OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 03 – 2019

APPROVING AN AMENDMENT TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR JANUARY 1, 2020 TO JUNE 30, 2020 ("ROPS 19-20") FOR THE SUCCESSOR AGENCY

WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco, commonly known as the Office of Community Investment and Infrastructure ("OCII"), assumed certain obligations under the Redevelopment Dissolution Law, Cal. Health & Safety Code § 34170 et seq., to implement the enforceable obligations of the Redevelopment Agency of the City and County of San Francisco ("Former Agency"); and,

WHEREAS, Among OCII's enforceable obligations are four, long-term development agreements requiring private and public parties to, among other things, construct significant amounts of public improvements for which the Former Agency was obligated to reimburse those parties for the cost of construction. See Mission Bay South Owner Participation Agreement, executed November 16, 1998, by and between the Former Agency and Catellus Development Corporation, as amended ("MBS OPA"); Mission Bay North Owner Participation Agreement, executed November 16, 1998, by and between the Former Agency and Catellus Development Corporation, as amended ("MBN OPA"); Disposition and Development Agreement, executed October 29, 2010, by and between the Former Agency and CP Development Co., LP. ("CP-HPS2 DDA"); Transbay Redevelopment Project Implementation Agreement, executed March 14, 2006, by and between the Former Agency and the Transbay Joint Powers Authority ("Transbay Implementation Agreement") (collectively the "Development Agreements"); and,

WHEREAS, The Mission Bay and CP-HPS2 Development Agreements include Financing Plans requiring OCII to use net available increment to pay or reimburse the costs of contractual obligations. MBS OPA, Attachment E, Financing Plan, § 4.A.ii. ("Any Net Available Increment shall be used, consistent with the South OPA, this Financing Plan and the Redevelopment Law, . . . to pay or reimburse directly the costs of such Infrastructure.")[1]; CP-HPS2 DDA, Exhibit H, Financing Plan, § 3.2 (b) ("After paying or setting aside amounts needed for debt service due on Tax Allocation Debt secured by or payable from Shipyard [Candlestick][2] Net Available Increment during the Agency Fiscal Year, the Agency will use Shipyard [Candlestick] Net Available Increment to reimburse Developer's Qualified Shipyard [Candlestick] Project Costs pursuant to this Financing Plan."). The Transbay Implementation Agreement requires OCII to comply with the Transbay Pledge, described below; and,

[1] The MBN OPA contains the same language at Section 4.A.ii of its Financing Plan.

[2] The CP-HPS2 Financing Plan contains similar language committing Candlestick increment, § 3.3 (b) and Shipyard increment.

WHEREAS, The Development Agreements rely on financing mechanisms that allocate property tax revenues over time and that depend on future growth in these revenues to finance the costs of these enforceable obligations. Each of the Development Agreements incorporate agreements that irrevocably pledge net available tax increment to reimbursing the costs of construction required under the Development Agreements. See Mission Bay South Tax Increment Allocation Pledge Agreement, executed November 16, 1998, by and between the City and County of San Francisco and the Former Agency, with Catellus Development Corp. as an intended third-party beneficiary (the "MBS Pledge"); Mission Bay North Tax Increment Allocation Pledge Agreement, executed Nov. 2, 1998, by and between the City and County of San Francisco and the Former Agency, with Catellus Development Corp. as an intended third-party beneficiary ("MBN Pledge"); Tax Increment Allocation Pledge Agreement, dated June 3, 2010, by and between the City and County of San Francisco and the Former Agency, with CP Development Co., LP as an intended third-party beneficiary ("CP-HPS2 Pledge"); Transbay Redevelopment Project Tax Increment Allocation and Sales Proceeds Pledge Agreement, dated Jan. 31, 2008, by and between the City and County of San Francisco, the Former Agency, and the Transbay Joint Powers Authority ("TB Pledge") (collectively the "Pledge Agreements"); and,

WHEREAS, 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. MBS Pledge, § 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 . . . .")3; TB Pledge, § 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 . . . ."); CP-HPS2 Pledge, § 1 ("The Parties intend that all Net Available Increment generated in the Project Site shall be irrevocably pledged to finance or refinance Qualified Project Costs, all in accordance with the terms and conditions of the Financing Plan."); and,

WHEREAS, After dissolution of the Former Agency, OCII requested that the California Department of Finance ("DOF") finally and conclusively determine that the Development Agreements and the Pledge Agreements are enforceable obligations under Redevelopment Dissolution Law, Cal. Health & Safety Code § 34177.5 (i) (authorizing final and conclusive determinations where an "enforceable obligation provides for an irrevocable commitment of revenue . . . where allocation of such revenues is expected to occur over time"); and,

[3] The MBN Pledge contains similar language committing increment for infrastructure and affordable housing in Mission Bay North at §§ 2 and 7, respectively.

