HPS 1 and CPHPS 2
Community Benefits Compliance Report
Q2 2018
GOVERNING DOCUMENTS

Disposition and Development Agreements

- Hunters Point Shipyard – Phase 1
- Hunters Point Shipyard/Candlestick Point- Phase

Core Community Benefits Agreement – (Phase 2 only)
PHASE 1: DISPOSITION & DEVELOPMENT AGREEMENT

**Parties:** OCII & HPS Development Co., LP

- **HPS Phase 1 DDA:** Entered into 2004
- **Phase 1 CBA:** Entered into 2005; amended 2009

**CBA Overseen by:**
- Commission on Community Investment and Infrastructure
- HPS Citizens Advisory Committee (CAC)
- Legacy Foundation

**Phase 1 DDA Components:**
- Community Benefits Plan
- Housing Plan
- BVHP Employment & Contracting Policies
- Open Space Plan
- Financing Plan
- Transportation Plan

**Community Benefits Agreement (2005):**
- Construction & Permanent Jobs
- Small & Minority Owned Businesses

**Legacy Foundation**
PHASE 1: COMMUNITY BENEFITS

- Construction Assistance Program*
- Community Builder Program *
- Interim African Marketplace *
- Local Community Priority Leasing Program Reporting
- Outreach Program
- Community Facilities Parcels *
- Cultural/Historic Recognition Program
- Business Incubator Space Program *
- Home Buyers Assistance Program
- Job Training & Employee Assistance
- Small Business Assistance Program
- Community Benefits Fund*

*Denotes Community benefits carried forward into Phase 2
PHASE 2: DISPOSITION & DEVELOPMENT AGREEMENT

CP/HPS Phase 2 DDA

Community Benefits Plan
- Rebuild of Alice Griffith
- Below Market Rate Plan
- Construction & Permanent Jobs
- Small & Minority Owned Businesses

Housing Plan
- BVHP Employment & Contracting Policies
- Parks & Open Space Plan
- Finance Plan
- Sustainability Plan
- Transportation & Infrastructure Plans

Parties: OCII & CP Development Co., LP

CP & HPS Phase 2 DDA: Entered into 2010

CBA Overseen by:
- Commission on Community Investment and Infrastructure
- HPS Citizens Advisory Committee (CAC)
- Legacy Foundation
PHASE 2: COMMUNITY BENEFITS

Construction Assistance Program
Community Builder Program
Interim African Marketplace
Community Facilities Space
Community Facilities Parcels
Community Real Estate Broker Program
Business Incubator Space Program
Scholarship Fund
Education Improvement Fund
Community Health and Wellness Contributions
DEVELOPMENT PROJECTS UNDERWAY

HPSY Coleman Promenade and Galvez Overlook
HPSY Block 55 East/West
Candlestick Point Soil Importation (CP02)
Jamestown/Harney Intersection
COMMUNITY BENEFITS PROGRAM HIGHLIGHTS-
FROM INCEPTION THRU Q2 2018

► $16,234,326 in direct expenditures to benefit the Community*

► Job training expenditures over $2.6M to date*

► Contractor Assistance Expenditures $1,667,345 through Q2 2018.

► 281 units being built with Community Builders on Phase 1 (another 224 anticipated) (includes Block 49 – Pacific Pointe)

► $2,170,000 in grants made through the Implementation Committee to date

► Alice Griffith – to date, nearly $46M in subsidy provided, not including cost of infrastructure which is estimated at $28M

*Inception to Q2 2018
## Direct Expenditures and/or Payments To Date – From Inception thru Q2 2018

