

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

RESOLUTION NO. 03 – 2022

**APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR
JULY 1, 2022 TO JUNE 30, 2023 (“ROPS 22-23”)**

- WHEREAS, Under Assembly Bill No. 1X 26 (Stats. 2011-12, Ch. 5) (“AB 26”), the State of California dissolved the Redevelopment Agency of the City and County of San Francisco (the “Former Agency”) and transferred by operation of law certain obligations of the Former Agency to 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” or “Successor Agency”). AB 26 and subsequent amendments are primarily codified in Parts 1.8 and 1.85 of the California Health and Safety Code, (the “Redevelopment Dissolution Law”); and,
- WHEREAS, The Redevelopment Dissolution Law requires, among other things, a successor agency to perform obligations required under certain pre-dissolution enforceable obligations of the former redevelopment agency and to submit Recognized Obligation Payment Schedules (“ROPS”) to DOF on an annual basis for the purpose of listing and approving expenditures for these enforceable obligations. Cal. Health & Safety Code § 34177 (a) and (c). In addition, Redevelopment Dissolution Law authorizes successor agencies to create new enforceable obligations if they are “in compliance with an enforceable obligation [as defined by subdivision (d) of §34171] that existed prior to June 28, 2011.” Cal Health & Safety Code § 34177.3 (a) and to make expenditures under these ancillary enforceable obligations if the expenditures are listed on DOF-approved ROPS; and,
- WHEREAS, Cal. Health & Safety Code § 34177 (o) (1) 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 ROPS to the Department of Finance and to the County Auditor-Controller no later than February 1, 2016, and each February 1 thereafter; and,
- WHEREAS, On May 29, 2013, DOF issued to OCII, under Cal. Health & Safety Code § 34179.7, a “finding of completion” after OCII conducted a financial review of its funds and agreed to pay certain unobligated funds for the benefit of taxing entities. Under Redevelopment Dissolution Law, a finding of completion provides, among other things, relief from certain restrictions on the use of a successor agency’s funds; and,

WHEREAS, Under special legislation applying only to San Francisco, the Redevelopment Dissolution Law authorizes OCII to issue bonds or incur other indebtedness to finance the construction of affordable housing and Transbay infrastructure required by enforceable obligations, subject to the approval of the Oversight Board and DOF review. Senate Bill No. 107 (Stats. 2015, Ch. 325, §§ 9 & 27) (codified at Cal. Health & Safety Code § 34177.7) (“SB 107”); and,

WHEREAS, The ROPS for the period July 1, 2022 to June 30, 2023 is attached to this resolution as Exhibit A, and fully incorporated in this resolution ("ROPS 22-23"); and,

WHEREAS, The ROPS 22-23 includes expenditures of bonds proceeds subject to SB 107 for infrastructure projects in Transbay and Mission Bay that will require the future approval of the Oversight Board and DOF to issue bonds; and,

WHEREAS, OCII staff recommends that the Oversight Board approve ROPS 22-23, and authorize its submission in accordance with Redevelopment Dissolution Law; and,

WHEREAS, Approval of the ROPS 22-23 is a fiscal activity that does not constitute a “Project” as defined by the California Environmental Quality Act (“CEQA”) Guidelines Section 15378(b)(4), will not independently result in a physical change in the environment, and is not subject to environmental review under CEQA; now, therefore, be it

RESOLVED, That this Oversight Board approves ROPS 22-23, 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 ROPS 22-23 to the City Controller and Department of Finance, to post ROPS 22-23 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 Oversight Board at its meeting of January 24, 2022 adopted the foregoing resolution

Board Secretary

Exhibit A:

A-1 ROPS 22-23 Detail Worksheet

A-2 ROPS 22-23 Notes Worksheet

A-3 Cash Balances Report

A-4 ROPS 22-23 Summary

A-5 Oversight Board Workshop Memo dated January 10, 2022

Exhibit A-1, ROPS 22-23 Detail Worksheet

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Type	Total Outstanding Debt or Obligation	Retired	ROPS 22-23 Total	22-23A (July-December)					22-23A Total	22-23B (January-June)					22-23B Total
											\$ 706,877,431.00	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	7/1/2022	6/30/2023	Agency and contracted staff resources	Agency and contracted staff resources	ADM	Admin	\$ 3,869,823.00	N	\$ 3,869,823.00					\$ 3,869,823.00	\$ 3,869,823.00						\$ -
7	Agency Admin Operations	Miscellaneous	7/1/2022	6/30/2023	CALPERS	Accrued Pension Liability . Current payment amount based on amount above normal cost employer required to pay	ADM	Admin	\$ 107,174,041.00	N	\$ 2,656,567.00				\$ 2,656,567.00		\$ 2,656,567.00						\$ -
9	Agency Admin Operations	Miscellaneous	7/1/2022	6/30/2023	CalPERS	Retiree Medical payments	ADM	Admin	\$ 2,091,000.00	N	\$ 1,594,255.00				\$ 1,594,255.00		\$ 1,594,255.00						\$ -
12	LMIHF Loan Repayment per former SFRA Resolution No. 25-2010	SERAF/ERAF	3/16/2010	6/30/2023	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	Other Debt	\$ 1,123,776.00	N	\$ 1,123,776.00						\$ -				\$ 1,123,776.00		\$ 1,123,776.00
21	HPS Phase 1 DDA	OPA/DDA/Construction	12/2/2003	12/31/2029	Various payees	Disposition and Development	HPS-CP	Other	\$ 20,410,831.00	N	\$ -						\$ -						\$ -
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2029	CCSF/ DPW (Phase 1)	City staff (Taskforce) reimbursement for work performed on HPS	HPS-CP	Infrastructure	\$ 6,000,000.00	N	\$ 1,000,000.00			\$ 1,000,000.00			\$ 1,000,000.00						\$ -
23	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2029	CCSF/ City Attorney or outside counsel	City attorney or outside counsel	HPS-CP	Professional Services	\$ 936,000.00	N	\$ 156,000.00			\$ 156,000.00			\$ 156,000.00						\$ -
24	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2029	CCSF/ DPH (Phase 1)	City staff reimbursement for	HPS-CP	Professional Services	\$ 1,200,000.00	N	\$ 200,000.00			\$ 200,000.00			\$ 200,000.00						\$ -
25	Consulting Contract	Professional Services	7/1/2016	6/31/2036	MJF/Other	Administrative support for the HPS	HPS-CP	Professional Services	\$ 4,480,000.00	N	\$ 320,000.00			\$ 320,000.00			\$ 320,000.00						\$ -
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	12/2/2003	12/31/2029	Various payees	Phase 1 DDA Disposition and Development	HPS-CP	Community Benefits	\$ 764,315.00	N	\$ 764,315.00			\$ 764,315.00			\$ 764,315.00						\$ -
30	HPS Phase 2 DDA	OPA/DDA/Construction	6/3/2010	6/30/2037	Various payees listed	Disposition and Development	HPS-CP	Professional Services	\$ 99,036,594.00	N	\$ -						\$ -						\$ -
31	Consulting Services	Professional Services	7/1/2019	6/30/2037	TBD	Consultant: Relocation services	HPS-CP	Professional Services	\$ 1,000,000.00	N	\$ -			\$ -			\$ -						\$ -
32	Legal Services Contract	Professional	2/3/2009	6/30/2037	Kutak Rock	Legal services	HPS-CP	Professional	\$ 500,000.00	N	\$ -			\$ -			\$ -						\$ -
33	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2037	CCSF/ Planning(Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 532,000.00	N	\$ 140,000.00			\$ 140,000.00			\$ 140,000.00						\$ -
34	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2036	CCSF/ City Attorney or	City attorney or outside counsel	HPS-CP	Professional Services	\$ 7,000,000.00	N	\$ 500,000.00			\$ 500,000.00			\$ 500,000.00						\$ -
35	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2037	CCSF/ DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Infrastructure	\$ 21,000,000.00	N	\$ 1,500,000.00			\$ 1,500,000.00			\$ 1,500,000.00						\$ -
36	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2037	CCSF/ OEWD (Phase 2)	City staff reimbursement for work performed on	HPS-CP	Professional Services	\$ 728,000.00	N	\$ 52,000.00			\$ 52,000.00			\$ 52,000.00						\$ -
37	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2037	CCSF/ DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 5,600,000.00	N	\$ 400,000.00			\$ 400,000.00			\$ 400,000.00						\$ -
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	6/30/2037	CCSF/ MTA (Phase 2)	City staff reimbursement for	HPS-CP	Infrastructure	\$ 3,570,000.00	N	\$ 255,000.00			\$ 255,000.00			\$ 255,000.00						\$ -
41	Legal Service Contact	Professional Services	10/1/2017	6/30/2037	Jones Hall (Phase 2)	Bond counsel and legal financial consultants	HPS-CP	Professional Services	\$ 73,243.00	N	\$ 73,243.00			\$ 73,243.00			\$ 73,243.00						\$ -
42	Legal Services Contract	Professional	9/30/2017	6/30/2033	Shute Mihaly	Legal services	HPS-CP	Professional	\$ 3,400,000.00	N	\$ 340,000.00			\$ 340,000.00			\$ 340,000.00						\$ -
43	State Lands Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2033	State Lands Commission (Phase 2)	State Lands staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 250,000.00	N	\$ 25,000.00			\$ 25,000.00			\$ 25,000.00						\$ -
44	State Parks Staff	Project	4/6/2011	6/30/2033	CA State Parks	State Parks staff	HPS-CP	Professional	\$ 220,000.00	N	\$ 22,000.00			\$ 22,000.00			\$ 22,000.00						\$ -
48	Financial Services	Professional Services	8/1/2018	6/30/2033	Various payees listed	Real Estate economic advisory services	HPS-CP	Professional Services	\$ 720,000.00	N	\$ 72,000.00			\$ 72,000.00			\$ 72,000.00						\$ -
49	Phase 2 DDA & Tax Increment Allocation Pledge	OPA/DDA/Construction	6/3/2010	12/31/2057	Successor Agency and CP	Phase 2 DDA & Tax Increment Allocation	HPS-CP	Pledged RPTTF	\$ 4,704,917.07	N	\$ 1,106,286.00		\$ 135,246.00		\$ 485,520.00		\$ 620,766.00		\$ 485,520.00				\$ 485,520.00
50	EDA Grant Agreement	Miscellaneous	9/21/2006	12/31/2022	Various payees listed	Grant from the U.S. Economic	HPS-CP	Infrastructure	\$ 2,465,035.00	N	\$ -						\$ -						\$ -
62	HPS Building 101 Stabilization/Improvements	Improvement/Infrastructure	12/1/2013	12/31/2022	CCSF/DPW	Stabilization/ Improvements for HPS Building #101	HPS-CP	Infrastructure	\$ 2,465,035.00	N	\$ 2,465,034.00			\$ 2,218,531.00	\$ 246,503.00		\$ 2,465,034.00						\$ -
72	CAL ReUSE	Remediation	10/18/2010	6/30/2022	Fivepoint	State grant funds for lead/asbestos (brownfield) abatement	HPS-CP	Infrastructure		Y	\$ -						\$ -						\$ -
75	Conveyance Agreement between the US Government	Miscellaneous	3/31/2004	6/30/2036	Department of the Navy and	Orderly clean up and transfer of balance	HPS-CP	Professional Services	\$ 50,000.00	N	\$ -			\$ -			\$ -						\$ -
76	Property Management Maintenance	Property Maintenance	1/1/2014	6/30/2037	Various vendors	Repairs and maintenance as	HPS-CP	Professional Services	\$ 140,000.00	N	\$ 10,000.00			\$ 10,000.00			\$ 10,000.00						\$ -
77	Lease for Building 606 to SFPD	Miscellaneous	5/1/1997	6/30/2037	Department of the Navy	Lease for SFPD facility	HPS-CP	Other	\$ 1,858,500.00	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	Other	\$ 3,672,900.00	N	\$ 262,350.00			\$ 262,350.00			\$ 262,350.00						\$ -