WHEREAS, DOF issued final and conclusive determinations that the Development Agreements and Pledge Agreements were enforceable obligations under Redevelopment Dissolution Law. See Letter, S. Szalay, DOF Local Government Consultant, to T. Bohee, Executive Director (Dec. 14, 2012) (approving CP-HPS2 DDA and CP-HPS2 Pledge); Letter, S. Szalay, DOF Local Government Consultant, to T. Bohee, Executive Director (April 15, 2012 [2013]) (approving TB Implementation Agreement and TB Pledge); and Letter, J. Howard, DOF Assistant Program Budget Manager, to T. Bohee, Executive Director (Jan. 24, 2014) (approving MBS OPA, MBS Pledge, MBN OPA, and MBN Pledge) (collectively the "Final and Conclusive Determinations"); and,

WHEREAS, In submitting requests for the above-referenced Final and Conclusive Determinations, OCII stated, as required by DOF, the total outstanding debt or obligation associated with the enforceable obligations. In addition, OCII has consistently submitted Recognized Obligation Payment Schedules ("ROPS") identifying the large amounts of total outstanding debt or obligation for the costs of public infrastructure and affordable housing required under the enforceable obligations subject to the Final and Conclusive Determinations; and,

WHEREAS, In reliance on the Final and Conclusive Determinations that the Development Agreements and Pledge Agreements were enforceable obligations, OCII and its public and private partners have made substantial progress in implementing the Development Agreements. For example, OCII has made payments for public infrastructure against the total outstanding indebtedness for each of the four Development Agreements in the amounts of $0.2 million for Candlestick Point-Hunters Point Shipyard; $96.8 million in Mission Bay North, $212.5 million in Mission Bay South, and $35.8 million in Transbay[4];. Nonetheless, significant amounts of outstanding indebtedness remain and are listed in the ROPS 19-20; and,

WHEREAS, Since redevelopment dissolution, OCII has received, pursuant to approved ROPS, all of the net available tax increment and housing increment that the Pledge Agreements irrevocably committed for costs associated with the Development Agreements; and,

WHEREAS, 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. OCII 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 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"). 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

[4] By the ROPS 19-20 Amendment authorized by this Resolution, OCII corrects a typographical error in Item 102 (Transbay Pledge Agreement), Column I, regarding the Total Outstanding Debt or Obligation. The corrected amount is $1,062,000,000, which is consistent with the Transbay Final and Conclusive Determination and previous ROPS submitted by OCII.

assessed property values generated additional tax revenues from the four project areas subject to the Pledge Agreements; and,

WHEREAS, On May 17, 2019, DOF approved OCII's ROPS 19-20, but denied OCII's request to receive the actual amount of property tax revenues generated under the Pledge Agreements if they exceeded the esimated amount on the ROPS. DOF explained that there is "no authority to distribute amounts in excess of the amounts as listed and approved by Finance on the ROPS." Letter, Jennifer Whitaker, DOF, to Bree Mawhorter, OCII (May 17, 2019). 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)" Id.; and,

WHEREAS, 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. In August 2019, the Assessor's Office finalized the 19-20 property tax roll and the actual amounts of property tax revenues that OCII would receive determined. OCII seeks to amend ROPS 19-20 to reflect the updated property tax rolls thereby collecting all property tax increment pledged to the projects, which is contractually obligated for the above-described funding of construction of infrastructure and affordable housing in the project areas of Hunters Point Shipyard/Candlestick Point, Mission Bay, and Transbay; and,

WHEREAS, Section 34177 (o) (1) of the Health and Safety Code states that, commencing with the ROPS covering the period from July 1, 2016 to June 30, 2017 and for each period from July 1 to June 30, thereafter, a successor agency shall submit an Oversight Board-approved Recognized Obligation Payment Schedule to the Department of Finance and to the County Auditor-Controller no later than February 1, 2016, and each February 1 thereafter; and,