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td><strong>DDA – PHASE 1 &amp; 2</strong></td>
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<tr>
<td>Community Benefits Fund</td>
<td>1,000,000</td>
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<tr>
<td>Community Health and Wellness Contributions</td>
<td>350,000</td>
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<tr>
<td>Construction Assistance Program</td>
<td>1,667,345</td>
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<tr>
<td>Education Improvement Fund</td>
<td>500,000</td>
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<tr>
<td>Interim African Marketplace</td>
<td>192,000</td>
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<tr>
<td>Job Training &amp; Employee Assistance</td>
<td>2,680,622</td>
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<td>Outreach Program (Incl Homebuyer Assistance)</td>
<td>1,039,617</td>
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<tr>
<td>Scholarship Fund</td>
<td>500,000</td>
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<td>Small Business Assistance Program</td>
<td>11,742</td>
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<td></td>
<td>7,941,326</td>
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<td><strong>CCBA</strong></td>
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<td>Community First Housing Fund</td>
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<td>Workforce Program Funding</td>
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<td>Technical Assistance Funding</td>
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<td>16,234,326</td>
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## PHASE 1 HOUSING UNITS

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<tr>
<th>Block Numbers</th>
<th>Total Units</th>
<th>BMRs</th>
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<tr>
<td>1</td>
<td>224*</td>
<td>TBD</td>
</tr>
<tr>
<td>48</td>
<td>404</td>
<td>56</td>
</tr>
<tr>
<td>49</td>
<td>60</td>
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<td>9</td>
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<td>54</td>
<td>66</td>
<td>7</td>
</tr>
<tr>
<td>55E/W</td>
<td>25/41</td>
<td>3</td>
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<tr>
<td>56A</td>
<td>36</td>
<td>3</td>
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<tr>
<td>57A/B</td>
<td>96</td>
<td>12</td>
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* proposed
PHASE 1- CONTRACTOR ASSISTANCE PROGRAM

- **a) Technical Assistance Program:** Butler Enterprise Group administers the Phase 1 and Phase 2 CAP program. Administrator reports will provide greater detail.

- **b) Financial Assistance Program:** Butler Enterprises continues to conduct “Access to Capital” workshops and provides other Financial Assistance. **Mobilization Fund:** To date, nine (9) firms have received loans, with $333K in loans made to date. New matching funds are forthcoming through LF as the Strategic Plan was approved 2/7/17.

- **c) Mentorship Program:** The Mentorship Protégé program has been administered by Renaissance Entrepreneurship Center since 2010. More information contained in next slide.

- **d) OCIP:** Due to limited insurance market capacity during this time, it was not feasible for Phase 1 Master Developer to purchase a $145M insurance policy. Consequently, Phase 1 Master Developer resorted to address GL limits by establishing them on a project-by-project basis via insurance requirements in licenses & permits to enter and VDDAs approved by OCII. We continue to maintain the program.
PHASE 1- CONTRACTOR ASSISTANCE PROGRAM MENTORSHIP PROTÉGÉ PROGRAM

- Administered by Renaissance Entrepreneurship Center
- The Protégés received administrative support, project management and marketing services from Light Frame Construction and Big Mouth Productions
- Nearly ninety percent (90%) of the clients are African American, of which sixty percent (60%) are low moderate income and twenty percent (20%) are extremely low-income. All of our clients either live or operate their businesses in District-10.
- During Q2 2018 protégés secured over $800K in new contracts
PHASE 2 - CONTRACTOR ASSISTANCE PROGRAM

Obligation: $2.5 million ($250,000 per year for up to 10 years) for implementation of programs to support contractors:

- Master Developer has spent $1,550,409 in contractor assistance since 2014 *
- Master Developer made $250k contribution towards Surety Bond and Credit Support Program
- Any shortfall at the end of the 10 year term will be paid to the Community Benefits Fund, or Developer will continue the CAP program beyond the term

* 2014 marks the agreed upon start of Phase 2. However, there have been $1,667,345 in expenditures for contractor support since project inception through Q2 2018.
Community Builders Program
Phase 1 Community Builders