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											\$ 706,877,431.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
79	Consulting Contract	Professional Services	12/20/2009	8/1/2029	Langan Treadwell (Phase 1 &	Environmental and engineering services	HPS-CP	Professional Services	\$ 1,197,316.00	N	\$ 299,329.00			\$ 299,329.00			\$ 299,329.00						\$ -
84	Mission Bay North Owner Participation Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	FOCIL-MB, LLC	Owner Participation Agreement with FOCIL for	Mission Bay North	Infrastructure	\$ 61,918,000.00	N	\$ 16,977,210.00		\$ 8,453,605.00				\$ 8,453,605.00		\$ 8,523,605.00				\$ 8,523,605.00
85	Mission Bay North CFD #4	Miscellaneous	10/23/2002	8/1/2031	Mission Bay North of	Repayment of CFD #4 Bond pursuant to	Mission Bay North	Other Debt	\$ 70,000.00	N	\$ 70,000.00		\$ 70,000.00				\$ 70,000.00						\$ -
86	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd	Tax Increment Allocation Pledge Agreement	Mission Bay North	Pledged RPTTF	\$ 61,918,000.00	N	\$ 164,096.00		\$ 164,096.00				\$ 164,096.00						\$ -
87	Mission Bay South Owner Participation Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	FOCIL-MB, LLC	Developer reimbursements for infrastructure	Mission Bay South	Infrastructure	\$ 335,920,000.00	N	\$ 42,555,609.00	\$ 42,555,609.00					\$ 42,555,609.00						\$ -
88	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd party beneficiaries)	Tax Increment Allocation Pledge Agreement	Mission Bay South	Pledged RPTTF	\$ 335,920,000.00	N	\$ 13,270,000.00						\$ -				\$ 13,270,000.00		\$ 13,270,000.00
89	Mission Bay Agency Costs Reimbursements	Project Management Costs	7/1/2022	6/30/2023	Successor Agency and other parties included in Agency Costs	Reimbursement of Agency Costs to implement the OPAs	Mission Bay North, Mission Bay South	Professional Services	\$ 3,614,600.00	N	\$ 3,614,600.00	\$ 2,806,420.00	\$ 73,590.00	\$ 63,000.00			\$ 2,943,010.00		\$ 73,590.00	\$ 598,000.00			\$ 671,590.00
90	Third Party Financial Consultant-DPW Contract	Project Management Costs	7/1/2021	11/2/2028	TBD	Contract with DPW to reimburse Financial Consultants for review of FOCIL reimbursements	Mission Bay North, Mission Bay South	Professional Services	\$ 2,500,000.00	N	\$ 300,000.00	\$ 285,000.00	\$ 7,500.00				\$ 292,500.00		\$ 7,500.00				\$ 7,500.00
91	Mission Bay Art Program	Professional Services	10/26/1998	11/2/2028	San Francisco Arts Commission	Use of Art Fees as required by the Redevelopment	Mission Bay North, Mission Bay South	Art Program	\$ 1,443,747.00	N	\$ 1,443,747.00			\$ 1,443,747.00			\$ 1,443,747.00						\$ -
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPA/DDA/Construction	1/20/2005	1/20/2050	Bank of New York	The tax increment generated from the sale and development of the State-owned parcels included in the State of California State	Transbay	Pledged RPTTF	\$ 1,065,000,000.00	N	\$ 36,809,942.00				\$ 18,404,971.00		\$ 18,404,971.00			\$ 18,404,971.00			\$ 18,404,971.00
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	Transbay	OPA/DDA	\$ 75,000,000.00	N	\$ -						\$ -						\$ -
107	Streetscape and Open Space Improvements for Folsom	Project Management Costs	9/17/2013	9/30/2024	CCSF, Department of Public Works and Municipal	Coordination of design review through City Departments and	Transbay	Infrastructure	\$ 2,230,862.00	N	\$ 155,000.00	\$ 155,000.00					\$ 155,000.00						\$ -
109	Implementation Agreement Legal Review	Legal	7/1/2022	6/30/2023	City Attorney or outside counsel	Review of all documents and contracts for the Transbay Plan	Transbay	Professional Services	\$ 40,000	N	\$ 40,000.00			\$ 15,000.00	\$ -		\$ 15,000.00		\$ 15,000.00	\$ 10,000.00	\$ 10,000.00		\$ 25,000.00
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	7/1/2022	6/30/2023	Various	Consultant and advisory services for implementation of Transbay Plan	Transbay	Professional Services	\$ 963,000.00	N	\$ 963,000.00			\$ 719,804.00			\$ 719,804.00			\$ 243,196.00			\$ 243,196.00
151	The Mexican Museum	Miscellaneous	12/14/2010	6/14/2022	The Mexican Museum/CCSF	A Grant Agreement with the Mexican Museum to provide funding for predevelopment, design and	YBC	YBC	\$ 6,785,119.00	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	Agency funding obligation for 504 Alice Griffith Units	HPS-CP- Housing	Gap Loan	\$ 66,800,000.00	N	\$ -						\$ -						\$ -
218	Disposition and Development Agreement -Hunters Point Shipyard Phase 1; affordable housing program funded by	OPA/DDA/Construction	12/2/2003	6/30/2062	Successor Agency	Contractual obligation to fund & construct affordable housing under	HPS-CP- Housing	Other	\$ 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	HPS-CP- Housing	Pledged RPTTF	\$ 664,220,000.00	N	\$ 282,677.00		\$ 282,677.00				\$ 282,677.00						\$ -
220	Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency	Pledge of Property Tax Revenues under Mission Bay North	Mission Bay North - Housing	Pledged RPTTF	\$ 61,980,000.00	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	Mission Bay South - Housing	Pledged RPTTF	\$ 61,980,000.00	N	\$ 544,522.00		\$ 544,522.00				\$ 544,522.00						\$ -
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	Pledged RPTTF	\$ 131,760,000.00	N	\$ 525,008.00				\$ 262,504.00		\$ 262,504.00			\$ 262,504.00			\$ 262,504.00
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	Debt Service - Existing Bonds	\$ 4,260,000.00	N	\$ 2,130,000.00						\$ -			\$ 2,130,000.00			\$ 2,130,000.00
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	Debt Service - Existing Bonds	\$ 25,155,000.00	N	\$ 12,580,000.00						\$ -			\$ 12,580,000.00			\$ 12,580,000.00

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											\$ 706,877,431.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
297	Tax Allocation Bond Series 2006A	Bonds Issued On or Before 12/31/10	8/24/2006	8/1/2036	Bank of New York	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - Existing Bonds	\$ 81,620,000.00	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	8/1/2037	Bank of New York	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - Existing Bonds	\$ 143,788,550.00	N	\$ 7,101,963.00						\$ -				\$ 7,101,963.00		\$ 7,101,963.00
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	Debt Service - Existing Bonds		Y	\$ -						\$ -						\$ -
321	Tax Allocation Bond Series 2009E	Bonds Issued On or Before 12/31/10	12/17/2009	8/1/2039	U.S. Bank	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - Existing Bonds	\$ 100,376,793.00	N	\$ 4,664,727.00						\$ -				\$ 4,664,727.00		\$ 4,664,727.00
345	Tax Allocation Bond Admin (ALL)	Project Management Costs	7/1/2022	6/30/2023	SFRA, CCSF: Admin, Legal, Fiscal Consultant, Bond Counsel, Financial	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	Admin	\$ 4,435,817.00	N	\$ 407,581.00	\$ 103,871.00		\$ 303,710.00			\$ 407,581.00						\$ -
349	Project Related Employee Reimbursable	Project Management Costs	7/1/2014	6/30/2037	Various HPS Project Staff	HPS project transportation and meeting expenses	HPS-CP	Professional Services	\$ 39,200.00	N	\$ 2,800.00			\$ 2,800.00			\$ 2,800.00						\$ -
354	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2029	CCSF/ Planning(Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 6,000.00	N	\$ 1,000.00			\$ 1,000.00			\$ 1,000.00						\$ -
355	Interagency Cooperative Agreement-HPS	Project Management Costs	7/1/2014	6/30/2037	CCSF/ Public Utilities Commission	City staff reimbursement for work performed on	HPS-CP	Infrastructure	\$ 12,210,000.00	N	\$ 814,000.00			\$ 814,000.00			\$ 814,000.00						\$ -
361	CP Development Co Funds for AG Development	OPA/DDA/Construction	6/3/2010	6/30/2036	Double Rock Ventures LLC/affiliated	Funding required for construction subsidy	HPS-CP - Housing	Gap Loan	\$ 18,590,000.00	N	\$ -						\$ -						\$ -
376	Interagency Cooperative Agreement-HPS	Project Management Costs	1/1/2014	6/30/2037	CCSF/ Fire Department (Phase 2)	City staff reimbursement for work performed on HPS (Phase 2)	HPS-CP	Professional Services	\$ 700,000.00	N	\$ 50,000.00			\$ 50,000.00			\$ 50,000.00						\$ -
377	HPS Phase 2 DDA-Community Benefits Agreement	Miscellaneous	3/1/2014	6/30/2037	Legacy Foundation	Scholarship Program	HPS-CP	Community Benefits	\$ 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	6/30/2037	TBD	Education Improvement Fund	HPS-CP	Community Benefits	\$ 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	6/30/2037	SE Health Center	Wellness Contribution	HPS-CP	Community Benefits	\$ -	Y	\$ -						\$ -						\$ -
381	HPS Infrastructure Design Review and Permitting Technical Support Contract	Professional Services	1/1/2019	6/30/2037	Hollins Consulting	Technical support and engineering services for vertical infrastructure	HPS-CP	Infrastructure	\$ 8,400,000.00	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	6/1/2024	Bank of New York	Bond Debt Service	All Project Areas with Bond/Loan	Other Debt	\$ 13,823,500.00	N	\$ 4,492,000.00			\$ 313,500.00			\$ 313,500.00			\$ 4,178,500.00			\$ 4,178,500.00
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	Debt Service - Existing Bonds	\$ 86,588,750.00	N	\$ 3,501,712.00						\$ -				\$ 3,501,712.00		\$ 3,501,712.00
391	Design and Construction of Under Ramp Park	Professional Services	1/20/2005	8/4/2036	CCSF, including: Public Works	Design and Construction of UnderRamp Park	Transbay	Infrastructure	\$ 58,359,721.00	N	\$ 58,359,721.00	\$ 52,000,000.00		\$ 6,359,721.00			\$ 58,359,721.00						\$ -
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	Gap Loan	\$ 64,150,000	N	\$ 62,000,000.00	\$ 62,000,000.00					\$ 62,000,000.00						\$ -
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	Debt Service - Existing Bonds	\$ 25,241,492.00	N	\$ 2,250,758.00						\$ -				\$ 2,250,758.00		\$ 2,250,758.00
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	Debt Service - Existing Bonds	\$ 3,354,750.00	N	\$ 554,750.00						\$ -				\$ 554,750.00		\$ 554,750.00
398	Other Professional Services - HPSY P2	Project Management Costs	7/1/2018	6/30/2033	Various vendors	Other Professional Services - HPSY P2	HPS-CP	Professional Services	\$ 6,000,000.00	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	Debt Service - Existing Bonds	\$ 103,752,250.00	N	\$ 5,187,000.00						\$ -				\$ 5,187,000.00		\$ 5,187,000.00