WHEREAS, Section 34177 (o) (1) of the Health and Safety Code further states that, once per Recognized Obligation Payment Schedule period, and no later than October 1, a successor agency may submit one amendment to the previously approved ROPS pursuant to this subdivision, if the Oversight Board makes a finding that a revision is necessary for the payment of approved enforceable obligations during the second one-half of the ROPS period, which shall be defined as January 1 to June 30, inclusive; and,

WHEREAS, The proposed amendments to ROPS 19-20 increasing the actual amounts of property tax revenues that OCII will receive this fiscal year are necessary for the payment of approved enforceable obligations in light of the Total Outstanding Debts or Obligations for the Development Agreements identified on the ROPS and the remaining amounts of debts or obligations owed under these Development Agreements; and,

WHEREAS, The amendments to ROPS 19-20 for the period January 1, 2020 to June 30, 2020 are attached to this resolution as Exhibit A, and are fully incorporated in this resolution. Exhibit A also identifies the enforceable obligation with which the specific amendments are associated; and,

WHEREAS, Approval of the amendment to ROPS 19-20 is a government fiscal activity that does not constitute a "Project" pursuant to the California Environmental Quality Act ("CEQA") Guidelines Section 15378(b)(4), and, therefore, is not subject to environmental review under CEQA; now, therefore, be it

RESOLVED, That this Oversight Board finds that the amendments to ROPS 19-20 are necessary for the payment of approved enforceable obligations during the second one-half of ROPS 19-20, approves the amendment to ROPS 19-20, including the Administrative Budget for the Successor Agency, and directs the Executive Director or her designee to take such actions as may be necessary to submit the amendments to ROPS 19-20 to the City Controller and Department of Finance, to post the amendments to ROPS 19-20 on the internet website of the Oversight Board, and to take any other actions appropriate to comply with the Redevelopment Dissolution Law's requirements relating to the ROPS.

I hereby certify that the foregoing resolution was adopted by the Oversight Board at its meeting of September 23, 2019.

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Board Secretary

Exhibit A: San Francisco City and County Recognized Obligation Payment Schedule 2019-20 Amended – ROPS Detail

Exhibit A

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	$37,160,500	-	-	-	-	-	-	-	-	-	-	-	-	
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	The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $631,794.
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	$6,170,000	-	-	-	-	-	-	-	-	-	-	-	-	
85	Mission Bay North CFD #4	Miscellaneous	$51,455,950	-	-	-	-	-	-	-	-	-	-	-	-	
86	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	$6,170,000	-	-	-	$3,276,343	-	$3,276,343	-	-	-	$139,354	-	$139,354	The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $139,354.
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	The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $22,503,520.
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	$1,065,000,000	-	-	-	$4,302,998	-	$4,302,998	-	-	-	$14,640,768	-	$14,640,768	The total outstanding obligation should be corrected to $1,065,000,000, which is consistent with the Transbay Final and Conclusive Determination and previous ROPS submitted by OCII. The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $14,640,768.
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 & Webster Streets	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 Creating Liens (REA) - Jessie Square	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 program funded by LMIHF for HPS Phase 1	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	The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $271,550.
220	Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay North	OPA/DDA/Construction	$270,750,000	-	-	-	$1,252,699	-	$1,252,699	-	-	-	$609,536	-	$609,536	The amount additional to the approved ROPS amount expected to be paid in ROPS 19-20 is $609,536.
226	Mission Bay South Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay South	Miscellaneous	$321,745,000	-	-	-	$3,752,726	-	$3,752,726	-	-	-	$11,122,917	-	$11,122,917	The amount additional to the approved ROPS amount expected expected to be paid in ROPS 19-20 is $11,122,917.
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	$769,000,000	-	-	-	-	-	-	-	-	-	$3,324,630	-	$3,324,630	The amount additional to the approved ROPS amount expected expected to be paid in ROPS 19-20 is $3,324,630.
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	-	-	-	-	-	-	-	-	-	-	-	-	

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
359	Purchase and Sale Agreement with Millennium Partners for properties associated with the 706 Mission Street/Mexican Museum Project	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 for affordable housing rehabilitation	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	-	-	-	-	-	-	-	-	-	-	-	-	-	