<table>
<thead>
<tr>
<th>Block</th>
<th>Community Builder</th>
<th>Units</th>
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<tbody>
<tr>
<td>1</td>
<td>Tabernacle</td>
<td>224*</td>
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<tr>
<td>48 - A</td>
<td>SFHDC</td>
<td>16</td>
</tr>
<tr>
<td>48 – F &amp; J</td>
<td>Shilon Full Gospel Church</td>
<td>80</td>
</tr>
<tr>
<td>48 - K</td>
<td>The Baines Group/ BHPMPSS</td>
<td>26</td>
</tr>
<tr>
<td>48 - O</td>
<td>Eagle Environmental Consulting</td>
<td>11</td>
</tr>
<tr>
<td>49</td>
<td>AMCAL/YCD</td>
<td>50</td>
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<tr>
<td>52</td>
<td>AI Norman/ Derek Smith</td>
<td>77</td>
</tr>
<tr>
<td>53</td>
<td>MDC/C. Churchwell LLC</td>
<td>12</td>
</tr>
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Phase 2 Update: Master Developer in compliance.
No market-rate blocks have been assigned for Community Builders in the 1st Major Phase of Candlestick.
Obligation will be fulfilled in future Major Phases.
Phase 2: OCII Community Builders

Alice Griffith Phase 1
Block 2  93 units
SF Housing Development Corp.

Phase 2 Update: Master Developer incompliance.
No market-rate blocks have been assigned for Community Builders in the 1st Major Phase of Candlestick. Obligation will be fulfilled in future Major Phases

Alice Griffith Phase 2
Block 4  91 units
Tabernacle Development Corp.

Alice Corp. Griffith Phase 3
Block 1  122 units
SF Housing Development
Phase 1 & Phase 2 Program: The overall purpose of the IAM is to serve as an economic development engine for BVHP by:

- Housing activities of cultural diversity representing the African Diaspora and its cultural influences worldwide.
- Serving as an event location for commercial and retail business outlets as well as a business development center for BVHP vendors and artists who need business development guidance.

Phase 1 Update: Master Developer in compliance. Interim IAM events were held annually from 2006 through 2009.

- Money returned and being held for planning of permanent IAM programing $83,676

Phase 2 Update: Master Developer in compliance. Two locations have been selected for the permanent IAM

- Outdoor: Northside Park (HPS)
- Indoor: Candlestick South Retail (CP) using “Community Facility Space”
COMMUNITY FACILITIES SPACE

- **Phase 2 Program**: Master Developer in compliance. Master Developer will make 65k sq. ft. of retail space in the Project available for Community Serving Uses including:
  - Permanent International African Marketplace
  - Library Reading Rooms
  - Candlestick Point State Recreation Area Welcome Center

- Master Developer to provide 35k sq. ft. in next phase of development at Candlestick. Remaining 30k sq. ft. will be provided in a future Major Phase at the Shipyards.
COMMUNITY FACILITIES LOTS

Phase 1 & 2 Program: Master Developer will provide OCII approximately 6 acres of developable lots for community facilities.

- Phase 1: 1.2 acres
- Phase 2: 4.8 acres

Update: Master Developer in compliance. OCII is facilitating discussions with SFUSD, SFPD, SFFD, SF Public Library and other service providers to determine future needs.
ADDITIONAL COMMUNITY FACILITIES

Phase 2 Program: Master Developer will provide:

- Replacement Artists’ Studios *(Vertical construction estimated to begin Q1 2018 w/completion estimated in Q4 2019)* - updated
- Art Center Parcel
- Replacement Commercial Kitchen *(Completed July 2017)*
- Fire Station Lot
JOB TRAINING AND EMPLOYEE ASSISTANCE PROGRAM

From inception, Master Developer has spent $2,680,622 on Job Training programs and activities through Q2 2018.

YCD Job Training Grant being increased to $175k.

- During this reporting period, program participants were indentured into Local Unions 261, 67 and 22

Third Street Youth Clinic

- Program participants are largely African American and Latina youth/young adults from 94124, 94134, and 94132.

- Students have received Mental Health First Aid certification, are learning Violence Prevention strategies, and learning more about various career pathways.

Barrier Removal

- While not obligated, the barrier removal funding has become an important part of program delivery in D10. During Q2, barrier removal funds provided support for union dues/initiation fees, driver license reinstatement, commercial license permit fees, phlebotomy technician training, and clipper cards. Reports are attached.
Master Developer now has Job Training program in place to meet annual expenditure requirements, including two new programs:

A) Health career exploration/training – 3rd Street Youth Clinic
B) Gardening landscaping – The Garden Project

Programs have a D10 focus, and generally 2 year contracts to respond to requirement to provide a reasonable measure of sustained funding.

