

Report 6

Redevelopment Agency of the City and County of San Francisco

Continuing Disclosure Annual Report

Pursuant to Rule 15c2-12(b)(5) of the Securities and Exchange Commission, we hereby submit the Continuing Disclosure Annual Report for fiscal year ended June 30, 2018, in connection with the Successor to the Redevelopment Agency to the City and County of San Francisco, listed below, such bonds being outstanding and the obligation of the Successor Agency. All bonds listed below were issued in the state of California.

Description

1. 2014 Series A Tax Allocation Revenue Bonds (Mission Bay South Redevelopment Project) \$56,245,000 , CUSIP: 79770PAW6
2. 2016 Series B Tax Allocation Revenue Bonds (Mission Bay South Redevelopment Project) \$45,000,000, CUSIP: 79770GCY0
3. 2016 Series C Tax Allocation Refunding Revenue Bonds (Mission Bay South Redevelopment Project) \$73,230,000, CUSIP: 79770GDV5
4. 2016 Series D **Subordinate** Tax Allocation Revenue Bonds (Mission Bay South Redevelopment Project) \$73,651,825. CUSIP 79770GFD3

Items associated with Section 4(b).

- 1.) Update to “Property Taxable Values and Allocable Tax Revenues” Table **See *Continuing Disclosure Tables for the Mission Bay South Project Area (“Rpt 6 Tables 2017-18,” attached)***.
- 2.) Description of Parity Debt *issued in the fiscal year to which the Annual Report pertains* and the amount of all debt outstanding payable with tax increment revenue as of the end of the fiscal year to which the Annual Report pertains. **No Parity Debt was issued in the fiscal year ended 6/30/2018. The 6/30/18 aggregate face amount outstanding for the parity bonds (2014A, 2016B and 2016C) listed in “Description” above is \$171,305,000. This includes the amount paid to the Trustee prior to 6/30/18 and held for the 8/1/18 debt service payment.**

The \$74,651,825 Series 2016D Subordinate Bonds were issued on September 20, 2016. The 6/30/18 aggregate face amount outstanding for the 2016D subordinate bonds is \$74,651,825. This includes the amount paid to the Trustee prior to 6/30/18 and held for the 8/1/2018 debt service payment. See Table 4a, *Long Term Obligations*, in the Notes to the Basic Financial Statements for Fiscal Year 2018, Annual Financial Report for the Year Ended June 30, 2018, included with this Report.

- 3.) An update of annual debt service coverage. **FY Ending 2018: A Debt Service coverage table including both parity and subordinate bonds is included in the *Continuing Disclosure Tables for the Mission Bay South Project Area (“Rpt 6 Tables 2017-18,” attached)*.**

- 4.) Assessment appeals. **See *Continuing Disclosure Tables for the Mission Bay South Project Area* (“Rpt 6 Tables 2017-18,” attached).**
- 5.) A list of the top ten tax assessees, their taxable value, and percentage of total taxable value in each Project Area. **See *Continuing Disclosure Tables for the Mission Bay South Project Area* (“Rpt 6 Tables 2017-18,” attached).**
- 6.) The two most recently submitted Recognized Obligation Payment Schedules. **See *Rpt 7 Attachment A***
- 7.) Item b(4) of the Continuing Disclosure Certificate for the Series 2016 D Subordinate bonds additionally requires for the Annual Report for fiscal years 2015-16, 2016-17 and 2017-18, the most recent assessed valuations of the construction projects identified as "New Enrolled Valuation Expected FY2017-18" in the "New Construction and Sales in the Project Area, Completed and Substantially Completed" table as shown in Table 3 of the Private Placement Memorandum, replacing the valuations in the column labelled "Valuation on FY 2015-16 Rolls" with the valuations for the year reported and replacing the valuations in the column labelled "Additional Valuation Not Yet Enrolled" with the difference between the original valuation reported in the "Estimated Full Valuation" column and that reported in the column of valuations for the year reported. **See *Continuing Disclosure Tables for the Mission Bay South Project Area* (“Rpt 6 Tables 2017-18,” attached).**

