balance	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	Total Authorized	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	Total Adjusted	Notes
	TOTAL		**$24,191,455,857**	**$8,194**	**-**	**$3,942,625**	**$126,575,933**	**-**	**$130,526,752**	**$-**	**$-**	**$-**	**$53,244,069**	**$-**	**$53,244,069**	
1	Agency Admin Operations	Admin Costs	$4,432,521	-	-	-	-	-	-	-	-	-	-	-	-	
7	Agency Admin Operations	Miscellaneous	$14,775,287,594	-	-	-	-	-	-	-	-	-	-	-	-	
9	Agency Admin Operations	Miscellaneous	$10,262,284	-	-	-	-	-	-	-	-	-	-	-	-	
12	LMIHF Loan Repayment per former SFRA Resolution No. 25-2010	SERAF/ERAF	$6,441,600	-	-	-	$1,772,608	-	$1,772,608	-	-	-	-	-	-	
17	College Track	Miscellaneous	$4,700,000	-	-	-	-	-	-	-	-	-	-	-	-	
20	Ground Lease Agreement - Cala Foods - 345 Williams Street	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
21	HPS Phase 1 DDA	OPA/DDA/Construction	$6,466,606	-	-	-	-	-	-	-	-	-	-	-	-	
22	Letter Agreement	Project Management Costs	$1,639,739	-	-	-	-	-	-	-	-	-	-	-	-	
23	Interagency Cooperative Agreement-HPS	Project Management Costs	$85,612	-	-	-	-	-	-	-	-	-	-	-	-	
24	Interagency Cooperative Agreement-HPS	Project Management Costs	$80,000	-	-	-	-	-	-	-	-	-	-	-	-	
25	Consulting Contract	Professional Services	$3,671,940	-	-	-	-	-	-	-	-	-	-	-	-	
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	$969,315	-	-	-	-	-	-	-	-	-	-	-	-	
30	HPS Phase 2 DDA	OPA/DDA/Construction	$3,950,194,000	-	-	-	-	-	-	-	-	-	-	-	-	
31	Consulting Services	Professional Services	$930,000	-	-	-	-	-	-	-	-	-	-	-	-	
32	Legal Services Contract	Professional Services	$8,970	-	-	-	-	-	-	-	-	-	-	-	-	
33	Interagency Cooperative Agreement-HPS	Project Management Costs	$576,406	-	-	-	-	-	-	-	-	-	-	-	-	
34	Interagency Cooperative Agreement-HPS	Project Management Costs	$4,592,045	-	-	-	-	-	-	-	-	-	-	-	-	
35	Interagency Cooperative Agreement-HPS	Project Management Costs	$10,536,814	-	-	-	-	-	-	-	-	-	-	-	-	
36	Interagency Cooperative Agreement-HPS	Project Management Costs	$812,380	-	-	-	-	-	-	-	-	-	-	-	-	
37	Interagency Cooperative Agreement-HPS	Project Management Costs	$3,061,939	-	-	-	-	-	-	-	-	-	-	-	-	
39	Transportation Plan Coordination	Project Management Costs	$3,931,197	-	-	-	-	-	-	-	-	-	-	-	-	
41	Legal Service Contact	Professional Services	$219,000	-	-	-	-	-	-	-	-	-	-	-	-	
42	Legal Services Contract	Professional Services	$892,458	-	-	-	-	-	-	-	-	-	-	-	-	
43	State Lands Staff Reimbursement	Project Management Costs	$510,000	-	-	-	-	-	-	-	-	-	-	-	-	
44	State Parks Staff Reimbursement	Project Management Costs	$357,000	-	-	-	-	-	-	-	-	-	-	-	-	
48	Financial Services	Professional Services	$50,000	-	-	-	-	-	-	-	-	-	-	-	-	
49	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	$3,950,194,000	-	-	-	$153,538	-	$153,538	-	-	-	$631,794	-	$631,794	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues will fund infrastructure reimbursements requested by the developer. The expenditure of the pledge reflects expenditure of the enforceable obligation in the DDA in line 30.