Programs are responding to broader workforce and economic trends per DDA

Shortfall is approximately $415K (2005-2016)
Master Developer has an annual spend requirement of $225K.

Shortfall is approximately $415K (2005-2016) and is being made up in the following manner:

- The Garden Project - $35K for additional equipment (payment made 3/15/18)
- Young Community Developers – Math Academy – New Program – No payment made in Q2 2018 – second cohort not yet started at time of reporting
JOB TRAINING and EMPLOYEE ASSISTANCE PROGRAM – Young Community Developers

YCD is uniquely qualified to execute this program as it is currently the primary job training organization in D10 and has currently providing educational services for GED/HS Diploma completion, and Career training & Certification completion classes. In addition, YCD also has a summer academic program for D10 youth. Not only does YCD receive resources for training from the City and County of SF, but also philanthropy and several other developers because of our training quality and reputation (Forest City, Bridge, Lennar, Union Bank, Wells Fargo, soon the Giants, Build Inc.). YCD is the sole training entity for the SFPUC SSIP Program careers (along with Labor).

While the math academy will be focused on adults, we see this experience as demonstrating that YCD is familiar with providing the structure necessary to assist the participants in completing the 12 week cycle that will be necessary.
SMALL BUSINESS ASSISTANCE PROGRAM

- Master Developer, through Contractor’s Assistance Program currently publishes a directory of local suppliers. This document has not been shared with Professional Services consultants not using suppliers. Master Developer has since launched a suppliers website available to all contractors.

- Master Developer has revised its consultant and contractor contracts, adding language to make more explicit the requirement that contractors using supplies make 20% of their project related purchases from BVHP Area Small Businesses. The updated contracts are now being used by Land Development and will systematically implemented by other depts.

- Master Developer has begun to hold to which suppliers are invited. The workshop for Q2 2018 was held on June 14, 2018.
BUSINESS INCUBATOR SPACE

► **Phase 1 Program:** Facilitate the growth and development of a variety of businesses at the Shipyard through space provided at cost.

  ► **Phase 1 Update:** Master Developer in compliance. Master Developer to provide space in the Phase 2 project.

► **Phase 2 Program:** Master Developer and OCII will work together develop **A PORTION** of Building 813 (an approximately 260k sq. ft. building) for the use as a center for the incubation of emerging businesses and technologies.

  ► **Phase 2 Update:** Master Developer in compliance. OCII acquired Building 813 from the Navy in September 2016. Developer will receive building 813 when it receives the requisite sub phase approval. As part of the HPS2 update process (Spring 2018), Developer has committed to providing a premise for 75K sq ft of maker space on site, Building 813.
CULTURAL/HISTORIC RECOGNITION PROGRAM

Phase 1 Program: Integrate cultural features throughout the Shipyard and to provide opportunities for local artists to participate in the creation of public art.

Phase 1 Update: Developer is compliance. OCII received federal grant funding to implement the Phase 1 program

- Commission and installation of 9 commissioned artworks by OCII (complete)
- Installation of 500 square feet of youth tiles by Developer (complete)
HOMEBUYER ASSISTANCE PROGRAM

Phase 1 Program: Provide assistance to qualified home buyers, including:

► Down Payment Assistance
► First Time Buyer Financing Program
► Homeownership Counseling

Phase 1 Update: Obligation passed to Vertical Developers through VDDAs.

► The Down Payment Assistance and First Time Buyer Financing Programs have been working with lenders to provide financing
► Between 2005-2017, there were 69 first time homebuyer informational workshops with a total of 1377 attendees
► There was one workshop in Q2 2018, held on June 14, 2018. Report from SFHDC attached.
COMMUNITY REAL ESTATE BROKER PROGRAM

► **Phase 2 Program:** Master Developer is required to hold specific marketing events for Community Brokers and provide Community Brokers with the opportunity to preview and show Phase 2 units ahead of other brokers.