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 18-19) - ROPS Detail

July 1, 2018 through June 30, 2019

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	18-19A (July - December)					18-19B (January - June)					W		
											Fund Sources					Fund Sources							
											L	M	N	O	P	Q	R	S	T	U		V	
																							Bond Proceeds
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	18-19A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	18-19B Total	
1	Agency Admin Operations	Admin Costs	1/1/2017	6/30/2018	Agency and contracted staff	Agency and contracted staff resources	ADM	4,661,470	N	\$ 4,661,470					2,330,735	\$ 218,033,772	\$ 154,557,517				2,330,735		\$ 289,448,209
7	Agency Admin Operations	Miscellaneous	1/1/2017	6/30/2018	CALPERS	Accrued Pension Liability - Current payment amount based on amount above normal cost employer required to pay.	ADM	19,959,505	N	\$ 1,314,197				1,314,197		\$ 1,314,197					2,330,735		\$ 2,330,735
9	Agency Admin Operations	Miscellaneous	1/1/2017	6/30/2018	CalPERS	Retiree Medical payments	ADM	9,811,255	N	\$ 2,165,820				2,165,820		\$ 2,165,820							\$ -
11	Property management of Shoreview Park	Property Maintenance	4/1/2010	6/30/2017	Twin III Maintenance / CCSF SFPUC	Property management personal services contract	Various		Y	\$ -						\$ -							\$ -
12	LMHF Loan Repayment per former SFRA Resolution No. 25-2010	SERAF/ERAF	3/16/2010	6/30/2022	Successor Agency	Repayment of \$16.483 borrowed by the former SF Redevelopment Agency from Low-Mod Income Housing Fund (LMHF) for SERAF payment in 2010	Agency-wide-Housing	13,182,377	N	\$ 1,772,608						\$ -				1,772,608			\$ 1,772,608
17	College Track	Miscellaneous	6/21/2011	12/31/2018	US Bancorp CDC	Indemnification Agreement with US Bancorp CDC on 6/21/11 for 7 years for \$2.47 MM - \$4.7 MM if a recapture event occurs on College Track project	BVHP	4,700,000	N	\$ -						\$ -							\$ -
20	Ground Lease Agreement - Cala Foods - 345 Williams Street	Property Maintenance	10/29/1991	10/31/2031	See Notes	Ground lease agreement with grocery store chain to build and operate a grocery store. Requires ongoing project management.	BVHP		N	\$ -						\$ -							\$ -
21	HPS Phase 1 DDA	OPA/DDA/Construction	12/2/2003	12/31/2023	Various payees listed below	Disposition and Development Agreement	HPS-CP	34,246,000	N	\$ -						\$ -							\$ -
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2023	CCSF/ DPW (Phase 1)	City staff (Taskforce) reimbursement for work performed on HPS	HPS-CP	11,200,000	N	\$ 1,500,000			750,000			\$ 750,000			750,000				\$ 750,000
23	Interagency Cooperative Agreement- HPS	Project Management Costs	2/11/2005	12/31/2019	CCSF/ City Attorney or outside counsel (Phase 1)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	285,000	N	\$ 60,000			30,000			\$ 30,000			30,000				\$ 30,000
24	Interagency Cooperative Agreement- HPS	Project Management Costs	2/11/2005	12/31/2019	CCSF/ DPH (Phase 1)	City staff reimbursement for work performed on HPS	HPS-CP	217,000	N	\$ 40,000			20,000			\$ 20,000			20,000				\$ 20,000
25	Consulting Contract	Professional Services	7/1/2016	6/30/2019	MJF & Assoc.	Administrative support for the HPS CAC	HPS-CP	550,000	N	\$ 270,000			135,000			\$ 135,000			135,000				\$ 135,000
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	12/2/2003	12/31/2023	Various payees	Phase 1 DDA required transfer of Community benefits funds	HPS-CP	1,000,000	N	\$ 500,000			250,000			\$ 250,000			250,000				\$ 250,000
30	HPS Phase 2 DDA	OPA/DDA/Construction	6/3/2010	10/31/2057	Various payees listed below	Disposition and Development Agreement	HPS-CP	158,000,000	N	\$ -						\$ -							\$ -
31	Consulting Services	Professional Services	3/15/2011	3/31/2021	TBD	Relocation services	HPS-CP	300,000	N	\$ 100,000			50,000			\$ 50,000			50,000				\$ 50,000
32	Legal Services Contract	Professional Services	2/3/2009	12/31/2033	Kutak Rock (Phase 2)	Legal services contract related to property transfer	HPS-CP	20,000	N	\$ 20,000			10,000			\$ 10,000			10,000				\$ 10,000
33	Interagency Cooperative Agreement- HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ Planning(Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	568,000	N	\$ 500,000			250,000			\$ 250,000			250,000				\$ 250,000