50	EDA Grant Agreement	Miscellaneous	$5,631,677	-	-	-	-	-	-	-	-	-	-	-	-	
62	HPS Building 101 Stabilization/Improvements	Improvement/Infrastructure	$5,631,677	-	-	-	-	-	-	-	-	-	-	-	-	
72	CAL ReUSE	Remediation	$45,000	-	-	-	-	-	-	-	-	-	-	-	-	
75	Conveyance Agreement between the US Government and the Agency	Miscellaneous	$50,000	-	-	-	-	-	-	-	-	-	-	-	-	
76	Property Management	Property Maintenance	$10,000	-	-	-	-	-	-	-	-	-	-	-	-	
77	Lease for Building 606 to SFPD	Miscellaneous	$1,805,400	-	-	-	-	-	-	-	-	-	-	-	-	
78	Lease Between the US Government and the Agency	Miscellaneous	$3,567,960	-	-	-	-	-	-	-	-	-	-	-	-	
79	Consulting Contract	Professional Services	$1,042,538	-	-	-	-	-	-	-	-	-	-	-	-	
84	Mission Bay North Owner Participation Agreement	OPA/DDA/Construction	$56,170,000	-	-	-	-	-	-	-	-	-	-	-	-	
85	Mission Bay North CFD #4	Miscellaneous	$51,455,950	-	-	-	-	-	-	-	-	-	-	-	-	
86	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	$56,170,000	-	-	-	$3,276,343	-	$3,276,343	-	-	-	$139,354	-	$139,354	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues will fund infrastructure reimbursements requested by the developer. The expenditure of the pledge reflects expenditure of the enforceable obligation in the OPA in line 85. These funds are being expended as required in the Tax Increment Allocation Agreement.
87	Mission Bay South Owner Participation Agreement	OPA/DDA/Construction	$276,350,000	-	-	-	-	-	-	-	-	-	-	-	-	
88	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	$276,350,000	-	-	-	$6,549,298	-	$6,549,298	-	-	-	$22,503,520	-	$22,503,520	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues will fund infrastructure reimbursements requested by the developer. The expenditure of the pledge reflects expenditure of the enforceable obligation in the OPA in line 87. These funds are being expended as required in the Tax Increment Allocation Agreement.
89	Mission Bay Agency Costs Reimbursements	Project Management Costs	$6,600,000	-	-	-	-	-	-	-	-	-	-	-	-	
90	Harris-DPW Contract	Project Management Costs	$9,500,000	-	-	-	-	-	-	-	-	-	-	-	-	
91	Mission Bay Art Program	Professional Services	$1,118,741	-	-	-	-	-	-	-	-	-	-	-	-	
92	Owner Participation Agreement - 72 Townsend Street	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
101	Contract for design services for Folsom Street	Professional Services	$434,356	-	-	-	-	-	-	-	-	-	-	-	-	
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPA/DDA/Construction	$ 1,062,000,000	-	-	-	$4,302,998	-	$4,302,998	-	-	-	$14,640,768	-	$14,640,768	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. Revenues transferred to TJPA to fund Transbay Terminal. The expenditure of the pledge reflects expenditure of the enforceable obligation in the Transbay Implementation Agreement in line 105.
105	Implementation Agreement	OPA/DDA/Construction	$53,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
107	Streetscape and Open Space Improvements for Folsom	Project Management Costs	$28,563,837	-	-	-	-	-	-	-	-	-	-	-	-	
108	Streetscape and Open Space Improvements	Professional Services	-	-	-	-	-	-	-	-	-	-	-	-	-	
109	Implementation Agreement Legal Review	Legal	$45,000	-	-	-	$2,500	-	$2,500	-	-	-	-	-	-	
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	$248,594	-	-	-	$20,000	-	$20,000	-	-	-	-	-	-	
118	Fillmore Heritage Center	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
119	Fillmore Heritage Center	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
123	Disposition and Development Agreement - Fillmore Heritage Center	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
124	Ground Lease - Commercial Parcel - Fillmore Heritage Center	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
125	Reciprocal Easement Agreement - Fillmore Heritage Center	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
126	Fillmore Heritage Center	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
127	Tenant Improvement Loan - Yoshi's	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
128	Tenant Improvement Loan - Food For Soul	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
129	Working Capital Loan - Food For Soul	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
130	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
131	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