► **Phase 2 Update:** Master Developer in compliance. No units are for sale in Phase 2. However, Master Developer has voluntarily extended this program to Phase 1. Developer provides Community Brokers representing buyers with an additional 1% commission as incentive.
OUTREACH PROGRAM

- Developer has spent $1,039,000 on outreach activities through the office of Community Affairs to date. However, many outreach activities are executed and funded by other departments/teams, including the Construction Assistance Program), the BMR program (Lennar), Entitlements Team, etc.

- During Q2 2018 there were many public meetings related to our proposed updates to the HPS2 Development Plan. A list of those meetings is attached.

- Developer now engaging more community members to assist in this effort, and utilizing community blogs, as well as e-blast lists of existing entities and groups.

- Master Developer is now translating special notifications that are broadly distributed into Spanish, Chinese, and Samoan for both Phase 1 (required), and Phase 2 (not required)

- Developer now maintaining a Community Affairs page on the SF Shipyard website.
COMMUNITY BENEFIT FUND

Program Generally: Community Benefits Fund to be reinvested by OCII in the BVHP Community to:

- Benefit low- and moderate income families;
- Eliminate blight; and/or
- Meet other community development needs of BVHP as determined by the Legacy Foundation, including those related to social services, affordable housing, education, the arts, public safety, assistance for senior citizens and other community services.

Phase 1 Program: Master Developer has already contributed $1 million to the Community Benefit Fund.

- First RFP/Disbursement - $25K contribution to a Hacker Hub on 3rd Street (Urban Ed Academy)

Phase 2 Program: Master Developer to contribute 0.5% of the first sale price of each market-rate housing unit

- No market rate homes have sold on Phase 2
EDUCATION FUND

Phase 2 Program:

- Used to support education enhancements within BVHP, which may include new facilities or upgrades to existing education resources and health and wellness education in schools
- $500K paid to date
HEALTH & WELLNESS FUND

Phase 2 Program:

► The Community Health & Wellness obligation includes a $250K contribution is to be used for the expansion of the Southeast Health Center (in the event that funds are not needed for the Southeast Health Center, for the creation or expansion of the Center for Youth Wellness).

► $250k paid for the Southeast Health Center

► $100K paid to date for the Community Health & Wellness Fund ($2M obligation)
SCHOLARSHIP FUND

Phase 2 Program:

- Used to assist youth and adults up to age 30 with cost of tuition and/or educational material in pursuit of a higher educational program

- $5,000 of the Scholarship Fund is to be set aside annually for the “Will Bass Memorial Educational Travel Scholarship” - Awarded to an African American student (18 to 25 years old) from BVHP for education travel to Africa or Asia.

- $500k paid to date
<table>
<thead>
<tr>
<th>GRANTEE</th>
<th>AMOUNT</th>
<th>PURPOSE</th>
</tr>
</thead>
<tbody>
<tr>
<td>JANANESE COMMUNITY YOUTH COUNCIL - 6/23/2011 (Workforce Development Fund)</td>
<td>$140,000</td>
<td>To provide paid summer work experience to 60-75 underemployed D10 youth</td>
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<tr>
<td>YOUNG COMMUNITY DEVELOPERS - 6/28/2011 (Workforce Development Fund)</td>
<td>$85,000</td>
<td>To conduct a summer youth employment program providing academic enrichment and job readiness skills to D10 youth.</td>
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<tr>
<td>HUNTERS POINT FAMILY (GIRLS 2000) - 7/28/2011 (Workforce Development Fund)</td>
<td>$70,000</td>
<td>To provide paid summer work experience to 70 underemployed D10 youth.</td>
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### IMPLEMENTATION COMMITTEE EXPENDITURES- CONTINUED