34	Interagency Cooperative Agreement- HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ City Attorney or outside counsel (Phase 2)	City attorney or outside counsel reimbursement for work performed on HPS	HPS-CP	17,975,000	N	\$ 1,000,000			500,000			\$ 500,000			500,000				\$ 500,000
35	Interagency Cooperative Agreement- HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	15,800,000	N	\$ 2,500,000			1,250,000			\$ 1,250,000			1,250,000				\$ 1,250,000
36	Interagency Cooperative Agreement- HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ OEWD (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	1,602,000	N	\$ 300,000			150,000			\$ 150,000			150,000				\$ 150,000
37	Interagency Cooperative Agreement- HPS	Project Management Costs	6/3/2010	12/31/2039	CCSF/ DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS-CP	3,720,000	N	\$ 350,000			175,000			\$ 175,000			175,000				\$ 175,000
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	12/31/2039	CCSF/ MTA	City staff reimbursement for work performed on HPS	HPS-CP	1,860,000	N	\$ 1,000,000			500,000			\$ 500,000			500,000				\$ 500,000
41	Legal Service Contact	Professional Services	2/19/2010	12/31/2026	Jones Hall	Bond counsel and legal financial consultants	HPS-CP	71,600	N	\$ 71,600			35,800			\$ 35,800			35,800				\$ 35,800
42	Legal Services Contract	Professional Services	5/6/2008	6/30/2036	Shute Mihaly (Phase 2)	Legal services contract related to State Lands	HPS-CP	1,500,000	N	\$ 500,000			250,000			\$ 250,000			250,000				\$ 250,000
43	State Lands Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2036	State Lands Commission (Phase 2)	State Lands staff reimbursement for work performed on HPS	HPS-CP	1,130,000	N	\$ 100,000			50,000			\$ 50,000			50,000				\$ 50,000
44	State Parks Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2036	CA State Parks and assoc. payees (Phase 2)	State Parks staff reimbursement for work performed on HPS and other consultants effectuating transfer	HPS-CP	1,500,000	N	\$ 750,000			375,000			\$ 375,000			375,000				\$ 375,000
48	Financial Services	Professional Services	12/7/2012	10/4/2019	Various	Real Estate economic advisory services	HPS-CP	300,000	N	\$ 200,000			100,000			\$ 100,000			100,000				\$ 100,000
49	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	6/3/2010	10/31/2057	Successor Agency and CP DEVELOPMENT CO., LP	Phase 2 DDA & Tax Increment Allocation Pledge Agreement	HPS-CP	3,950,194,000	N	\$ 187,200				93,600		\$ 93,600				93,600			\$ 93,600
50	EDA Grant Agreement	Miscellaneous	9/21/2006	3/30/2018	Various payees listed below	Grant from the U.S. Economic Development Administration for the study and creation of an "Arts and Technology District" on HPS	HPS-CP	5,200,000	N	\$ -						\$ -							\$ -
62	HPS Building 101 Stabilization/Improvements	Improvement/Infrastructure	12/1/2013	3/30/2018	TBD	Stabilization/ Improvements for HPS Building #101	HPS-CP	5,200,000	N	\$ 5,200,000			2,340,000			\$ 2,340,000			2,340,000		520,000		\$ 2,860,000
72	CAL ReUSE	Remediation	10/18/2010	12/31/2019	TBD	State grant funds for lead/asbestos (brownfield) abatement	HPS-CP	44,125	N	\$ 44,125			22,062			\$ 22,062			22,062				\$ 22,062
75	Conveyance Agreement between the US Government and the Agency	Miscellaneous	3/31/2004	12/1/2036	Department of the Navy and others	Orderly clean up and transfer of balance of HPS property	HPS-CP	50,000	N	\$ 50,000			25,000			\$ 25,000			25,000				\$ 25,000
76	Property Management	Property Maintenance	1/1/2014	12/1/2036	Various vendors	Repairs and maintenance as needed to maintain property	HPS-CP	10,000	N	\$ 10,000			5,000			\$ 5,000			5,000				\$ 5,000
77	Lease for Building 606 to SFPD	Miscellaneous	5/1/1997	12/1/2036	Department of the Navy	Lease for SFPD facility	HPS-CP	100,000	N	\$ 100,000			50,000			\$ 50,000			50,000				\$ 50,000
78	Lease Between the US Government and the Agency	Miscellaneous	10/1/2008	12/1/2036	Department of the Navy	Lease for Buildings 103, 104, 115, 116, 117 & 125	HPS-CP	350,000	N	\$ 350,000			175,000			\$ 175,000			175,000				\$ 175,000
79	Consulting Contract	Professional Services	12/20/2009	6/30/2021	Langan	Environmental and engineering services	HPS-CP	1,350,000	N	\$ 650,000			325,000			\$ 325,000			325,000				\$ 325,000
84	Mission Bay North Owner Participation Agreement	OPA/DDA/Construction	10/26/1998	11/16/2043	FOCIL-MB, LLC	Owner Participation Agreement with FOCIL for construction of MBN Infrastructure and Repayment of CFD Bonds	Mission Bay North	56,170,000	N	\$ -						\$ -							\$ -