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Type	Total Outstanding Debt or Obligation	Retired	ROPS 22-23 Total	22-23A (July-December)					22-23A Total	22-23B (January-June)					22-23B Total
											\$ 706,877,431.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
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	Debt Service - Existing Bonds	\$ 62,778,000.00	N	\$ 3,189,250.00						\$ -				\$ 3,189,250.00		\$ 3,189,250.00
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	Debt Service - Existing Bonds	\$ 100,724,000.00	N	\$ 5,226,250.00						\$ -				\$ 5,226,250.00		\$ 5,226,250.00
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	Debt Service - Existing Bonds	\$ 118,058,360.00	N	\$ 5,500,000.00						\$ -				\$ 5,500,000.00		\$ 5,500,000.00
403	Candlestick Point Block 10a Affordable Housing	OPA/DDA/Construction	12/6/2016	6/1/2081	Candlestick 10a Associates, L.P.	HPS-CP Block 10a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	Predevelopment Loan	\$ 57,508,000.00	N	\$ 1,612,839.00	\$ 1,612,839.00					\$ 1,612,839.00						\$ -
404	Candlestick Point Block 11a Affordable Housing	OPA/DDA/Construction	2/7/2017	6/1/2081	Candlestick Point 11a, A California Limited Partnership	HPS-CP Block 11a Affordable Housing Predevelopment and Construction	HPS-CP- Housing	Predevelopment Loan	\$ 63,000,000.00	N	\$ 1,172,878.00	\$ 1,172,878.00					\$ 1,172,878.00						\$ -
406	Transbay Block 4 Affordable Housing Funding	OPA/DDA/Construction	12/31/2021	12/31/2078	TBD	Funding required for construction subsidy	Transbay - Housing	Gap Loan	\$ 47,000,000	N	\$ 47,000,000.00			\$ 47,000,000.00			\$ 47,000,000.00						\$ -
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	Debt Service - Existing Bonds	\$ 79,267,739.00	N	\$ 79,267,739.00	\$ 51,683,561.00		\$ 2,584,178.00			\$ 54,267,739.00				\$ 25,000,000.00		\$ 25,000,000.00
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	Debt Service - Existing Bonds	\$ 42,097,461.00	N	\$ 1,024,355.00						\$ -				\$ 1,024,355.00		\$ 1,024,355.00
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	Debt Service - Existing Bonds	\$ 42,953,750.00	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	Debt Service - Existing Bonds	\$ 43,932,913.00	N	\$ 3,333,119.00						\$ -				\$ 3,333,119.00		\$ 3,333,119.00
411	Enforceable Obligation Support	Project Management Costs	7/1/2022	6/30/2023	Various	Enforceable Obligation Support. Agency costs that fund project support	Various	Admin	\$ 8,694,026.00	N	\$ 8,694,026.00			\$ 6,283,439.00			\$ 6,283,439.00				\$ 2,410,587.00		\$ 2,410,587.00
412	Surety Bond Credit Program	OPA/DDA/Construction	7/1/2018	6/30/2037	TBD	Surety Bond and Credit Program	HPS-CP	Community Benefits	\$ 750,000.00	N	\$ 250,000.00			\$ 250,000.00			\$ 250,000.00						\$ -
413	Transbay Block 2 West Affordable Housing Funding	OPA/DDA/Construction	3/1/2021	3/1/2080	TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	Predevelopment Loan	\$ 46,260,000	N	\$ 46,260,000.00			\$ 3,500,000.00			\$ 3,500,000.00			\$ 42,760,000.00		\$ 42,760,000.00	
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	Debt Service - Existing Bonds	\$ 82,662,594.00	N	\$ 11,936,144.00						\$ -				\$ 11,936,144.00		\$ 11,936,144.00
416	Transbay Block 2 East Affordable Housing Funding	OPA/DDA/Construction	3/1/2021	3/1/2080	TBD	Funding required for predevelopment and construction subsidy	Transbay - Housing	Predevelopment Loan	\$ 64,500,000	N	\$ 64,480,000.00			\$ 3,480,000.00			\$ 3,480,000.00	\$ 20,030,450.00	\$ 13,967,522.00	\$ 27,002,028.00			\$ 61,000,000.00
417	Mission Bay South Block 9 Affordable Housing Funding	OPA/DDA/Construction	4/7/2020	6/30/2077	Mission Bay 9 LP	Funding required for predevelopment and construction subsidy for affordable	Mission Bay South - Housing	Gap Loan	\$ 26,000,000	N	\$ -						\$ -						\$ -
419	Mission Bay South Block 9A Affordable Housing Funding	OPA/DDA/Construction	4/7/2020	4/1/2079	350 China Basin Partners LLC	Funding required for predevelopment and construction subsidy for affordable	Mission Bay South - Housing	Gap Loan	\$ 76,000,000	N	\$ -						\$ -						\$ -
420	HPS Block 56 Affordable Housing	OPA/DDA/Construction	4/7/2020	12/1/2078	Hunters Point Block 56, L.P.	HPS Block 56 Affordable Housing Predevelopment and	HPS-CP- Housing	Gap Loan	\$ 44,559,926	N	\$ 43,200,000.00	\$ 43,200,000.00					\$ 43,200,000.00						\$ -
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	Debt Service - Existing Bonds	\$ 25,971,950.00	N	\$ 1,457,825.00						\$ -				\$ 1,457,825.00		\$ 1,457,825.00
422	Professional Services CMG Design - Essex	Professional Services	7/1/2011	6/28/2023	CMG Landscape Architecture	Payment for conceptual designs through contract	Transbay	Infrastructure	\$ -	N	\$ -						\$ -						\$ -
423	Design and Construction Monitoring of Under Ramp Park	Professional Services	7/1/2011	6/28/2023	CMG Landscape Architecture	Payment for conceptual designs through construction	Transbay	Infrastructure	\$ 2,533,711.00	N	\$ 2,533,711.00	\$ 2,533,711.00					\$ 2,533,711.00						\$ -
424	Streetscape and Open Space Improvements - Essex	Streetscape and Open Space Improvements - Essex	1/20/2005	8/4/2036	CCSF, including: Public Works and Municipal	Coordination of design review through City Department and	Transbay	Infrastructure		N	\$ -						\$ -						\$ -
428	Mission Bay South Block 12W	OPA/DDA/Construction	7/7/2021	12/1/2080	TBD	Funding required for predevelopment and construction subsidy	Mission Bay South - Housing	Predevelopment Loan	\$ 66,520,000	N	\$ 3,515,000.00						\$ -		\$ 3,515,000.00			\$ 3,515,000.00	
431	Design monitoring and Construction of Transbay Park	Professional Services	9/18/2018	9/18/2022	CCSF, including: Department of	Coordination of design review through City	Transbay	Infrastructure	\$ 43,709,184.00	N	\$ 43,709,183.00	\$ 40,986,833.00		\$ 497,879.00			\$ 41,484,712.00			\$ 2,224,471.00			\$ 2,224,471.00

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract Agreement / Termination Date	Payee	Description/Project Scope	Project Area	Type	Total Outstanding Debt or Obligation	Retired	ROPS 22-23 Total	22-23A (July-December)					22-23A Total	22-23B (January-June)					22-23B Total
											\$ 706,877,431.00	Fund Sources						Fund Sources					
											Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
433	Tax Allocation Bond Series 2021A - SB107 Housing Bond	Bonds Issued After 12/31/10	7/1/2021	7/1/2051	TBD	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - Existing Bonds	\$ 116,440,083.00	N	\$ 3,544,847.00						\$ -				\$ 3,544,847.00		\$ 3,544,847.00
434	Bond Cost of Issuance	Fees	7/1/2022	6/30/2023	SFRA, CCSF: Admin, Legal; Fiscal Consultant, Bond Counsel,	Bond Portfolio Management	All Project Areas with Bond/Loan Obligations	Professional Services	\$ 2,953,037.00	N	\$ 2,953,037.00	\$ 2,953,037.00					\$ 2,953,037.00						\$ -
435	Tax Allocation Bond Series 2022A - Infrastructure Bond	Bonds Issued After 12/31/10	7/1/2022	7/1/2052	TBD	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - New Bonds	\$ 87,000,000.00	N	\$ 8,032,853.00						\$ -				\$ 8,032,853.00		\$ 8,032,853.00
436	Mission Bay South Block 4E	OPA/DDA/Construction	7/7/2021	12/1/2080	TBD	Funding required for predevelopment and construction subsidy for affordable housing project in	Mission Bay South-Housing	Predevelopment Loan	\$ 57,600,000	N	\$ 3,515,000.00			\$ 3,515,000.00			\$ 3,515,000.00						\$ -
437	Tax Allocation Bond Series 2022B - Refunding Bond	Bonds Issued After 12/31/10	7/1/2022	7/1/2052	TBD	Bond Debt Service	All Project Areas with Bond/Loan Obligations	Debt Service - New Bonds	\$ 65,690,044	N	\$ 5,293,724.00						\$ -				\$ 5,293,724.00		\$ 5,293,724.00

Source	FY 22-23
Bond Proceeds	\$ 324,079,209.00
Reserve Balance	\$ 32,303,453.00
Other Funds	\$ 168,432,295.00
RPTTF Non-Admin	\$ 178,192,651.00
RPTTF Admin (ACA)	\$ 3,869,823.00
	\$ 706,877,431.00

Exhibit A-2, ROPS 22-23 Notes Worksheet

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 PEPRAs Miscellaneous Plan, the 22-23 ARC is \$30,508. As per the Annual Valuation Report for Classic Miscellaneous Plan, the 22-23 ARC is \$2,626,059. Thus, the total amount due is \$2,656,567
9	Retiree Health Insurance Premiums. Monthly retiree health premiums are \$65,105 per month or \$781,255 per year, plus \$813,000 for OPEB Expenses to pay down
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 21-22. Although the eligible repayment amount for ROPS 22-23 is much higher as per the legislated formula, OCII anticipates paying no more than the 21-22 amount. Repayments were
21	HPS Phase 1 DDA. This is a summary line for Lines 22, 23, 24, 25, 26, and 354. (Please note Line 36, 48, Line 76, Line 79 Line 349 and Line 381 are ROPS lines shared
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/Shipyards 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
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/Shipyards 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
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/Shipyards 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
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/Shipyards 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 6/30/2037, 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. Funded by Developer Reimbursement. This line & payments listed in Lines 31-35,37, 39,41-44, 49, 75, 77-79, 355, 376-378, 380, 398, 412 are related to enforceable obligations under Candlestick Point-Hunters Point Shipyards Disposition & Development Agreement (“Phase 2 DDA”) whereby master developer, as party to Phase 2 DDA, is obligated to pay Successor Agency for various costs associated with pre-development and development activities. Successor Agency advances these payments, which will be subsequently reimbursed by the developer as required under Phase 2 DDA. Future Successor Agency payments to implement Phase 2 DDA will appear in sub-lines following this master line in future ROPS. Contract expiration date reflects OCII obligations pursuant to Phase 2 DDA Schedule of Performance, which includes a horizontal & vertical construction work program. Work program is projected to be complete by 6/30/2037. Note Line36,
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 6/30/2037.
33	HPS Phase 2 Support Services for Planning per Phase 2 DDA and Planning Memorandum of Understanding. This is funded by developer reimbursements. These are ongoing costs which the Successor Agency anticipates until the completion of the Hunters Point/Shipyards project. The Phase 2 DDA Interagency Cooperation 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
36	Interagency Cooperative Agreement-HPS. This is funded by Developer Reimbursement and RPTTF. Per the ICA, Office of Economic and Workforce Development staff work on workforce and contracting compliance for HPS Phase 1 and Phase 2 DDAs. These are ongoing costs which the Successor Agency anticipates until the completion of the Hunters Point/Shipyards 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
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
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
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 Phase 2 DDA Financing Plan, pledge of all available Net Tax Increment from Project Area (BVHP Zone 1 & HPS) obligates Successor Agency to use tax increment and to issue bonds backed by tax increment, 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, proceeds of which reimburse master developer for infrastructure installed in plan area. Contract expiration date reflects Successor Agency's obligations pursuant to equal authority to collect tax increment in HPS Redevelopment Plan ("Plan") under Phase 2 DDA Financing Plan, affordable housing program, Tax Allocation Pledge Agreement. This legal authority under the Plan to collect tax increment expires in 12/31/2057.
50	HPS EDA Grant. This are fund from two grants from the U.S. Department of Commerce Economic Development Administration for Hunters Point/Shipyards. This is the federal share 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
72	Retire
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,
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 6/30/2037.
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