132	Tenant Improvement Loan - Rasselas	Third-Party Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
133	Owner Participation Agreement - 1450 Franklin	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
134	Owner Participation Agreement - 1301 Divisadero	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
135	Disposition and Development Agreement - 1210 Scott Street	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
136	Easements with Covenants and Restrictions Affecting Land (ECR) - For land between Fillmore & Webste	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
140	Yerba Buena Gardens Capital Improvement	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
141	Yerba Buena Gardens Property Management	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
142	Children's Creativity Museum	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
143	Yerba Buena Center for the Arts	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
144	Yerba Buena Gardens outdoor programming	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
145	Community Benefit District Assessment	Fees	$957,000	-	-	-	-	-	-	-	-	-	-	-	-	
147	Legal Review	Legal	-	-	-	-	-	-	-	-	-	-	-	-	-	
151	The Mexican Museum	Miscellaneous	$7,785,119	-	-	-	-	-	-	-	-	-	-	-	-	
152	Owner Participation Agreement - 680 Folsom	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
153	Agreement for Disposition of Land for Private Development - The Paramount/680 Mission	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
154	Agreement for Disposition of Land for Private Development - W Hotel	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
155	Agreement for Disposition of Land for Private Development - the Westin Hotel	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
156	Disposition and Development Agreement - San Francisco Museum of Modern Art	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
157	Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
158	Owner Participation Agreement - St. Patrick's Church	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
159	Owner Participation/Disposition and Development Agreements - Emporium & Bloomingdales	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
161	Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Funding	OPA/DDA/Construction	$66,800,000	-	-	-	-	-	-	-	-	-	-	-	-	
177	Hunters View Phase II-III Loan Agreement	OPA/DDA/Construction	$6,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
218	Disposition and Development Agreement -Hunters Point Shipyard Phase 1; affordable housing prograr	OPA/DDA/Construction	$52,150,000	-	-	-	-	-	-	-	-	-	-	-	-	
219	Phase 2 DDA & Tax Increment Allocation Pledge Agreement (Housing Portion)	OPA/DDA/Construction	$1,009,233,000	-	-	-	$37,634	-	$37,634	-	-	-	$271,550	-	$271,550	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues fund affordable housing in the project area. The expenditure of the pledge reflects expenditure of the enforceable obligation in the DDA in line 30.

220	Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program fu	OPA/DDA/Construction	$270,750,000	-	-	-	$1,252,699	-	$1,252,699	-	-	-	$609,536	-	$609,536	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues fund affordable housing in the project area. The expenditure of the pledge reflects expenditure of the enforceable obligation in the OPA in line 87.
226	Mission Bay South Tax Allocation Pledge Agreement (Housing Portion); affordable housing program fu	Miscellaneous	$321,745,000	-	-	-	$3,752,726	-	$3,752,726	-	-	-	$11,122,917	-	$11,122,917	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues fund affordable housing in the project area. The expenditure of the pledge reflects expenditure of the enforceable obligation in the OPA in line 87.
237	Affordable housing production obligation under Section 5027.1 of Cal. Public Resources Code; affordat	OPA/DDA/Construction	$769,000,000	-	-	-	-	-	-	-	-	-	$3,324,630	-	$3,324,630	Increase is to identify the actual amount of property tax revenues available for payment of outstanding obligations. These revenues fund affordable housing in the project area. The expenditure of the pledge reflects expenditure of the enforceable obligation in the Transbay Implementation Agreement in line 105.