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July 1, 2018 through June 30, 2019

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	18-19A (July - December)					Q	18-19B (January - June)					W
											Fund Sources						Fund Sources					
											L	M	N	O	P		R	S	T	U	V	
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total						18-19A Total						18-19B Total
85	Mission Bay North CFD #4	Miscellaneous	10/26/1998	11/16/2043	Mission Bay North of Channel Trustee	Repayment of CFD #4 Bond pursuant to the Owner Participation Agreement with FOCIL for construction of MBN Infrastructure	Mission Bay North	56,170,000	N	\$ 3,646,074						\$ 1,823,037						\$ 1,823,037
86	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd party beneficiary)	Tax Increment Allocation Pledge Agreement	Mission Bay North	56,170,000	N	\$ -						\$ -						\$ -
87	Mission Bay South Owner Participation Agreement	OPA/DDA/Construction	11/2/1998	11/16/2043	FOCIL-MB, LLC	Owner Participation Agreement with FOCIL for construction of MBS Infrastructure	Mission Bay South	276,350,000	N	\$ 75,488,600	37,744,300					\$ 37,744,300	37,744,300					\$ 37,744,300
88	Tax Increment Allocation Pledge Agreement	OPA/DDA/Construction	11/16/1998	11/16/2043	Successor Agency, FOCIL-MB, LLC (3rd party beneficiary)	Tax Increment Allocation Pledge Agreement	Mission Bay South	276,350,000	N	\$ 2,672,996						\$ 1,336,498						\$ 1,336,498
89	Mission Bay Agency Costs Reimbursements	Project Management Costs	10/26/1998	11/16/2043	Successor Agency and other parties included in Agency Costs	Reimbursement of Agency Costs to implement the OPAs	Mission Bay North and South	6,600,000	N	\$ 500,000			250,000			\$ 250,000		250,000				\$ 250,000
90	Harris-DPW Contract	Project Management Costs	8/15/2006	8/11/2016	Harris & Associates	Contract with DPW to reimburse Harris for review of FOCIL reimbursements	Mission Bay North and South	11,490,000	N	\$ 396,000			198,000			\$ 198,000		198,000				\$ 198,000
91	Mission Bay Art Program	Professional Services	11/2/1998	11/2/2028	TBD	Use of Art Fees as required by the Redevelopment Plans	Mission Bay North and South	1,228,106	N	\$ 1,114,727						\$ -		1,114,727				\$ 1,114,727
92	Owner Participation Agreement - 72 Townsend Street	OPA/DDA/Construction	7/18/2006	6/30/2019	See Notes	Development agreement with developer for 74 condominiums above a rehabilitated historic warehouse. Requires ongoing project management.	RPSB		N	\$ -						\$ -						\$ -
101	Contract for design services for Folsom Street	Professional Services	6/30/2011	6/30/2018	CMG Landscape Architecture	Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area	Transbay	1,195,055	N	\$ 1,195,055	571,269		26,258			\$ 597,527	571,269		26,258			\$ 597,528
102	Tax Increment Sales Proceeds Pledge Agreement (Tax Increment)	OPA/DDA/Construction	1/31/2008	8/4/2051	Transbay Joint Powers Authority (TJPA)	The tax increment generated from the sale and development of the State-owned parcels is pledged to TJPA for development of the Transit Center as required by the Redevelopment Plan and Cooperative Agreement. The TJPA has executed a Transportation Infrastructure Finance and Innovation Act (TIFIA) loan with the U.S. Department of Transportation that will be repaid with tax increment from the State-owned parcels.	Transbay	1,062,000,000	N	\$ 5,451,788						\$ 2,725,894						\$ 2,725,894
105	Implementation Agreement	OPA/DDA/Construction	1/20/2005	8/4/2036	Various	The Agency shall execute all activities related to the implementation of the Transbay Redevelopment Plan, including, but not limited to, activities related to major infrastructure improvements, including new public parks, new pedestrian oriented alleys, and widened sidewalks, etc. The project cost for implementation of the Transbay Redevelopment Plan activities set forth in the Agreement shall be an indebtedness incurred by the Agency and included in the Agency's annual budget submitted to the City	Transbay	241,000,000	N	\$ -						\$ -						\$ -
107	Streetscape and Open Space Improvements for Folsom	Project Management Costs	1/20/2005	8/4/2036	CCSF, Department of Public Works and Municipal Transportation Agency	Coordination of design review through City Departments and ancillary streetscape improvement, parcel preparation costs, construction management and administration of improvements	Transbay	38,647,791	N	\$ 24,786,394	11,584,197		809,000			\$ 12,393,197	11,584,197		809,000			\$ 12,393,197
108	Streetscape and Open Space Improvements	Professional Services	1/20/2005	8/4/2036	San Francisco Arts Commission	Civic Design review of streetscape and open space improvements	Transbay		N	\$ -						\$ -						\$ -
109	Implementation Agreement Legal Review	Legal	1/20/2005	8/4/2036	City Attorney or outside counsel	Review of all documents and contracts for the Transbay Plan	Transbay	85,000	N	\$ 85,000			37,500	5,000		\$ 42,500		37,500	5,000			\$ 42,500
115	Transbay Projections, Planning, Outreach, and Analysis	Professional Services	1/20/2005	8/4/2036	Various	Consultant and advisory services for implementation of Transbay Plan	Transbay	500,579	N	\$ 483,885			91,943	150,000		\$ 241,943		91,942	150,000			\$ 241,942
118	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2019	Impark. & SF Tax Collector	Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2		N	\$ -						\$ -						\$ -
119	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2019	Impark	Operating deficit and capital reserves associated with the Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2		N	\$ -						\$ -						\$ -
123	Disposition and Development Agreement - Fillmore Heritage Center	OPA/DDA/Construction	5/18/2004	8/22/2040	See Notes	Development agreement for a mixed-use project that includes 80 condominiums, a jazz club, two restaurants, a gallery, and a public parking garage. Requires ongoing asset management.	Western Addition A-2		N	\$ -						\$ -						\$ -