Number	Notes
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
79	HPS Environmental and Engineering Consulting Services. This is funded by Developer Reimbursement, pursuant to the Navy / Successor Agency Conveyance
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 22-23, Reserve funds, which reflect tax increment received in prior years, will be used to fund infrastructure work. 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). 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. FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. Tax Increment Allocation Pledge Agreement obligates Successor Agency to use tax increment and to issue bonds backed by tax increment (proceeds of which are used) to repay FOCIL-MB, LLC for infrastructure. Total Outstanding Debt or Obligation will vary depending on 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, proceeds of which reimburse master developer for infrastructure installed in plan area. Debt Service payments are an obligation of MBS Tax Increment Allocation Pledge Agreement, but actual payments are shown under each individual bond line item. In addition, payments to Master Developer for Infrastructure and to non-profit developers for Affordable Housing, as obligated by the OPA, are shown on separate lines. This line
87	MBS 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 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
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
89	Mission Bay Agency Costs Reimbursements. OPAs allow Successor Agency to access tax increment or direct developer fees to reimburse Agency Costs, including cost of other City agencies or outside organizations whose expertise is needed to implement OPAs, based on T&M for costs allowed by OPAs. In previous years Public Works, City Attorney's Office and other City Agencies would bill FOCIL-MB who would then seek reimbursement from tax increment pledge (Line 87). FOCIL-MB is allowed to charge interest on these payements to City Agencies. To expedite payment to City Agencies and to reduce use of tax increment, these Agencies will now be reimbursed directly from Tax Increment. Additionally it is anticipated that there will be four contracts with third party entities to provide consulting services for fiscal analysis & planning services. All costs will be paid out of Bond Proceeds, Reserve funds (which is tax increment received in prior years) or Other funds in ROPS
90	MBN and MBS DPW 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 Financial Consultants, the cost for which is paid by the Successor Agency. These costs
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
101	RETIRE IN FY 21/22: 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
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 pay debt service on bonds issued 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 implementation of Transbay Redevelopment Plan, including, but not limited to, activities related to major infrastructure improvements, including new public parks, new pedestrian oriented alleys, & widened sidewalks. Project cost for implementation of Transbay Redevelopment Plan activities set forth in Agreement shall be incurred by Agency and included in Agency's annual budget submitted to City. Total outstanding obligation is estimated public improvement costs necessary to implement redevelopment plan, specifically Transbay Streetscape and Open Space Concept Plan approved in 2006. As contracts are approved they are added as separate lines in ROPS. Total outstanding debt was estimated at \$241M as of final and conclusive determination. Current outstanding obligation amount is \$102,100,000 and is
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." Construction of the project is now complete but the contract includes a 3-year Long Term Plant Establishment ("LTPE") period that will end in FY24/25. Therefore, rolling forward \$155K in contract authority in Bonds to cover the LTPE work and allow for any final payments to Public Works.
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. Contract Dates and
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. Contract Dates and
151	The Mexican Museum Grant Agreement. This is a \$10.566 million grant agreement for predevelopment and tenant improvements for a museum.
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 21-22 due to master developer delay in constructing necessary infrastructure for the project.
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

Number	Notes
219	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. Block 48 (parcels 1 and 2) will be the final OCII funded affordable housing projects in HPS Phase 1.
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.
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 (228 for MBS Parcel 7W, 393 for MBS Parcel 6E, 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).
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), 239 (Blks 6/7), 374 (Blk 8), 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.
261	1998C Bond Debt Service.
264	1998D Bond Debt Service. Bonds were partially refunded in 2014C bonds. The total obligation is the remaining amount
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.
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 by12/31/2029 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 6/30/2037.
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
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
376	HPS Phase 2 Support services. This is funded by Developer Reimbursements. These are ong-oing 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
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. As reflected in ROPS 20-21, to date, OCII has received and will therefore expend \$500,000. 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 Payment. 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
380	Retire
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
382	2011 Hotel Occupancy Tax Refunding Bonds Debt Service. As city pays debt service, funds are included in Other.
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). The project was delayed in FYs 20/21 and 21/22 and the contract with Public Works has a remaining balance of approximately \$6.3M; the project is anticipated to restart in the B period of FY 21/22 and the current contract balance is being rolled forward. Portion of contract to be funded by RPTTF would only be drawn on if project was actually moving forward, hence request is in B period and may not be actually received if not needed. The Outstanding Balance Amount reflects the design and predevelopment work, but also now includes a \$52M estimate for construction. We
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 20-21 may continue spending into ROPS 22-23 due to State financing uncertainty. The ROPS 20-21 included OCII's construction funding, but due to project delay, committed in ROPS 21-22 instead. The source of funds is bonds. The total funding has increased by
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.
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 21-22. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed
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 21-22. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed
405	MBS Block 6W Construction. Line will be retired in ROPS 21-22
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. Anticipated gap construction loan funded by developer fees.
407	Refunding Bonds Reserve Payments. Refunding bonds requires use of reserve fund to defease bonds.

Number	Notes
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. 22/23 -
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
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. Predevelopment funds will continue to be spent in 22-23. Gap funding anticipated in ROPS 22/23 pursuant to AB471.
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. Predevelopment funds will continue to be spent in 22-23. Gap funding anticipated in ROPS 22/23 pursuant to AB471.
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.
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. \$2.9 million in predevelopment funding authority from ROPS 19-20 will roll to ROPS 21-22 to fund multi-year predevelopment activities. ROPS 21-22 also includes \$75.7 million gap construction funding that may be expended in subsequent ROPS cycles as authorized under Cal. Health & Safety Code Section 34177 (m)(1)(D), and that will be funded by bonds authorized under Cal. Health & Safety Code Section 34177 (a) (1) (A); this bond issuance will be sized to fund this loan. Construction funding for this affordable homeownership project is based on construction cost estimate of current project design. Estimate is from developer’s general contractor & reviewed by OCII. OCII’s construction funding amount also estimates other expected project financing sources. OCII’s construction funding is sized based on “gap” remaining to fully fund project. Both construction cost amount & amounts
420	HPS Affordable Housing Block 56. Per final & conclusive determination for HPS housing obligation in umbrella line 218. \$3.5M in predevelopment funds committed in ROPS 18-19 & will continue to be spent. ROPS 21-22 included \$39.5 million gap construction funding that may be expended in subsequent ROPS cycles as authorized under Cal. Health & Safety Code Section 34177 (m)(1)(D) and will be funded by bonds authorized under Cal. Health & Safety Code Section 34177 (a)(1)(A). Construction funding for this affordable rental project is based on the construction cost estimate of the current project design. Estimate is from developer’s general contractor and reviewed by OCII. OCII’s construction funding amount also estimates other expected project financing sources such as tax credit equity & tax exempt bonds. OCII’s construction funding is sized based on “gap” remaining to fully fund project. Construction cost amount & amounts from other funding sources will be
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
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 payees include CMG Landscape Architecture and all design consultants. The Under Ramp Park project was delayed in FYs 20/21 and 21/22 and the contract balance is being rolled forward to FY 22/23.
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.
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 now begin in the ROPS 23-24 which will be funded by \$3.5 million with bonds and requested at that time.
431	Design monitoring and Construction of Transbay Park. Contract to be managed by San Francisco Department of Public Works, as an ancillary contract in compliance with Section 201 of Transbay Implementation Agreement (Line 105). \$6.7 million is for project management costs during this period and will be paid from Bond proceeds and Park Fees. Contract expired as of September 2021, but an extension anticipated to be extended to include design and project management services of the surrounding streetscapes and for inclusion of Recreation and Parks Department, who has been determined to be ultimate land owner of Block 3 Park. Contract term will be extended to incorporate services up through the start of construction, which is anticipated to be in FY 23/24. The Outstanding Balance Amount reflects design and predevelopment work, but also now includes a \$37M estimate for construction. We anticipate a bond issuance in late FY22/23 and bond proceeds will be
432	Streetscape Improvement Reimbursements for Folsom Streetscape. Line will be retired in ROPS 21-22.
433	Tax Allocation Bond Series 2021A - SB107 Housing Bond. This is the estimated debt service payment for this new bond, based on 2% cost of issuance and 10% reserve with a 30 year term at 7%. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may put an
434	Bond Cost of Issuance. These charges reflect cost of the bond issuance, which is funded by bond proceeds from the issued bonds and are estimates. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may put an estimate of
435	Tax Allocation Bond Series 2022A - Infrastructure Bond. This is the estimated debt service payment for this new bond, based on 2% cost of issuance and 10% reserve with a 30 year term at 7%. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may put an
436	Mission Bay South Block 4E. 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 now begin in the ROPS 22-23 which will be funded by \$3.5 million
437	Tax Allocation Bond Series 2022B - Refunding Bond. This is the estimated debt service payment for this new bond, based on 2% cost of issuance and 10% reserve with a 30 year term at 7%. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may put an

Exhibit A-3, Cash Balances Report

San Francisco City and County ROPS 2022-23 Annual

July 1, 2019 through June 30, 2020

A	B	C	D	E	F	G	H
		Fund Sources					Comments
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
		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	
	ROPS 19-20 Cash Balances (07/01/19 - 06/30/20)						
1	Beginning Available Cash Balance (Actual 07/01/19) RPTTF amount should exclude A" period distribution amount"	\$ 49,525,381	\$ 197,520,389	\$ 79,099,032	\$ 114,686,732	\$ -	
2	Revenue/Income (Actual 06/30/20) RPTTF amount should tie to the ROPS 19-20 total distribution from the County Auditor-Controller	\$ 0	\$ (0)	\$ -	\$ 31,955,097	\$ 152,452,436	Total RPTTF Received from CCSF
3	Expenditures for ROPS 19-20 Enforceable Obligations (Actual 06/30/20)	\$ 18,920,744	\$ 34,403,517	\$ 43,236,927	\$ 22,207,558	\$ 119,094,403	Total RPTTF Expenditure reported on PPA
4	Retention of Available Cash Balance (Actual 06/30/20) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	\$ 30,604,637	\$ 163,116,872	\$ 35,862,105	\$ 124,434,271	\$ 33,221,315	
5	ROPS 19-20 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 19-20 PPA form submitted to the CAC	No entry required				\$ 136,718	19-20 PPA Savings
6	Ending Actual Available Cash Balance (06/30/20) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	

Exhibit A-4, ROPS 22-23 Summary

Requested Funding for Obligations		22-23A Total	22-23B Total
A	Obligations Funded as Follows (B+C+D)	\$ 401,919,291	\$ 122,895,666
B	Bond Proceeds	\$ 304,048,759	\$ 20,030,450
C	Reserve Balance	\$ 9,731,236	\$ 22,572,217
D	Other Funds	\$ 88,139,296	\$ 80,292,999
E	Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 27,520,143	\$ 154,542,331
F	RPTTF	\$ 23,650,320	\$ 154,542,331
G	Administrative RPTTF	\$ 3,869,823	\$ -
H	Current Period Obligations (A+E)	\$ 429,439,434	\$ 277,437,997

ROPS Total	
\$	524,814,957
\$	324,079,209
\$	32,303,453
\$	168,432,295
\$	182,062,474
\$	178,192,651
\$	3,869,823
\$	706,877,431

107-0422021-002

Agenda Item **No. 5(B)**
Meeting of January 10, 2022**INFORMATIONAL MEMORANDUM****TO:** Oversight Board**FROM:** Sally Oerth, Interim Executive Director**SUBJECT:** Workshop on the Recognized Obligation Payment Schedule for July 1, 2022 to June 30, 2023 (ROPS 22-23)**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. Any amendments to an approved ROPS are only permitted once a year and are subject to DOF under relatively strict standards.