<table>
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<tr>
<th>GRANTEE</th>
<th>AMOUNT</th>
<th>PURPOSE</th>
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</thead>
<tbody>
<tr>
<td>YOUNG COMMUNITY DEVELOPERS - 12/1/2012</td>
<td>$182,000</td>
<td>To provide academic tutorial, enrichment and job and life skills training for 70 San Francisco District 10, 9th and 10 grade students at Phillip and Sala Burton and Thurgood Marshall High Schools.</td>
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<td>(Workforce Development Fund)</td>
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<tr>
<td>COMMUNITY CONNECT GRANTS (2012 LISTENING SESSIONS) 8/2/2012</td>
<td>$140,000</td>
<td>To recruit 18 District 10 CBOs to organize and host listening sessions with D10 residents to inform the IC’s workforce and housing grant making strategies.</td>
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### IMPLEMENTATION COMMITTEE EXPENDITURES – CONTINUED

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<th>GRANTEE</th>
<th>AMOUNT</th>
<th>PURPOSE</th>
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<tbody>
<tr>
<td>SAN FRANCISCO HOUSING DEVELOPMENT CORPORATION 1/16/2014 (Workforce Development Fund &amp; Community First Housing Fund)</td>
<td>$610,000</td>
<td>To provide financial empowerment services to expand the financial capability of 100 low and moderate income households in D10.</td>
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<tr>
<td>NOR-CAL FDC - 11/13/2014 (Workforce Development Fund)</td>
<td>$250,000</td>
<td>To create a revolving loan fund to assist owners of 10 D10-based licensed small construction companies acquire short-term, low interest rate financing and construction management assistance.</td>
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<tr>
<td>GRANTEE</td>
<td>AMOUNT</td>
<td>PURPOSE</td>
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<tr>
<td>SAN FRANCISCO HOUSING DEVELOPMENT CORPORATION</td>
<td>$238,000</td>
<td>To provide services to D10 renters to help slow the displacement of Black and Pacific Islander families from D10.</td>
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<td>10/01/2015</td>
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<td>(Community First Housing Fund)</td>
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<td>BAYVIEW HUNTERS POINT MULTIPURPOSE SENIOR SERVICES, INC.</td>
<td>$1,600,000</td>
<td>To Purchase and Hold the property located at 1676 Newcomb Avenue, San Francisco, CA 94124 on behalf of the Bayview Hunters Point Naval Shipyard CCBA Implementation Committee.</td>
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<tr>
<td>12/01/2015</td>
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<tr>
<td>(Community First Housing Fund)</td>
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| Workforce Development & Training Grant – Career Ladders & Advancement (Workforce Development Fund) | $455K   | Three sectors: Hospitality – union wages, focus on move up, recruitment in D10 ($165K)  
Healthcare – partnership with Kaiser, focus on move up, focus on current employees who live in D10 and eligible for move up with training ($130K)  
Maritime – Merchant Seaman – Workforce Collaborative - Anchor Program($160K) |


| SFHDC               | $500k - pending | To participate in the purchase of 5030 3rd St. (Hongisto Bldg.) – Program includes maintenance of affordable housing on top and a 2nd location for Craftsman & Wolves in commercial space. Estimated closing date: Jan. 18th, 2018. Purchase Price: $3,256,000, incl. $1.6M Small Sites funding. |
Phase 1 Program: Master Developer is required to provide a quarterly written status report to OCII and the CAC.

Phase 1 Update: This Community Benefits Report is through Q2 2018
THANK YOU

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LaShon.A.Walker@fivepoint.com
DEVELOPMENT PROJECTS COMPLETED

- HPSY Blocks 50-51, Blocks 53-54, and Welcome Center
- HPSY Blocks 56-57 (complete)
- HPSY 49
- HPSY Regional Parks- Innes Court/Park & Hillpoint Park Overlook
- Candlestick Park Demolition
- Alice Griffith Infrastructure
- Alice Griffith Gilman Sewer (CP01)
- Alice Griffith Demo, Mass Grading & Surcharge
- Candlestick Point Surcharge (CP02,03,04)
- Candlestick Point Wet Utilities (CP02,03,04)
- HPSY Commercial Kitchen
- HPSY Artist Parcel Demolition, Mass grading & Utilities (paused)
- HPSY Pocket Parks 15-16
- Hilltop Streetscape
- HPSY Existing Building Abatement - First Phase
- Hillside Infrastructure (anticipated start = end Q3 2018)
- HPSY Block 48 (anticipated start = TBD)