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																							Bond Proceeds
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total						18-19A Total						18-19B Total	
124	Ground Lease - Commercial Parcel - Fillmore Heritage Center	Property Maintenance	8/23/2005	8/22/2040	See Notes	Ground lease agreement for the commercial portion of a mixed-use project that includes a jazz club, two restaurants, and a gallery. Requires ongoing project management.	Western Addition A-2		N	\$ -						\$ -							\$ -
125	Reciprocal Easement Agreement - Fillmore Heritage Center	Property Maintenance	8/26/2005	9/9/2055	See Notes	Agreement that governs the roles and responsibilities, including the payment of common area maintenance charges, between the condominium owners, and the Successor Agency, as owner of the commercial parcel and public parking garage. Requires ongoing project management.	Western Addition A-2		N	\$ -						\$ -							\$ -
126	Fillmore Heritage Center	Property Maintenance	8/26/2005	9/9/2055	Fillmore Heritage Center Homeowners' Association	Common area maintenance charges associated with the Agency-owned commercial parcel in the Fillmore Heritage Center	Western Addition A-2		N	\$ -						\$ -							\$ -
127	Tenant Improvement Loan - Yoshi's	Third-Party Loans	11/28/2007	11/17/2027	See Notes	Loan to finance tenant improvements for a jazz club. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
128	Tenant Improvement Loan - Food For Soul	Third-Party Loans	10/2/2007	10/1/2027	See Notes	Loan to finance tenant improvements for a restaurant. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
129	Working Capital Loan - Food For Soul	Third-Party Loans	11/18/2008	11/17/2018	See Notes	Loan to finance working capital needs for a restaurant. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
130	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	1/13/2009	1/13/2019	See notes	Loan to finance tenant improvements for a restaurant/jazz lounge. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
131	Tenant Improvement Loan - Sheba Lounge	Third-Party Loans	1/1/2009	12/31/2019	See notes	Loan to finance prevailing wage costs associated with tenant improvements for a restaurant/jazz lounge. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
132	Tenant Improvement Loan - Rasselas	Third-Party Loans	12/18/1997	9/1/2023	See notes	Loan to finance tenant improvements for a jazz club. Requires ongoing loan management.	Western Addition A-2		N	\$ -						\$ -							\$ -
133	Owner Participation Agreement - 1450 Franklin	OPA/DDA/Construction	12/2/2008	6/30/2019	See notes	OPA with Pacific Heights Franklin Partners LP for a 69-unit mixed-use project at 1450 Franklin Street. Requires ongoing project management.	Western Addition A-2		N	\$ -						\$ -							\$ -
134	Owner Participation Agreement - 1301 Divisadero	OPA/DDA/Construction	5/20/2008	6/30/2019	Not applicable	OPA with A & M Properties, L.P. for a 33-unit condominium project at 1301 Divisadero. Requires ongoing project management.	Western Addition A-2		N	\$ -						\$ -							\$ -
135	Disposition and Development Agreement - 1210 Scott Street	OPA/DDA/Construction	4/15/2008	6/30/2019	Not applicable	DDA with the Jewish Community High School of the Bay (JCHS) for the acquisition and development of the Agency's 1210 Scott Street parcel for construction a gymnasium and a classroom building. Requires ongoing project management.	Western Addition A-2		N	\$ -						\$ -							\$ -
136	Easements with Covenants and Restrictions Affecting Land (ECR) - For land between Fillmore & Webster Streets	Property Maintenance	6/30/1982	11/7/2036	Not applicable	The ECR is an agreement between four adjoining property owners, including the Successor Agency, to develop their parcels together as a unified "commercial center" subject to certain easements & restrictions, and for the ongoing management of the common areas. Requires ongoing property management of the Successor Agency's parcel (Ellis Street Driveway Parcel).	Western Addition A-2		N	\$ -						\$ -							\$ -
140	Yerba Buena Gardens Capital Improvement	Property Maintenance	7/1/1991	7/1/2033	MJM Management Group	Separate Account restricted funds for payments to OCII's property manager to cover capital repairs, replacements, and deferred maintenance costs in Yerba Buena Gardens	YBC		N	\$ -						\$ -							\$ -
141	Yerba Buena Gardens Property Management	Property Maintenance	7/1/2009	6/30/2018	MJM Management Group/Various	Personal Services Contract for annual operations payments and full-time, on-site property management of OCII-owned Yerba Buena Gardens	YBC		N	\$ -						\$ -							\$ -
142	Children's Creativity Museum	Miscellaneous	7/1/1997	6/30/2022	Children's Creativity Museum	Operating Agreement: for the operations of a hands-on children's creativity museum	YBC		N	\$ -						\$ -							\$ -
143	Yerba Buena Center for the Arts	Miscellaneous	6/15/2004	6/30/2019	Yerba Buena Center for the Arts	Amended and Restated Agreement for Operation of Cultural Facilities for operation of galleries, forum and theatre	YBC		N	\$ -						\$ -							\$ -
144	Yerba Buena Gardens outdoor programming	Miscellaneous	7/11/2000	6/30/2018	Yerba Buena Arts and Events	Yerba Buena Gardens Programming Agreement for outdoor programming in the public open spaces at YBC	YBC		N	\$ -						\$ -							\$ -
145	Community Benefit District Assessment	Fees	1/1/2009	12/31/2030	CCSF - Tax Collector	CBD assessment for YBG property owned by the Successor Agency	YBC	957,000	N	\$ -						\$ -							\$ -
147	Legal Review	Legal	2/1/2012	6/30/2018	City Attorney's Office or outside counsel	Legal Review of Transactions Related to YBG Separate Account Leases/Operators & YBC Related Transactions	YBC		N	\$ -						\$ -							\$ -

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 18-19) - ROPS Detail

July 1, 2018 through June 30, 2019

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	18-19A (July - December)					Q	18-19B (January - June)					W	
											Fund Sources						Fund Sources						
											L	M	N	O	P		R	S	T	U	V		
																							Bond Proceeds
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 18-19 Total						18-19A Total						18-19B Total	
151	The Mexican Museum	Miscellaneous	12/14/2010	12/14/2020	The Mexican Museum	A Grant Agreement with the Mexican Museum to provide funding for predevelopment, design and construction of tenant improvements for a new museum associated with a new mixed-use project on a site that includes 706 Mission Street and Agency disposition parcel CB-1-MM	YBC	7,785,119	N	\$ -						\$ -							\$ -
152	Owner Participation Agreement - 680 Folsom	OPA/DDA/Construction	4/1/2008	6/30/2019	Not applicable	OPA with 680 Folsom Owner LLC for for a proposed office development at 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017) Requires ongoing project management	YBC		N	\$ -						\$ -							\$ -
153	Agreement for Disposition of Land for Private Development - The Paramount/680 Mission	OPA/DDA/Construction	5/16/1990	6/30/2019	CCSF - MOHCD (See notes)	LDA with Third and Mission Associates LLC for the preservation of the circa-1912, four-story Jessie Hotel and the development of a 492,000-square-foot office building, which includes space for the California Historical Society, at 680 Mission Street. Requires ongoing Project Management	YBC		N	\$ -						\$ -							\$ -
154	Agreement for Disposition of Land for Private Development - W Hotel	OPA/DDA/Construction	9/19/1995	6/30/2019	Not applicable	The LDA was for the development of a hotel containing up to 450 guest rooms, meeting rooms, a restaurant and off-street parking. Requires ongoing project management.	YBC		N	\$ -						\$ -							\$ -
155	Agreement for Disposition of Land for Private Development - the Westin Hotel	OPA/DDA/Construction	3/28/1980	6/30/2019	Not applicable	The LDA was for the development of a 700-room hotel containing, commercial space, public spaces, restaurants, coffee shop, meeting rooms, cocktail lounges and underground parking. The LDA provides for multiple easements, including public access easements over the Central Block One common areas. Requires ongoing project management.	YBC		N	\$ -						\$ -							\$ -
156	Disposition and Development Agreement - San Francisco Museum of Modern Art	OPA/DDA/Construction	1/15/1991	6/30/2019	Not applicable	The DDA provides for the development of a fine arts museum including gallery space, auditorium space, library, retail, administrative, and art storage space. Requires ongoing project management.	YBC		N	\$ -						\$ -							\$ -