The Office of Community Investment and Infrastructure (“OCII”), operating as Successor Agency to the San Francisco Redevelopment Agency, is seeking approval for the ROPS 22-23, which covers July 1, 2022, through June 30, 2023.

The total requested ROPS 22-23 is \$706.9 million, which includes \$324.1 million in Bond Proceeds, \$32.3 million in Reserve Funds, \$165.9 million Other Funds, \$180.7 million in Redevelopment Property Tax Trust Fund (“RPTTF”) Non-Admin, and \$3.9 million in RPTTF Admin. OCII will expend the majority of these funds on affordable housing loans and its debt program.

In ROPS 22-23, OCII will expend \$184.6 million in RPTTF Non-Admin and RPTTF Admin, which is an increase of \$36.2 million or a 24.4% increase from the amended ROPS 22-23 RPTTF request of \$148.3 million. The primary factors driving this increase are developer request to use RPTTF to partially defease outstanding debt and increases in infrastructure expenditure.

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 24, 2022. Pending Oversight Board Approval, staff will submit the ROPS to DOF on or before February 1, 2022.

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, among other things, 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 shall complete approved development projects that are subject to enforceable obligations. Importantly, Dissolution Law expressly requires Successor Agencies honor pledges of increment associated with enforceable obligations of former redevelopment agencies to the extent that the property tax revenue is necessary for expenditure in a particular fiscal year. Dissolution Law also provides for Successor Agencies to create a new enforceable obligation relying on an expenditure of property tax revenues (formerly tax increment) if the new enforceable obligation is “in compliance with an enforceable obligation” that existed prior to redevelopment dissolution and approved by DOF. Cal. Health and Safety Code §§ 34177.3 (A).

Successor agencies may also request that DOF finally and conclusively determine that certain obligations are enforceable obligations under Dissolution Law. DOF has finally and conclusively determined that the following long-term, master development agreements are enforceable obligations:

- Disposition and Development Agreement (“DDA”) for Hunters Point Shipyard (“HPS”) Phase 1;
- DDA for Candlestick Point-HPS Phase 2 (“HPS/CP”) ;
- Transbay Implementation Agreement;
- Owner Participation Agreement (“OPA”) for Mission Bay North; and
- OPA for Mission Bay South.

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 requires OCII to dispose of those assets.

Successor agencies may only expend funds related to approved enforceable obligations. To ensure that successor agencies comply with this restriction, DOF requires successor agencies to 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 February 1 of each year. After DOF approves the ROPS, the Redevelopment Dissolution Law, Cal. Health and Safety Code

34177 (o) (1) (D), authorizes the Oversight Board to amend the approved ROPS only once 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
- **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 to fund project costs. OCII receives the total amount of 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 three percent of actual prior year RPTTF Non-Admin distribution less prior year RPTTF Admin distribution and prior year city/county loan repayments. Prior Period Adjustment Savings is requested but unexpended RPTTF Non-Admin funds from the fiscal period two years prior.

Summary ROPS 22-23

The total projected ROPS 22-23 expenditure is \$706.9 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 22-23 Sources

Sources	Proposed Amount (M)
Bond Proceeds	\$324.1
Reserve Funds	\$32.3
Other Funds	\$165.9
RPTTF Non-Admin	\$180.7
RPTTF Admin	\$3.9
Total Sources	\$706.9

In ROPS 22-23, OCII's largest expenditure areas are affordable housing and costs related to debt. OCII issues bonds to fund affordable housing loans and to fund project infrastructure reimbursements, and the bonds are repaid from property tax revenues. OCII's smallest expenditure will be on Operations.

ROPS 22-23 Uses

Uses	Proposed Amount (\$M)
Affordable Housing	\$272.8
Mission Bay	\$78.2
Transbay	\$142.6
HPS/CP	\$13.4
Debt	\$181.2
Operations	\$18.7
Total	\$706.9

For further detail, see attachments. Attachment A-1: ROPS 22-23 – Detail Worksheet shows the projected revenue sources and payment amounts for July 1, 2022-June 30, 2023. Attachment A-2: ROPS 22-23 – Notes Worksheet justifies the payment amounts and provides greater detail where required.

Affordable Housing

In ROPS 22-23, OCII anticipates expending \$272.8 million to support affordable housing development required by OCII's enforceable obligations. The expenditures in the next fiscal year are on predevelopment and gap loans that fund design and construction of affordable housing in HPS Phase 1, Mission Bay South, and Transbay.

Consistent with OCII's financial structure, OCII will fund expenditures with bond proceeds, other funds, and reserve funds. Bond proceeds and other funds, which are mostly comprised of developer fees, fund primarily predevelopment and gap loans. Reserve funds will fund a smaller portion of the loans.

ROPS 22-23 Affordable Housing Expenditure

Uses	Sources (\$M)	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Gap Loan		\$125.2	\$14.0	\$123.7	-	-	\$262.9
Predevelopment Loan		\$2.8	-	\$7.0	-	-	\$9.8
Total		\$128.0	\$14.0	\$130.8	-	-	\$272.8

**Numbers are slightly off due to rounding.*

OCII's development agreements require the agency to produce over 7,036 affordable housing units, approximately 4,249 of which must be funded by OCII. OCII has completed 2,613 affordable housing units as of June 30, 2021. In ROPS 22-23, OCII will provide funding for approximately 1,371 units, which is about 32% percent of the total number of units it is obligated to fund. Most of the expenditure will occur in Transbay. The table below details expenditure by project area.

ROPS 22-23 Expenditure by Project Area

Project	Type	Amount (\$M)	Number of Units
HPS Blocks 52/54	Predevelopment & Gap Loans	\$62.0	112 units
HPS Block 56	Predevelopment & Gap Loan	\$43.2	73 units
CP Block 11a	Predevelopment Loan	\$1.2	176 units
CP Block 10a	Predevelopment Loan	\$1.6	156 units
HPS/CP Total		\$108.0	517 units
TBY Block 2 West	Predevelopment & Gap Loan	\$46.3	150 units
TBY Block 2 East	Predevelopment & Gap Loan	\$64.5	172 units
TBY Block 4	Gap Loan	\$47.0	202 units
Transbay Total		\$157.8	524 units
MBS Block 12W	Predevelopment Loan	\$3.5	165 units
MBS Block 4E	Predevelopment Loan	\$3.5	165 units
Mission Bay Total		\$7.0	330 units
Total		\$272.8	1,371 units

Mission Bay Project Area

The two Mission Bay project areas were established in 1998: Mission Bay North and Mission Bay South. The Mission Bay project areas are a vibrant transit-oriented and mixed-use community that will upon completion consist 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, two hotels, library, public 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 the City/Port 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 22-23, OCII anticipates expending \$78.2 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 significant amounts of infrastructure requiring large reimbursements. The smallest expenditures are related to the art program and other debt. The art program reflects expenditure of developer fees received to fund art installation in Mission Bay public open spaces, per San Francisco Planning Code. The other debt reflects payments made from property tax on reserve to defease Community Facilities District 4 2002 Mello Roos Variable Rate Bonds.

ROPS 22-23 Mission Bay Expenditure

Sources (\$M)	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Uses						
Infrastructure	\$42.5	\$17.0	-	\$13.3	-	\$72.8
Professional Services	\$3.1	\$0.2	\$0.7	-	-	\$3.9
Art Program	-	-	\$1.4	-	-	\$1.4
Other Debt	-	\$0.0 (\$70k)	-	-	-	\$0.0 (\$70k)
Total	\$45.6	\$17.2	\$2.1	\$13.3	-	\$78.2

Under ROPS 22-23, OCII will continue to fund the completion of infrastructure, including parks and streets, and the management of existing parks and open space. Staff will also work to increase entitlements for housing. OCII will fund most of the Mission Bay expenditure with Bond Proceeds and Reserve Balance, which fund infrastructure reimbursements and Professional Services. OCII will use Other Funds to fund the art program and entitlements.

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 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 22-23, OCII anticipates expending \$142.6 million to continue its work in the Transbay project area. The largest expenditure will be on infrastructure, specifically Under Ramp and Transbay parks.

The second largest expenditure will be the Transbay Joint Powers Authority (“TJPA”) Pledge. The TJPA Pledge is required under the Tax Increment and Sales Proceeds Pledge Agreement, which irrevocably commits net tax increment and sales proceeds from formerly State-owned parcels to fund the “Transbay Terminal Project,” which is defined as “a publicly-owned multimodal terminal with an underground train connection to existing rail lines terminating at 4th and Townsend Streets.” Consistent with this agreement, in ROPS 22-23, OCII will transfer Pledged RPTTF Non-Admin to the TJPA to fund the Transbay Terminal Project. The smallest expenditure will be on professional services, which consists of design, real estate consulting, and other miscellaneous professional services.

22-23 Transbay Expenditure

Sources (\$M)	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Uses						
Infrastructure	\$95.7	-	\$6.9	\$2.2	-	\$104.8
Professional Services	-	-	\$0.5	\$0.5	-	\$1.0
TJPA Pledge	-	-	-	\$36.8	-	\$36.8
Total	\$95.7	-	\$7.3	\$39.6	-	\$142.6

In ROPS 22-23, OCII staff will prepare the Transbay Temporary Terminal site for future development while managing a third party’s interim activation of the site, designing Under Ramp and Transbay parks, as well as two street extensions and sidewalks adjacent to Transbay Park, reviewing and processing development documentation for Transbay Block 4 and processing the Schematic Design and Design Development plans for Transbay Block 2, an OCII-funded affordable housing development.

OCII will fund most of the Transbay expenditure with bond proceeds, which fund infrastructure, and with Pledged RPTTF Non-Admin, most of which will 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 770 acres along the southeastern waterfront of San Francisco. The Shipyard Redevelopment Plan, the Bayview Hunters Point Redevelopment Plan, and the DDA for Candlestick Point/HPS Phase 2 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 2006, and Candlestick/Shipyard Phase 2 Project approvals implemented 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 22-23, OCII anticipates expending \$13.4 million to continue its work in the HPS/CP project area. The largest expenditure is on infrastructure, which includes expending grant funds to stabilize and rehabilitate Building 101. The second largest expenditure is professional services such as design, infrastructure plan review, construction management, and legal support for land transactions for HPS/CP development. The smallest expenditures are for community benefits such as scholarships, educational improvement, and contractor assistance.

ROPS 22-23 Hunters Point Shipyard/Candlestick Expenditure

Sources (\$M)	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Uses						
Infrastructure	-	\$0.1	\$6.4	\$1.2	-	\$7.7
Professional Services	-	-	\$3.3	-	-	\$3.3
Community Benefits	-	-	\$2.0	-	-	\$2.0
Lease Payments to Navy	-	-	\$0.4	-	-	\$0.4
Total	-	\$0.1	\$12.1	\$1.2	-	\$13.4

In ROPS 22-23, OCII will begin construction on four development blocks in HPS Phase 1, redesign the phasing of supporting infrastructure for Candlestick Point, 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 10% match requirement of the federal grant and fund developer reimbursements.