239	Transbay Blocks 6&7 construction funding	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
250	Parcel N1-A -- Port Lease (SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
251	Parcel N1-B -- Port Lease (SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
252	Parcel N-2 -- Port Lease (SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
255	Sublease Agreement with Carmen and Benito Solis, dba Carmen's Restaurant	Property Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	
257	Rincon Point - South Beach Harbor Operations and Rincon Park Maintenance	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
261	Tax Allocation Bond Series 1998C	Bonds Issued On or Before 12/31/10	$4,260,000	-	-	-	-	-	-	-	-	-	-	-	-	
264	Tax Allocation Bond Series 1998D	Bonds Issued On or Before 12/31/10	$41,535,000	-	-	-	$890,000	-	$890,000	-	-	-	-	-	-	
270	Tax Allocation Bond Series 2003B	Bonds Issued On or Before 12/31/10	-	-	-	-	-	-	-	-	-	-	-	-	-	
297	Tax Allocation Bond Series 2006A	Bonds Issued On or Before 12/31/10	$93,280,000	-	-	-	$5,840,000	-	$5,840,000	-	-	-	-	-	-	
303	Tax Allocation Bond Series 2007A	Bonds Issued On or Before 12/31/10	$157,067,350	-	-	-	$6,650,238	-	$6,650,238	-	-	-	-	-	-	
306	Tax Allocation Bond Series 2007B	Bonds Issued On or Before 12/31/10	$2,458,325	$8,194	-	-	$1,230,150	-	$1,238,344	-	-	-	-	-	-	
309	Tax Allocation Bond Series 2009A	Bonds Issued On or Before 12/31/10	-	-	-	-	-	-	-	-	-	-	-	-	-	
321	Tax Allocation Bond Series 2009E	Bonds Issued On or Before 12/31/10	$109,706,246	-	-	-	$4,664,727	-	$4,664,727	-	-	-	-	-	-	
345	Tax Allocation Bond Admin (ALL)	Fees	$4,435,817	-	-	-	$520,167	-	$520,167	-	-	-	-	-	-	
348	South Beach CalBoating Loans	Third-Party Loans	$7,764,377	-	-	-	-	-	-	-	-	-	-	-	-	
349	Project Related Employee Reimbursable	Project Management Costs	$51,000	-	-	-	-	-	-	-	-	-	-	-	-	
354	Interagency Cooperative Agreement-HPS	Project Management Costs	$20,000	-	-	-	-	-	-	-	-	-	-	-	-	
355	Interagency Cooperative Agreement-HPS	Project Management Costs	$7,237,153	-	-	-	-	-	-	-	-	-	-	-	-	
359	Purchase and Sale Agreement with Millenium Partners for properties associated with the 706 Mission	Property Dispositions	-	-	-	-	-	-	-	-	-	-	-	-	-	
361	CP Development Co Funds for AG Development	OPA/DDA/Construction	$24,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
369	Site J -- Port Lease (non SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
370	Site K -- Port Lease (non SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
371	Site M-3, M-4A, S-1D -- Port Lease (non SBH)	Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	
373	Asset Management & Disposition Costs	Property Dispositions	$352,386	-	-	-	$156,003	-	$156,003	-	-	-	-	-	-	
374	Transbay Block 8 construction funding	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
376	Interagency Cooperative Agreement-HPS	Project Management Costs	$850,000	-	-	-	-	-	-	-	-	-	-	-	-	
377	HPS Phase 2 DDA-Community Benefits Agreement	Miscellaneous	$3,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
378	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	$9,500,000	-	-	-	-	-	-	-	-	-	-	-	-	
380	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	$1,700,000	-	-	-	-	-	-	-	-	-	-	-	-	
381	HPS Infrastructure Design Review and Permitting Technical Support Contract	Professional Services	$1,700,000	-	-	-	-	-	-	-	-	-	-	-	-	
382	2011 Hotel Occupancy Tax Refunding Bonds	Bonds Issued After 12/31/10	$22,822,000	-	-	$3,942,625	-	-	$3,942,625	-	-	-	-	-	-	
388	Transfer to MOHCD, Excess Tax-exempt bond proceeds from Series 1996B 2000A, 2001A, and 2003B fo	Miscellaneous	$5,294,458	-	-	-	-	-	-	-	-	-	-	-	-	
389	Tax Allocation Bond Series MBS2014A	Bonds Issued After 12/31/10	$93,584,250	-	-	-	$3,532,731	-	$3,532,731	-	-	-	-	-	-	
391	Design and Construction of UnderRamp Park	Professional Services	$25,361,600	-	-	-	-	-	-	-	-	-	-	-	-	
393	Mission Bay South Block 6 East affordable Housing Funding	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
394	Mission Bay South Block 3 East affordable Housing Funding	OPA/DDA/Construction	$6,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
395	HPS Blocks 52/54 Affordable Housing	OPA/DDA/Construction	$46,779,334	-	-	-	-	-	-	-	-	-	-	-	-	