**CONTINUING DISCLOSURE TABLES
FOR THE
MISSION BAY SOUTH PROJECT AREA**

REPORTING YEAR FY2017-18

**PREPARED FOR THE
SUCCESSOR AGENCY TO THE
SAN FRANCISCO REDEVELOPMENT AGENCY**

Property Taxable Values, Tax Revenues and Delinquency Rates
San Francisco Redevelopment Agency
Mission Bay South
(X 1,000)

Assessed Values (1):	2014-15	2015-16	2016-17	2017-18	2018-19 (Preliminary)
Existing Properties:					
Real Property	1,941,452	2,355,590	2,756,146	3,343,867	4,891,875
SBE Rolls	-	-	-	-	-
Total Secured Assessed Value	1,941,452	2,355,590	2,756,146	3,343,867	4,891,875
Unsecured Assessed Value	167,770	213,470	209,309	192,682	210,001
Total Assessed Value	2,109,223	2,569,060	2,965,455	3,536,549	5,101,876
Base Year Values:					
Secured	85,054	85,054	85,054	85,054	85,054
Unsecured	12,628	12,628	12,628	12,628	12,628
Increase Over Base Year Values:					
Secured	1,856,399	2,270,536	2,671,093	3,258,814	4,806,821
Unsecured	155,142	200,842	196,681	180,053	197,373
Tax Rates:					
Secured Tax Rate	0.010000	0.010000	0.010000	0.010000	0.010000
Unsecured Tax Rate	0.010000	0.010000	0.010000	0.010000	0.010000
Tax Increment Revenue (2):					
Secured Property	18,564	22,705	26,711	32,588	48,068
Unsecured Property	1,551	2,008	1,967	1,801	1,974
Gross Tax Increment Revenue	20,115	24,714	28,678	34,388.67	50,041.94
Less Allocable 20% Housing Set-Aside Revenue	4,023	4,943	5,736	6,878	10,008
Less AB1290 Passthrough Obligation (3)	-	-	-	-	-
Allocable 80% Tax Increment Revenue	16,092	19,771	22,942	27,511	40,034
Delinquency Rate (4)	0.4%	0.0%	0.1%	0.0%	N/A

(1) Assessed valuations shown are "full cash value" and exclude homeowner subventions.

(2) Revenue numbers equal the tax rate times the increase over base year value and do not necessarily equal amounts collected.

(3) No amount deducted to compute Allocable Tax Revenues, since AB1290 payments for this Project Area have been subordinated to the Loan Agreement and to Parity Prior Loan Agreements for this Project Area.

(4) The City currently advances 100% of Tax Revenues to the Agency notwithstanding the occurrence of delinquencies. Delinquency rates shown are calculated based on the delinquencies remaining as of the September or October following the close of the fiscal year. Payments made subsequently are not reflected in the rates.

Source: City and County of San Francisco; Urban Analytics.

Ten Largest Property Owners By Valuation, 2017-18
San Francisco Redevelopment Agency
Mission Bay South

Property Owner	Assessed Value	Pct of Total Assessed Value	Land Use
ALEXANDRIA REAL ESTATE SF * (4: 2016-17, 4: 2015-16)	536,787,935	15.2%	Commercial Office
ESSEX PORTFOLIO * (1: 2016-17)	229,597,755	6.5%	Residential
DCO MISSION BAY LP	214,816,437	6.1%	Residential
EQR MISSION BAY BLOCK 13 LP	213,450,086	6.0%	Residential
1000 CHANNEL STREET SF OWNER L	207,488,850	5.9%	Residential
GSW ARENA LLC	191,010,003	5.4%	Sports Arena
HINES GLOBAL REIT 550 TERRY FR	190,987,330	5.4%	Commercial Office
KR MISSION BAY LLC	183,889,901	5.2%	Commercial Office
SOBRATO DEVELOPMENT CO #871	104,926,329	3.0%	Commercial Office
URBAN HOUSING MB III LLC	98,278,440	2.8%	Residential
Total, Ten Largest:	2,171,233,066	61.4%	
All Other	1,365,316,031	38.6%	
Total for the Area:	3,536,549,097	100.0%	
<i>Ten Largest as Pct of Incremental AV:</i>		<i>63.1%</i>	

Source: County Assessor; Urban Analytics

* Owner has the indicated number of appeals pending in the years shown.

Ten Largest Property Owners By Valuation, 2018-19 (Preliminary)
San Francisco Redevelopment Agency
Mission Bay South

Property Owner	Assessed Value	Pct of Total Assessed Value	Land Use
GSW ARENA LLC	728,401,871	14.3%	Sports complex
ALEXANDRIA REAL ESTATE SF	657,255,281	12.9%	Office
KR MISSION BAY LLC	558,150,177	10.9%	Office
ESSEX PORTFOLIO * (1: 2017-18)	296,369,199	5.8%	Multi-unit residential
DCO MISSION BAY LP	219,168,522	4.3%	Apartments and retail
EQR MISSION BAY BLOCK 13 LP	217,726,040	4.3%	Multi-unit residential
HINES GLOBAL REIT 550 TERRY FR	194,807,075	3.8%	Office
UBER TECHNOLOGOGIES INC	175,226,900	3.4%	Vacant commercial
SOBRATO INTERESTS 3	153,595,051	3.0%	Office
ECOP TOWER I OWNER LLC	103,066,223	2.0%	Office
Total, Ten Largest:	3,303,766,339	64.8%	
All Other	1,798,109,599	35.2%	
Total for the Area:	5,101,875,938	100.0%	
<i>Ten Largest as Pct of Incremental AV:</i>		<i>66.0%</i>	

Source: County Assessor; Urban Analytics

* Owner has the indicated number of appeals pending in the years shown.