Debt

In ROPS 22-23, OCII anticipates expending \$181.2 million on its debt program. The current outstanding principal balance on OCII's bonds is \$984.0 million as of December 31, 2021. 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 use of \$79.3 million in 2016D bond proceeds and RPTTF Non-Admin to complete a tax-exempt to taxable

refunding of 2016D that will reduce debt service costs, mitigate tax risk, and preserve bond proceeds for future expenditure. The smallest expenditure will be for cost of issuance for two planned bond issuances: the previously mentioned 2016D refunding and a \$89.0 million tax-exempt infrastructure bond to fund Under Ramp and Transbay parks.

ROPS 22-23 Debt

Sources (\$M)	Bond Proceeds	Reserve Funds	Other Funds	RPTTF Non-Admin	RPTTF Admin	Total
Uses						
Debt Service - Existing TAB Bonds	-	-	-	\$80.0	-	\$80.0
Debt Service - New TAB Bonds	-	-	-	\$13.3	-	\$13.3
Refunding 2016D	\$51.6		\$2.6	\$25.0		\$79.3
Other Debt	-	-	\$4.5	\$1.1	-	\$5.6
Professional Services – Cost of Issuance	\$3.0	-	-	-	-	\$3.0
Total	\$54.6	-	\$7.1	\$119.4	-	\$181.2

Operating Costs

In ROPS 22-23, OCII will expend \$18.7 million to fund its operational costs. Specifically, OCII expects to expend \$9.4 million on salaries and benefits, which reflects labor costs for 55 full-time equivalent (“FTE”) staff. There are no new FTE. OCII will expend the remaining \$5.0 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 \$4.3 million in RPTTF Non-Admin on its retirement obligations, including accrued pension liability, health benefits for current retirees, and accrued retiree health liability.

ROPS 22-23 Operating Costs

Operations	Amount (\$M)
Sources	
Bond Proceeds	\$0.1
Reserve Funds	\$1.0
Other Funds	\$6.6
RPTTF Non-Admin	\$7.2
RPTTF Admin	\$3.9
Total	\$18.7
Uses	
Salaries and Benefits	\$9.4
Non-Labor	\$5.0
Retiree Health and Pension	\$4.3
Total	\$18.7

OCII will fund the majority of its operating costs with RPTTF Non-Admin and Other Funds, most of 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 and administer the debt portfolio.

RPTTF Request

In ROPS 22-23, OCII will expend \$184.6 million in RPTTF Non-Admin and RPTTF Admin, which is an increase of \$36.2 million or a 24.4% increase from the amended ROPS 21-22 request of \$148.3 million. The primary factors driving this increase is the use of RPTTF for infrastructure work in Mission Bay and Transbay.

ROPS 21-22 RPTTF vs. ROPS 22-23 RPTTF

Uses	ROPS 21-22 Amount (\$M)	ROPS 22-23 Proposed (\$M)	Difference (\$M)	Percent Change	Explanation
Affordable Housing	\$0.0	\$0.0	-	-	No change.
Mission Bay	\$0.0	\$13.3	\$13.3	100%	Increase due to developer's request for pledged RPTTF to fund infrastructure reimbursements.
Transbay	\$32.4	\$39.6	\$7.2	22.2%	Increase due to growth in pledged RPTTF for TJPA.
HPS/CP	\$1.5	\$1.2	(\$0.3)	-18.5%	Decrease in use of RPTTF Non-Admin for grant matching funds, offset by increase in Pledged RPTTF Non-Admin generated in project area.
Asset Management	\$0.0	\$0.0	\$0.0	-	No change.
Debt	\$104.2	\$119.5	\$15.3	14.7%	Increase due to developer request to partially defease 2016D bond, offset by planned decrease in debt service schedule
Operations	\$10.3	\$11.1	\$0.8	7.3%	Increase due to spend down of Reserve Balance in prior year, requiring new RPTTF Non-Admin to fund costs in current year.
Total	\$148.3	\$184.6	\$36.2	24.4%	

Changes in ROPS Lines

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

Retired Lines

In general, retiring lines signifies that OCII has completed the enforceable obligation and is winding down, as required by Dissolution Law. In ROPS 22-23, OCII will retire 3 lines due to asset transfers and completion of affordable housing projects:

- Line 72 for Cal REUSE - Retired due to grant close-out
- Line 306 for Tax Allocation Bond Series 2007B - Retired due to bond defeasance
- Line 380 HPS Phase 2 DDA Community Benefits Agreement - Retired due to disbursement of funds for South East Health Center

New Lines

In ROPS 22-23, OCII will add 3 new lines:

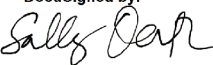
- Line 435 for the debt service payment for Tax Allocation Bond Series 2022A – Infrastructure Bond,
- Line 436 for the debt service payment for Tax Allocation Bond Series 2022B – Infrastructure Bond (MB Refunding), and
- Line 437 for Mission Bay South Block 4E affordable housing project.

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 24, 2022. Pending Oversight Board Approval, staff will submit the ROPS to the DOF on or before February 1, 2022. 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 final determinations on ROPS 22-23, 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 2022 property tax distribution. Staff will update the Oversight Board on the final actions of the ROPS process. During ROPS 22-23, OCII may request one amendment to ROPS 22-23. OCII must make the request before October 1, 2022 and must be for payments made in the B period.

(Originated by Mina Yu, Budget & Project Finance Manager)

DocuSigned by:

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Sally O'Connell

Interim Executive Director

Attachment A-1: ROPS 22-23 – Detail Worksheet
Attachment A-2: ROPS 22-23 – Notes Worksheet

Attachment A-1, ROPS 22-23 Detail

Item #	Project Name / Debt Obligation	Obligation Type	Contract/ Agreement Execution Date	Contract/ Agreement Termination Date	Payee	Description/Project Scope	Project Area	Type	Total Outstanding Debt or Obligation	Refund	22-23A (July-December)					22-23B (January-June)					22-23B Total
											Bond Proceeds	Reserve Balance	Fund Sources Other Funds	RPTF	Admin RPTF	Bond Proceeds	Reserve Balance	Fund Sources Other Funds	RPTF	Admin RPTF	
1	Agency Admin Operations	Admin Costs	7/1/2022	6/30/2023	Agency and contracted staff resources	Agency and contracted staff resources	ADM	Admin	\$ 3,869,833	N	\$ 3,869,833				\$ 3,869,833						\$ -
7	Agency Admin Operations	Miscellaneous	7/1/2022	6/30/2023	CA HRS	Accrued Pension liability - Current payment amount based on amount earned by employee for contract year 2022-2023	ADM	Admin	\$ 2,656,567	N	\$ 2,656,567			\$ 2,656,567							\$ -
9	Agency Admin Operations	Miscellaneous	7/1/2022	6/30/2023	CalPERS	Retiree Medical Insurance	ADM	Admin	\$ 2,594,255	N	\$ 2,594,255				\$ 2,594,255						\$ -
12	LMHF Loan Repayment per Bunker SPA Resolution No. 25-2010		3/16/2010	6/30/2023	Successor Agency	Repayment of \$16.483 borrowed by the former SF Agency from Low-Moist Income Housing Fund established in 2010	All Project Areas with Bond/Loan Obligations	Other Debt	\$ 1,123,776	N	\$ 1,123,776				\$ -	\$ 1,123,776					\$ 1,123,776
21	HPS Phase 1 DDA	OPM/DDA/Construction	12/2/2003	12/31/2029	Various payees listed	Disposition and development of various parcels	HPS-CP	Other	\$ 20,410,831	N	\$ -				\$ -						\$ -
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2029	CCS/DPW (Phase 1)	City staff reimbursement for performance on HPS	HPS-CP	Infrastructure	\$ 6,000,000	N	\$ 1,000,000		\$ 1,000,000		\$ -						\$ -
23	Interagency Cooperative Agreement HPS	Project Management Costs	2/1/2005	12/31/2029	CCS/ City Attorney or outside counsel	City attorney or outside counsel for work performed on HPS	HPS-CP	Professional Services	\$ 936,000	N	\$ 156,000		\$ 156,000		\$ -						\$ -
24	Interagency Cooperative Agreement HPS	Project Management Costs	2/1/2005	12/31/2029	CCS/DPH (Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 1,200,000	N	\$ 200,000		\$ 200,000		\$ -						\$ -
25	Consulting Contract	Professional Services	7/1/2018	6/31/2018	M/I/Other	Administrative services for the HPS	HPS-CP	Professional Services	\$ 4,480,000	N	\$ 320,000		\$ 320,000		\$ -						\$ -
26	HPS Phase 1 DDA- Community Benefits Agreement	OPM/DDA/Construction	12/2/2003	12/31/2029	Various payees	Phase 1 DDA required transfer of community benefits	HPS-CP	Community Benefits	\$ 764,315	N	\$ 764,315		\$ 764,315		\$ -						\$ -
30	HPS Phase 2 DDA	OPM/DDA/Construction	6/3/2010	6/30/2037	Various payees listed	Disposition and development of various parcels	HPS-CP	Professional Services	\$ 99,036,594	N	\$ -				\$ -						\$ -
31	Consulting Services	Professional Services	7/1/2019	6/30/2037	TBD	Relocation services	HPS-CP	Professional Services	\$ 1,000,000	N	\$ -		\$ -		\$ -						\$ -
32	Legal Service Contract	Professional Services	2/3/2009	6/30/2037	Kate Rock (Phase 1)	Legal services provided to HPS	HPS-CP	Professional Services	\$ 500,000	N	\$ -		\$ -		\$ -						\$ -
33	Interagency Cooperative Agreement HPS	Project Management Costs	6/3/2010	6/30/2037	CCS/ Planning Phase 2	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 332,000	N	\$ 140,000		\$ 140,000		\$ -						\$ -
34	Interagency Cooperative Agreement HPS	Project Management Costs	6/3/2010	6/30/2036	CCS/ City Attorney or outside counsel	City attorney or outside counsel for work performed on HPS	HPS-CP	Professional Services	\$ 7,000,000	N	\$ 500,000		\$ 500,000		\$ -						\$ -
35	Interagency Cooperative Agreement HPS	Project Management Costs	6/3/2010	6/30/2037	CCS/DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Infrastructure	\$ 21,000,000	N	\$ 1,500,000		\$ 1,500,000		\$ -						\$ -
36	Interagency Cooperative Agreement HPS	Project Management Costs	6/3/2010	6/30/2037	CCS/ ODWD (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 726,000	N	\$ 52,000		\$ 52,000		\$ -						\$ -
37	Interagency Cooperative Agreement HPS	Project Management Costs	6/3/2010	6/30/2037	CCS/DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 5,600,000	N	\$ 400,000		\$ 400,000		\$ -						\$ -
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	6/30/2037	CCS/MTA (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	Infrastructure	\$ 3,570,000	N	\$ 255,000		\$ 255,000		\$ -						\$ -
41	Legal Service Contract	Professional Services	1/9/2017	6/30/2037	Jones-Hall (Phase 2)	Bond counsel and registration services	HPS-CP	Professional Services	\$ 73,243	N	\$ 73,243		\$ 73,243		\$ -						\$ -
42	Legal Service Contract	Professional Services	9/30/2017	6/30/2037	Shute Minahy (Phase 2)	Legal services contract related to State Lands staff	HPS-CP	Professional Services	\$ 3,400,000	N	\$ 340,000		\$ 340,000		\$ -						\$ -
43	State Lands Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2033	State Lands Commission	State Lands staff reimbursement for work performed on HPS	HPS-CP	Professional Services	\$ 250,000	N	\$ 25,000		\$ 25,000		\$ -						\$ -
44	State Parks Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2033	CA State Parks	State Parks staff reimbursement for work performed on HPS and other employees	HPS-CP	Professional Services	\$ 220,000	N	\$ 22,000		\$ 22,000		\$ -						\$ -
48	Financial Services	Professional Services	8/1/2018	6/30/2033	Various payees	Financial services	HPS-CP	Professional Services	\$ 726,000	N	\$ 72,000		\$ 72,000		\$ -						\$ -