396	Tax Allocation Bond Series 2014B	Bonds Issued After 12/31/10	$30,517,804	-	-	-	$2,622,948	-	$2,622,948	-	-	-	-	-	-	
397	Tax Allocation Bond Series 2014C	Bonds Issued After 12/31/10	$16,496,500	-	-	-	$10,154,750	-	$10,154,750	-	-	-	-	-	-	
398	Other Professional Services - HPSY P2	Project Management Costs	$1,700,000	-	-	-	-	-	-	-	-	-	-	-	-	
399	Tax Allocation Series MBN2016A	Refunding Bonds Issued After 6/27/12	$114,123,750	-	-	-	$5,186,000	-	$5,186,000	-	-	-	-	-	-	
400	Tax Allocation Series MBS2016B	Refunding Bonds Issued After 6/27/12	$69,158,750	-	-	-	$3,186,000	-	$3,186,000	-	-	-	-	-	-	
401	Tax Allocation Series MBS2016C	Refunding Bonds Issued After 6/27/12	$111,167,750	-	-	-	$5,223,500	-	$5,223,500	-	-	-	-	-	-	
402	Tax Allocation Series MBS2016D	Bonds Issued After 12/31/10	$129,462,180	-	-	-	$5,830,000	-	$5,830,000	-	-	-	-	-	-	
403	Candlestick Point Block 10a Affordable Housing	OPA/DDA/Construction	$56,245,000	-	-	-	-	-	-	-	-	-	-	-	-	
404	Candlestick Point Block 11a Affordable Housing	OPA/DDA/Construction	$64,995,000	-	-	-	-	-	-	-	-	-	-	-	-	
405	Mission Bay South Block 6 West Affordable Housing Funding	OPA/DDA/Construction	$54,330,000	-	-	-	-	-	-	-	-	-	-	-	-	
406	Transbay Block 4 Affordable Housing Funding	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	
407	Refunding Bond Reserve Payments (All)	Bonds Issued After 12/31/10	$19,235,417	-	-	-	-	-	-	-	-	-	-	-	-	
408	Tax Allocation Series 2017A Affordable Housing Bonds	Bonds Issued After 12/31/10	$76,007,573	-	-	-	$23,772,061	-	$23,772,061	-	-	-	-	-	-	
409	Tax Allocation Series 2017B Transbay Bonds	Bonds Issued After 12/31/10	$44,938,750	-	-	-	$992,500	-	$992,500	-	-	-	-	-	-	
410	Tax Allocation Series 2017C Mission Bay New Money and Refunding Housing Bonds	Bonds Issued After 12/31/10	$50,330,277	-	-	-	$3,288,056	-	$3,288,056	-	-	-	-	-	-	
411	Enforceable Obligation Support	Project Management Costs	$8,168,144	-	-	-	$969,732	-	$969,732	-	-	-	-	-	-	
412	Surety Bond Credit Program	OPA/DDA/Construction	$750,000	-	-	-	-	-	-	-	-	-	-	-	-	
413	Transbay Block 2 West Affordable Housing Funding	OPA/DDA/Construction	$27,300,000	-	-	-	-	-	-	-	-	-	-	-	-	
414	Yerba Buena Cash Accounts	Miscellaneous	$20,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
415	Tax Allocation Series 2017D Housing Refunding Bonds	Bonds Issued After 12/31/10	$110,989,363	-	-	-	$13,706,707	-	$13,706,707	-	-	-	-	-	-	
416	Transbay Block 2 East Affordable Housing Funding	OPA/DDA/Construction	$59,150,000	-	-	-	-	-	-	-	-	-	-	-	-	
417	Mission Bay South Block 9 Affordable Housing Funding	OPA/DDA/Construction	$43,900,000	-	-	-	-	-	-	-	-	-	-	-	-	
418	CDBG Program Funds for Affordable Housing	Miscellaneous	$3,150,000	-	-	-	-	-	-	-	-	-	-	-	-	
419	Mission Bay South Block 9A Affordable Housing Funding	OPA/DDA/Construction	$28,330,000	-	-	-	-	-	-	-	-	-	-	-	-	
420	HPS Block 56 Affordable Housing	OPA/DDA/Construction	$31,500,000	-	-	-	-	-	-	-	-	-	-	-	-	
421	Tax Allocation Bond Series 2017E	Bonds Issued After 12/31/10	$26,664,775	-	-	-	$1,512,825	-	$1,512,825	-	-	-	-	-	-	
422	Professional Services CMG Design - Essex	Professional Services	-	-	-	-	-	-	-	-	-	-	-	-	-	
423	Design and Construction Monitoring of Transbay Park	Professional Services	$2,370,144	-	-	-	-	-	-	-	-	-	-	-	-	
424	Streetscape and Open Space Improvements - Essex	Professional Services	$9,157,860	-	-	-	-	-	-	-	-	-	-	-	-	
425	Excess Bond Proceed 2007B cash reserve	Bonds Issued After 12/31/10	$9,000,000	-	-	-	-	-	-	-	-	-	-	-	-	
426	Tax Allocation Bond Series 2018A Mission Bay Housing Bond	Improvement/Infrastructure	$8,105,923	-	-	-	-	-	-	-	-	-	-	-	-	
427	Bond Cost of Issuance	Fees	$796,303	-	-	-	-	-	-	-	-	-	-	-	-	
428	Mission Bay South Block 12	OPA/DDA/Construction	$50,700,000	-	-	-	-	-	-	-	-	-	-	-	-	
429	Tax Allocation Bond Series 2019A HPSY Housing Bond	Bonds Issued After 12/31/10	$32,963,458	-	-	-	$2,239,737	-	$2,239,737	-	-	-	-	-	-	
430	Tax Allocation Bond Series 2019B HPSY Infrastucture Bond	Bonds Issued After 12/31/10	$16,800,000	-	-	-	$1,353,852	-	$1,353,852	-	-	-	-	-	-	
431	Design monitoring and Construction of Transbay Park	Professional Services	$19,505,075	-	-	-	$1,932,905	-	$1,932,905	-	-	-	-	-	-	
432	Streetscape Improvement Reimbursements for Folsom Streetscape	OPA/DDA/Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	