Estimated Annual Debt Service Coverage by Project Area
San Francisco Redevelopment Agency
Mission Bay South (Senior and Subordinate Non-Housing)

Fiscal Year Ending June 30	Total Senior Debt Service (1)	Allocable Project Area Tax Revenue (2)	Senior Debt Service Coverage Ratio	Total Subordinate Debt Service (3)	Revenue Available for Subordinate Debt Service (4)	Subordinate Debt Service Coverage Ratio
2018	11,910,550	27,510,938	2.31	-	7,834,611	-
2019	11,911,900	40,033,552	3.36	5,480,000	16,569,031	3.02
2020	11,911,750	40,033,552	3.36	5,830,000	16,361,244	2.81
2021	11,912,000	40,033,552	3.36	5,665,000	16,360,994	2.89
2022	11,908,000	40,033,552	3.36	5,738,820	16,364,994	2.85
2023	11,909,500	40,033,552	3.36	5,500,000	16,363,494	2.98
2024	11,910,750	40,033,552	3.36	5,462,280	16,362,244	3.00
2025	11,911,250	40,033,552	3.36	5,724,840	16,361,744	2.86
2026	11,910,500	40,033,552	3.36	5,500,000	16,362,494	2.97
2027	11,908,000	40,033,552	3.36	5,773,320	16,364,994	2.83
2028	11,908,250	40,033,552	3.36	5,625,425	16,364,744	2.91
2029	11,910,500	40,033,552	3.36	5,448,960	16,362,494	3.00
2030	11,909,000	40,033,552	3.36	5,717,820	16,363,994	2.86
2031	11,908,250	40,033,552	3.36	5,500,000	16,364,744	2.98
2032	11,907,500	40,033,552	3.36	5,808,600	16,365,494	2.82
2033	11,911,000	40,033,552	3.36	5,797,565	16,361,994	2.82
2034	11,907,750	40,033,552	3.36	5,770,440	16,365,244	2.84
2035	11,907,250	40,033,552	3.36	5,725,770	16,365,744	2.86
2036	11,908,500	40,033,552	3.36	5,661,760	16,364,494	2.89
2037	11,910,500	40,033,552	3.36	5,576,625	16,362,494	2.93
2038	11,907,250	40,033,552	3.36	5,468,330	16,365,744	2.99
2039	11,908,000	40,033,552	3.36	5,745,180	16,364,994	2.85
2040	11,911,500	40,033,552	3.36	5,604,885	16,361,494	2.92
2041	11,911,500	40,033,552	3.36	5,435,700	16,361,494	3.01
2042	11,907,000	40,033,552	3.36	5,710,860	16,365,994	2.87
2043	11,907,000	40,033,552	3.36	5,500,000	16,365,994	2.98
2044	-	40,033,552	-	-	28,272,994	-
	309,644,950	1,068,383,296		140,772,180	445,405,984	

(1) Reflects 2014A, 2016B and 2016C bonds.

(2) Tax Revenues available for parity debt service, based on Fiscal Years

(3) Reflects 2016D Subordinate bonds.

(4) Tax Revenues available for subordinate debt service includes new construction and sales, less passthroughs and housing set-aside.

Source: Redevelopment Agency of the City and County of San Francisco as to Debt Service; Urban Analytics as to Allocable Tax Revenues.

Assessment Appeals in the Mission Bay South Project Area

Roll Year	Status	Number of Appeals	County Valuation	Applicant Opinion of Value	Valuation After Appeal	Retention Rate **
2017-18	Resolved	10	363,092,605	228,580,000	363,092,605	100.0%
2017-18	Pending	1	125,511,706	119,682,000	0.0%	TBD
2016-17	Resolved	17	604,175,767	317,612,967	604,071,793	100.0%
2016-17	Pending	-	-	-	-	-
2015-16	Resolved	10	630,296,871	317,892,868	630,296,871	100.0%
2015-16	Pending	-	-	-	-	-
2014-15	Resolved	6	539,765,609	319,529,715	539,765,609	100.0%
2014-15	Pending	-	-	-	-	-
2013-14	Resolved	14	531,579,315	343,914,442	531,579,315	100.0%
2013-14	Pending	-	-	-	-	-
2012-13	Resolved	21	326,308,443	207,855,585	325,373,405	99.7%
2012-13	Pending	-	-	-	-	-
All Years	Resolved	78	2,995,218,610	1,735,385,577	2,994,179,598	100.0%
All Years	Pending	1	125,511,706	119,682,000	TBD	-

Potential exposure to reductions in valuation from pending appeals using retention rate: 43,539

* Appeal filings for the current fiscal year are preliminary and subject to change.

** Retention Rate is the proportion of value retained after resolution of an appeal. The rate is calculated by dividing the "Valuation After Appeal" into the 'County Valuation'. For withdrawn and denied appeals the valuation after appeal is the original county valuation.

Source: San Francisco County Assessment Appeals Board. Data as of 11/16/2018.