Item #	Project Name / Debt Obligation	Type	Contract / Agreement Execution Date	Contract / Agreement Termination Date	Payee	Description/Project Scope	Project Area	Type	Total Outstanding Debt or Obligation	Refined	22-23A (July-December)					22-23B (January-June)					22-23B Total
											Bond Proceeds	Reserve Balance	Fund Services Other Funds	RPTT	Admin RPTT	Bond Proceeds	Reserve Balance	Fund Services Other Funds	RPTT	Admin RPTT	
									\$	Total	\$	706,877,431									
									\$	Total	\$	36,869,342									
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPW/DDA/Construction	1/20/2005	1/20/2050	Bank of New York	This tax increment generated from the sale of the State-owned parcels in pledged to TPA for development of the State-owned parcels as required by the Redevelopment Plan and the Department of Transportation Infrastructure Innovation Act (TIPIA) loan with the U.S. Department of Transportation. The tax increment will be repaid with the State-owned parcels.	Transbay	Pledged RPTT	\$ 1,050,000,000	N				\$ 18,404,971					\$ 18,404,971		\$ 18,404,971
105	Implementation Agreement	OPW/DDA/Construction	1/20/2005	8/4/2036	Various	The Agency shall execute all activities related to the implementation of the Redevelopment Plan, including, but not limited to, activities related to infrastructure improvements, including new public parks, new sidewalks, etc. The project cost for the Redevelopment Plan activities set forth in the shall be an indirect effect incurred by the Agency and the City. The Agency shall submit the budget submitted to the City.	Transbay	OPW/DDA	\$ 75,000,000	N				\$							\$ -
107	Streetscape and Open Space Improvements for Folson	Project Management Costs	9/17/2013	9/30/2024	CCSF, Department of Public Works, Municipal Transportation Agency	Coordination of design review through City of San Francisco and Municipal Transportation Agency	Transbay	Infrastructure	\$ 2,230,862	N				\$ 155,000							\$ -
109	Implementation Agreement	Legal	7/1/2022	6/30/2023	City Attorney or outside counsel	Review of all documents and contracts for the implementation of advisory services for the implementation of the Mexican Museum/CCSF	Transbay	Professional Services	\$ 40,000	N			\$ 15,000	\$ -			\$ 15,000	\$ 10,000			\$ 25,000
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	7/1/2022	6/30/2023	Various	Consultant and advisory services for the implementation of the Mexican Museum/CCSF	Transbay	Professional Services	\$ 983,000	N			\$ 430,000	\$ 224,300				\$ 655,200	\$ 307,800		\$ 307,800
151	The Mexican Museum	Miscellaneous	12/14/2020	6/14/2022	The Mexican Museum/CCSF	A Grant Agreement with the Mexican Museum to provide funding for the development, design and construction of a new museum associated with a new mixed-use development. The grant includes 705 Mission Street and Agency disposition obligation for 504 Alice Griffith units.	NBC	NBC	\$ 6,786,115	N											\$ -
161	Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Planning	OPW/DDA/Construction	6/3/2010	12/31/2081	CP Development LLC, LP, Alice Griffith units	Agency disposition obligation for 504 Alice Griffith units	HPS CP- Housing	Gap Loan	\$ 66,800,000	N											\$ -

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Attachment A-2, ROPS 22-23 Notes Worksheet

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 h combined into Line 1. All costs relating to supporting enforceable obligations related to project areas and affordable housing have been moved to line 411. 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 PEPPA Miscellaneous Plan, the 22-23 ARC is \$30,508. As per the Annual Valua Report for Classic Miscellaneous Plan, the 22-23 ARC is \$2,626,059. Thus, the total amount due is \$2,656,567
9	Retiree Health Insurance Premiums. Monthly retiree health premiums are \$117,093 per month or \$1,405,121 per year, plus \$813,000 for OPEB Expenses to
12	Repayment of LMIHF Loan for 2010 SERAF. The Low and Moderate Income Housing Fund ("LMIHF") loaned the San Francisco Redevelopment Agency \$16.4 to assist with the Supplemental Educational Revenue Augmentation Fund ("ERAF") payment due in 2010 (SFRA Reso 25-2010). Repayment obligation includ accrued at applicable Local Agency Investment Fund ("LAIF") rate since March 2010. The Successor Agency paid \$1,772,608 in ROPS 21-22. Although the eli repayment amount for ROPS 22-23 is much higher as per the legislated formula, OCII anticipates paying no more than the 21-22 amount. Repayments were
17	College Track Indemnification Agreement. This is a contingent liability arising out of an indemnification agreement signed by the Successor Agency, the San Community Investment Fund ("SFCIF") and SFCIF SUB-Community Development Enterprise ("CDE") for the purpose of funding a project with New Markets T 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 d
20	Ground Lease for Foodco (Cala Foods) Site. This ground lease is an enforceable obligation of the Successor Agency's project work. This asset was included
21	HPS Phase 1 DDA. This is a summary line for Lines 22, 23, 24, 25, 26, and 354. (Please note Line 36, 48, Line 76, Line 79 Line 349 and Line 381 are ROPS line
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 c of the Hunters Point/Shipyard project. Both the Phase 1 DDA (under Section 10 Agency Administration) and the Interagency Cooperative Letter Agreement ("Fees and Exactions") allow for the reimbursement of City/Successor Agency costs on an as-needed basis. Contract expiration date reflects OCII obligations to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program is projected to be con
23	HPS Phase 1 City Attorney/Outside Counsel. This is funded by Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipates unt 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 re obligations pursuant to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program
24	HPS Phase 1 Department of Public Health ("DPH"). This is funded by Developer Reimbursement. This is an ongoing cost that the Successor Agency anticipa the completion of the Hunters Point/Shipyard project. Both the Phase 1 DDA (under Section 10 Agency Administration) and the Interagency Cooperative Let Agreement (on page 3 "Fees and Exactions") allow for the reimbursement of City/Successor Agency costs on an as-needed basis. Contract expiration date re obligations pursuant to the Phase 1 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work program
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 en Hunters Point/Shipyard project. The Interim Lease, (under Exhibit E-1 – Baseline Services) requires a site office/administrative services and maintenance ser
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 Sectic "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 31-35, 37, 39, 41-44, 49, 75, 77-79, 355, 376- 398, 412 are related to the enforceable obligations under the Candlestick Point-Hunters Point Shipyard Disposition and Development Agreement ("Phase 2 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 a development activities. The Successor Agency advances these payments, which will be subsequently reimbursed by the developer as required under the Ph Future Successor Agency payments to implement the Phase 2 DDA will appear in sub-lines following this master line in future ROPS. Contract expiration dat OCII obligations pursuant to the Phase 2 DDA Schedule of Performance, which includes a horizontal and vertical construction work program. The work prog
31	HPS Relocation Services. This is funded by Developer reimbursement. The Federal Union Relocation Act requires relocation planning and provision of reloc 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 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 obligat pursuant to the Navy/Agency Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be 6/30/2037.
33	HPS Phase 2 Support Services for Planning per Phase 2 DDA and Planning Memorandum of Understanding. This is funded by developer reimbursements. ongoing costs which the Successor Agency anticipates until the completion of the Hunters Point/Shipyard project. The Phase 2 DDA Interagency Cooperatic Agreement allows for the reimbursement of City costs on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 2 DD/
36	Interagency Cooperative Agreement-HPS. This is funded by Developer Reimbursement and RPTTF. Per the ICA, Office of Economic and Workforce Develo staff work on workforce and contracting compliance for HPS Phase 1 and Phase 2 DDAs. These are ongoing costs which the Successor Agency anticipates ur completion of the Hunters Point/Shipyard project. The Phase 2 DDA Interagency Cooperation Letter Agreement allows for the reimbursement of City costs needed basis. Contract expiration date reflects OCII obligations pursuant to the Phase 2 DDA Schedule of Performance, which includes a horizontal and vert
41	HPS Public Finance Counsel Support. This is funded by Developer Reimbursements. Under the Phase 2 DDA Financing Plan, Section 4.2 "Alternative Financi requires the Successor Agency to pursue "other methods of Public Financing for Project Costs"....including tax-exempt bonds, taxable bonds, tax-credit bond 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. State Park Site" place a legally binding obligation on the Successor Agency to "effectuate the planned consolidation and reconfiguration of lands within the 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 Californ Department of Parks and Recreation. The costs of consultant services and fees associated with this are enforceable obligations. The contract expiration date the current three-year contract. However, the Successor Agency's obligations relating to the State Lands transfer continue through the last State Park closin
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 Exchang 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 w 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 Department of Parks and Recreation. The costs of consultant services and fees associated with this are enforceable obligations. Services are provided and re
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 pr professional services on as-needed basis to provide technical peer review of proformas, independent market and financial analysis, ongoing strategic advic 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 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 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 actual cost of infrastructure and timing of issuance of bonds. Tax increment is irrevocably pledged to provide for direct reimbursement and payment of deb on bonds, the proceeds of which reimburse master developer for infrastructure installed in plan area. Contract expiration date reflects Successor Agency's (pursuant to the legal authority to collect tax increment in the HPS Redevelopment Plan ("Plan") under the Phase 2 DDA Financing Plan, affordable housing p the Tax Allocation Pledge Agreement. This legal authority under the Plan to collect tax increment expires in 12/31/2057.
50	HPS EDA Grant. This are fund from two grants from the U.S. Department of Commerce Economic Development Administration for Hunters Point/Shipyard. federal share to perform capital repairs and improvements to Building 101, which houses artists' studios. The grant requires a 10% local match funded by R
62	Building 101 Capital Repairs. Funded through grants from the U.S. Department of Commerce Economic Development Administration, this contract is for ca improvements to Building 101 and existing artists' studio building. Improvements include a multi-purpose room, life and fire safety improvements, and acce
72	Retire
75	HPS Navy Conveyance Agreement. This is funded by Developer Reimbursements. This line and the payments related to Navy leases are enforceable obligat under the Conveyance Agreement, which is a transfer agreement between Successor Agency and Navy that expires when last parcel transferred. The Navy s parcel to Successor Agency for \$1 per parcel. Contract expiration date reflects Successor Agency's obligations pursuant Navy / Agency Conveyance Agreeeme

Number	Notes
76	HPS Property Management. This is funded by Developer Reimbursements. Site office/administrative services and Maintenance Services are required by the Lease under Exhibit E-1 - Baseline Services. These services are provided on an as-needed basis. Contract expiration date reflects OCIL obligations to transfer to the Developer per the Phase 2 DDA Schedule of Performance, which provides for completion by 6/30/2037.
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 the 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, with the final transfer date to be determined.
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 the final Navy parcel to transfer, with the final transfer date to be determined.
79	HPS Environmental and Engineering Consulting Services. This is funded by Developer Reimbursement, pursuant to the Navy / Successor Agency Conveyance Agreement with the U.S. Navy. Contract expiration date reflects Successor Agency obligations pursuant to the Navy / Successor Agency Conveyance Agreement through to the transfer of the final Navy parcel to transfer, with the final transfer date to be determined.
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 22-23, Reserve funds, which reflect tax increment received in prior years, will be used to fund infrastructure work. <u>total amount of the Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC.</u>
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 principal existing 2002 CFD Bond. This is a subline of Line 84 (moved from Line 86 of ROPS 17-18). 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. <u>total amount of the Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC.</u>
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.
87	MBS 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 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. 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.
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.
89	Mission Bay Agency Costs Reimbursements. OPAs allow Successor Agency to access tax increment or direct developer fees to reimburse Agency Costs, including costs of other City agencies or outside organizations whose expertise is needed to implement the OPAs, based on T&M for costs allowed by the OPAs. In previous years Public Works, the City Attorney's Office and other City Agencies would bill FOCIL-MB who would then seek reimbursement from the tax increment pledge agreement. FOCIL-MB is allowed to charge interest on these payments to City Agencies. To expedite the payment to City Agencies and to reduce the use of tax increment, these Agencies will now be reimbursed directly from Tax Increment. Additionally it is anticipated that there will be four contracts with third party entities to provide consulting services for fiscal analysis and planning services. All costs will be paid out of Bond Proceeds, Reserve funds (which is tax increment received in prior years) and other funds. <u>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.</u>
90	MBN and MBS DPW 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 through a contract between the City's Department of Public Works ("DPW") and Financial Consultants, the cost for which is paid by the Successor Agency. The cost for which is paid by the Successor Agency. The cost for which is paid by the Successor Agency.
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 South Redevelopment Plan).
101	RETIRED IN FY 21/22: Transbay Folsom Design Services. Ancillary contract in compliance with the Transbay Implementation Agreement (Line 105), which was 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.
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 TIPA for development to the Transit Center as required by the Redevelopment Plan Cooperative Agreement. TIPA will use these funds to pay debt service on bonds issued to repay the Transportation Infrastructure Finance and Innovation Act loan executed between TIPA and US Department of Transportation. Tax increment from the state-owned parcels provided to TIPA is net of AB1290 pass-through 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 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 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.
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." Construction of the project is now complete but the contract includes a 3-year Long Term Plant Establishment ("LTPE") period that will end in FY24/25. Therefore, rolling forward \$155K in contract authority in Bonds to cover the LTPE work and allow for any final payments to Public Works.
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 to "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. Source of funds for attorney review of development parcel documents is developer fees whenever billable. In some cases, attorney reviews may be for itemized costs.
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 developer fees that cannot be reimbursed must be covered by RPTTF, including economic forecasting, infrastructure planning, management, and construction. Contract expiration date reflects Successor Agency obligations pursuant to the Navy / Agency Conveyance Agreement, through to the final Navy parcel to transfer, with the final transfer date to be determined.
151	The Mexican Museum Grant Agreement. This is a \$10.566 million grant agreement for predevelopment and tenant improvements for a museum.
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 numbering system). Pursuant to HPS Phase 2 DDA, this line requests capital funds to rebuild the Alice Griffith Public Housing development, which consists of 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 19 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 19 as predevelopment funding is not subject to AB 471. However, Phases 5 and 6 are now delayed and not included in ROPS 21-22 due to master developer constructing necessary infrastructure for the project.

Number	Notes
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 ROF numbering system). Contractual obligation under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement to fund and construct affordable 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 timing of issuance of bonds. Obligation remains until affordable housing obligation is fulfilled. The estimated cost for first project (Blocks 52 & 54) has been \$205,000,000, and second project Block 56 to new line 420.
219	HPS Phase 1 Affordable Housing Obligation. FINAL & CONCLUSIVE DETERMINATION RECEIVED 12/14/12 (shown as line 173 on the F&C which used the ROF numbering system). Contractual obligation under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement to fund and construct affordable 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 timing of issuance of bonds. Obligation remains until affordable housing obligation is fulfilled. The estimated cost for first project (Blocks 52 & 54) has been new Line 395, and second project Block 56 to new line 420. Block 48 (parcels 1 and 2) will be the final OCII funded affordable housing projects in HPS Phase 1.
220	Mission Bay North Affordable Housing Obligation. FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This line reflects the Pledge of Property Tax Increment 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 amount included in that number for the housing debt service obligations included on separate ROPS lines: Series 2006A, 2007A, 2009A, 2009E, and 2011E.
226	Mission Bay South Affordable Housing Obligation. FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This line reflects Pledge of Property Tax Revenue 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 (228 for MBS Parcel 7W, 393 for MBS Parcel 6E, 394 for MBS Parcel 3E, 405 for MBS Parcel 6W, 417 for MBS Parcel 9, 419 for MBS Parcel 12W) and 428 for MBS Parcel 12W).
237	Transbay Affordable Housing Obligation. FINAL & CONCLUSIVE DETERMINATION RECEIVED 4/15/13. Requirement of the Implementation Agreement (Line 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 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 million 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 on associated tax allocation bonds required per this obligation are shown on individual Transbay lines: Lines 238 (R.C. Apts), 239 (Blks 6/7), 374 (Blk 8), 406 (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, 364, and 291.
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
345	Bond Management Administration Costs. The RPTTF charges reflect the cost of bond portfolio management, related accounting, CCSF and outside legal and financial advisor services, fiscal consultant services and other costs directly arising from contractual, regulatory and statutory bond obligations.
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 HPS Phase 1 Project. The work program is projected to be complete by 12/31/2029 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 6/30/2037.
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 (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) \$1,000,000 in traffic improvement 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 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 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 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 included in ROPS 16-17.
373	Property Management and Disposition Costs. The Successor Agency will be incurring certain costs associated with the management and disposition of project. 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 6/30/2037.
377	HPS Phase 2 Community Benefits Agreement Scholarship Program. This is funded by Developer Payments. In accordance with the Phase 2 Community Benefits Agreement 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. As required by ROPS 20-21, to date, OCII has received and will therefore expend \$500,000. 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 Payment. Pursuant to the Phase 2 Community Benefits Agreement 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, Line 67 on ROPS III, which was finally and conclusively determined to be an enforceable obligation on December 14, 2012. Payments will be disbursed over time.
380	Retire
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 Cooperation 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 technical support.
382	2011 Hotel Occupancy Tax Refunding Bonds Debt Service. As city pays debt service, funds are included in Other.
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). The project was delayed in FYs 20/21 and 21/22 and the contract with Public Works has remaining balance of approximately \$6.3M; the project is anticipated to restart in the B period of FY 21/22 and the current contract balance is being rolled forward. Portion of contract to be funded by RPTTF would only be drawn on if project was actually moving forward, hence request is in B period and may not be actually received if not needed. The Outstanding Balance Amount reflects the design and predevelopment work, but also now includes a \$52M estimate for construction of the park.
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 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 20-21 may continue spending into ROPS 22-23 due to State financing uncertainty. The ROPS 20-21 included OCII's construction funding, but due to project delay, committed in ROPS 21-22 instead. The source of funds is bonds. The total funding has increased to \$4.0M.
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 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.
401	Tax Allocation Series MBS2016C. Mission Bay South refunding bond.
402	Tax Allocation Series MBS2016D. Mission Bay south subordinate bond.

Number	Notes
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 215 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 during ROPS 21-22. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be n
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 215 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 during ROPS 21-22. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be n
405	MBS Block 6W Construction. Line will be retired in ROPS 21-22
406	Transbay Block 4 Affordable Housing. Ancillary contract in compliance with the Transbay Implementation Agreement (Line 237) Affordable Housing Progra was finally and conclusively determined to be an enforceable obligation on 4/15/2013. Anticipated gap construction loan funded by developer fees.
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 fu sources. In prior ROPS, OCII recorded agency costs that directly support affordable obligations and OCII administration in line 1. As per DOF recommendatio now separately reporting the OCII costs that directly support affordable obligations. The administrative cost to operate the agency is reported in line 1. 22,
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 a 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 cor
413	Transbay Block 2 West Affordable Housing. Ancillary contract in compliance with the Transbay Implementation Agreement (Line 237) Affordable Housing F 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 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 I
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 P 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 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
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 conclu determination regarding Mission Bay housing obligation on umbrella lines 220 and 226. ROPS 17-18 included \$3.5 million in predevelopment funds from SB bonds; amended ROPS 17-18 increased that amount to \$5 million to accommodate increased predevelopment funding due to proposed use of modular cor
419	MBS Block 9A Affordable. Housing construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements, per final and conclu determination regarding Mission Bay housing obligation on umbrella lines 220 and 226. \$2.9 million in predevelopment funding authority from ROPS 19-20 ROPS 21-22 to fund multi-year predevelopment activities. ROPS 21-22 also includes \$75.7 million gap construction funding that may be expended in subsequ cycles as authorized under Cal. Health & Safety Code Section 34177 (m)(1)(D), and that will be funded by bonds authorized under Cal. Health & Safety Code 34177 (a) (1) (A) during the ROPS 21-22 period; this bond issuance will be sized to fund this loan. The construction funding for this affordable homeowner is based on the construction cost estimate of the current project design; the estimate is from the developer's general contractor and reviewed by OCII. OCII's construction funding amount also estimates other expected project financing sources, and then OCII's construction funding is sized based on the "gap" rem
420	HPS Affordable Housing Block 56. Per final and conclusive determination for HPS housing obligation in umbrella line 218. \$3.5M in predevelopment funds (in ROPS 18-19 and will continue to be spent in ROPS 21-22. ROPS 21-22 also includes \$39.5 million gap construction funding that may be expended in subse ROPS cycles as authorized under Cal. Health & Safety Code Section 34177 (m)(1)(D), and that will be funded by bonds authorized under Cal. Health & Safety Section 34177 (a) (1) (A) during the ROPS 21-22 period; this bond issuance will be sized to fund this loan. The construction funding for this affordable rental based on the construction cost estimate of the current project design; the estimate is from the developer's general contractor and reviewed by OCII. OCII's construction funding amount also estimates other expected project financing sources such as tax credit equity and tax exempt bonds, and then OCII's const funding is sized based on the "gap" remaining to fully fund the project. Both the construction cost amount and amounts from other funding sources will the
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 conclusive determined to be an enforceable obligation on 4/15/ 2013. These expenditures are required pursuant to Section 2.1.d of the Transbay Implementation Agr
423	Transbay Under Ramp Design Services. Ancillary contract in compliance with the Transbay Implementation Agreement (Line 105), which was finally and co determined to be an enforceable obligation on April 15, 2013. These expenditures are required pursuant to Section 2.1.d of the Transbay Implementation A requiring activities related to major infrastructure improvements. This contract is for design services required to implement the Redevelopment Plan. The p include CMG Landscape Architecture and all design consultants. The Under Ramp Park project was delayed in FYs 20/21 and 21/22 and the contract balanc rolled forward to FY 22/23.
424	Transbay Essex Streetscape Improvements. This is an ancillary contract in compliance with the Transbay Implementation Agreement (Line 105), which was 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
425	Excess Bond Proceed 2007B Cash Reserve. Retired in 21-22.
434	Bond Cost of Issuance. These charges reflect cost of the bond issuance, which is funded by bond proceeds from the issued bonds and are estimates. Per 34 Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may put an estimate of
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 r
431	Design monitoring and Construction of Transbay Park. Contract to be managed by the San Francisco Department of Public Works, as an ancillary contract compliance with Section 201 of the Transbay Implementation Agreement (Line 105). \$6.7 million is for project management costs during this period and wil from Bond proceeds and Park Fees. The contract expired as of September 2021, but an extension anticipated to be extended to include design and project management services of the surrounding streetscapes and for the inclusion of the Recreation and Parks Department, who has been determined to be the u land owner of the Block 3 Park. Before the end of FY 20/21, the contract term will be extended to incorporate services up through the start of construction, anticipated to be in FY 23/24. The Outstanding Balance Amount reflects the design and predevelopment work, but also now includes a \$37M estimate for
432	Streetscape Improvement Reimbursements for Folsom Streetscape. Line will be retired in ROPS 21-22.
433	Tax Allocation Bond Series 2021A - SB107 Housing Bond. This is the estimated debt service payment for this new bond, based on 2% cost of issuance and 10% reserve w year term at 7%. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may
435	Tax Allocation Bond Series 2022A - Infrastructure Bond. This is the estimated debt service payment for this new bond, based on 2% cost of issuance and 10% reserve w year term at 7%. Per 34177.a(1), Successor Agencies may put estimate of expenditure for enforceable obligations on ROPS. Per 34177m(1)(D)(ii), Successor Agencies may