[Disclosure Per 2016D Subordinate Tax Allocation Bonds]
 New Construction in the Mission Bay South Project Area, Completed and Substantially Completed

Project	Mission Bay Block Number	Type	Units, Rooms or Square Footage	Estimated Assessed Valuation Per Unit *	Estimated Full Valuation *	Valuation on FY 2017-18 Rolls	Additional Valuation Not Yet Enrolled *
New Enrolled Valuation Expected FY 2016-17							
Essex MB360 (1200 4th Street)	5	Rental	172	715,411	123,050,693	126,495,449	-
Essex MB360 (701 China Basin)	11	Rental	188	537,663	101,080,693	103,102,306	-
Bosa Arden (718 Long Bridge Street) **	12E	Condo	267	1,000,000	267,000,000	388,181,594	-
Subtotal					\$ 491,131,386	\$ 617,779,349	\$ -
New Enrolled Valuation Expected FY 2017-18							
UDR (1850 Channel Street)	2	Rental	315	\$ 450,000	\$ 141,750,000	\$ 214,816,437	\$ -
Summerhill Venue (1201 4th Street)	3W	Rental	147	450,000	66,150,000	98,278,440	-
Bosa Arden (718 Long Bridge Street) **	12E	Condo	267	1,000,000	267,000,000	388,181,594	-
EQR Azure (690 Long Bridge Street)	13W	Rental	273	686,410	187,389,930	213,450,086	-
Kaiser (1600 Owens)	41-43 4	Office	208,844	600	125,306,400	80,444,295	44,862,105
ARE/Uber Property Sale	26-27	Land	(NA)	(NA)	125,000,000	130,445,760	-
Kilroy Property Sale	40	Land	(NA)	(NA)	95,000,000	-	95,000,000
Strada Property Sale	6, 7	Land	(NA)	(NA)	70,000,000	207,488,850	-
Subtotal					\$ 1,077,596,330	\$ 1,333,105,462	\$ 139,862,105
Total					\$ 1,568,727,716	\$ 1,950,884,811	\$ 139,862,105

* Expressed in current dollars.

** Construction valuation added in 2016-17, 1/2 condo sales enrolled in 2017-18, remainder (not shown) expected in 2018-19

Notes: Per-unit valuation for rental properties based on actual costs reported in 10-Q filings or are estimated based on valuations for similar completed properties in the Project Area.

Per-unit valuation for condos estimated based on a review of current asking prices for condos in Mission Bay.

Per-room valuation for hotel estimated based on the valuation of the W hotel.

Per-square-foot valuation for office based on the valuation of completed office properties in Mission Bay.

Estimated full valuation of property sales is the amount of the transaction.

Estimate of full enrollment year based on site visit conducted 2/5/2016.

Source: Building name, type and size per MBDG; sales price and date per corporate 10-Q filings; valuation estimates per Urban Analytics.

[Disclosure Per 2016D Subordinate Tax Allocation Bonds]
 New Construction in the Mission Bay South Project Area, Completed and Substantially Completed

Project	Mission Bay Block Number	Type	Units, Rooms or Square Footage	Estimated Assessed Valuation Per Unit *	Estimated Full Valuation *	Valuation on FY 2018-19 Rolls	Additional Valuation Not Yet Enrolled *
New Enrolled Valuation Expected FY 2016-17							
Essex MB360 (1200 4th Street)	5	Rental	172	715,411	123,050,693	148,933,395	-
Essex MB360 (701 China Basin)	11	Rental	188	537,663	101,080,693	147,435,804	-
Bosa Arden (718 Long Bridge Street) **	12E	Condo	267	1,000,000	267,000,000	397,902,752	-
Subtotal					\$ 491,131,386	\$ 694,271,951	\$ -
New Enrolled Valuation Expected FY 2017-18							
UDR (1850 Channel Street)	2	Rental	315	\$ 450,000	\$ 141,750,000	219,168,522	\$ -
Summerhill Venue (1201 4th Street)	3W	Rental	147	450,000	66,150,000	100,275,152	-
Bosa Arden (718 Long Bridge Street) **	12E	Condo	267	1,000,000	267,000,000	397,902,752	-
EQR Azure (690 Long Bridge Street)	13W	Rental	273	686,410	187,389,930	217,726,040	-
Kaiser (1600 Owens) ***	41-43 4	Office	208,844	600	125,306,400	10,450,115	114,856,285
ARE/Uber Property Sale	26-27	Land	(NA)	(NA)	125,000,000	272,420,929	-
Kilroy Property Sale	40	Land	(NA)	(NA)	95,000,000	-	95,000,000
Strada Property Sale	6, 7	Land	(NA)	(NA)	70,000,000	315,221,565	-
Subtotal					\$ 1,077,596,330	\$ 1,533,165,075	\$ 209,856,285
Total					\$ 1,568,727,716	\$ 2,227,437,026	\$ 209,856,285

* Expressed in current dollars.

** Construction valuation added in 2016-17, 1/2 condo sales enrolled in 2017-18, remainder (not shown) expected in 2018-19

*** Roll value reflects an exemption of \$245,374,646 for this hospital property.

Notes: Per-unit valuation for rental properties based on actual costs reported in 10-Q filings or are estimated based on valuations for similar completed properties in the Project Area.

Per-unit valuation for condos estimated based on a review of current asking prices for condos in Mission Bay.

Per-room valuation for hotel estimated based on the valuation of the W hotel.

Per-square-foot valuation for office based on the valuation of completed office properties in Mission Bay.

Estimated full valuation of property sales is the amount of the transaction.

Estimate of full enrollment year based on site visit conducted 2/5/2016.