

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

RESOLUTION NO. 1 – 2019
Adopted January 28, 2019

**APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR
JULY 1, 2019 TO JUNE 30, 2020 (ROPS 19-20) INCLUDING THE ADMINISTRATIVE
BUDGET FOR THE SUCCESSOR AGENCY AND SUPPORTING DOCUMENTATION**

WHEREAS, Under Chapter 5, Statutes of 2011, ABx1 26 and Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12, Regular Session), the San Francisco Redevelopment Agency (“SFRA”) was dissolved and certain obligations of SFRA were transferred by operation of law to the Successor Agency to the SFRA, now known as the Office of Community Investment and Infrastructure (“OCII”), the successor to the San Francisco Redevelopment Agency by operation of law. ABx1 26 and Assembly Bill No. 1484 amended Sections 33500 *et seq.* of the California Health and Safety Code, which sections, as amended from time to time, shall be referred to herein as the “Redevelopment Dissolution Law”; and,

WHEREAS, Senate Bill No. 107 (Stats. 2015, ch. 325, §§ 9 & 27) (codified at Cal. Health & Safety Code § 34177.7) (“SB 107”), which became effective September 23, 2015, amends Redevelopment Dissolution Law to authorize the Redevelopment Agency of the City and County of San Francisco (“City”) to issue bonds or incur other indebtedness to finance the construction of affordable housing and Transbay infrastructure required by specified agreements, subject to the approval of the Oversight Board. The ROPS 19-20 includes expenditures from future SB107 authorized bond issuances, subject to Oversight Board and Department of Finance approval; and,

WHEREAS, The Redevelopment Dissolution Law requires successor agencies to make payments due for enforceable obligations and to perform obligations required pursuant to an enforceable obligation. 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,

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, Under San Francisco Board of Supervisors Resolution No. 11-12 (Jan. 26, 2012), the City and County of San Francisco designated the Mayor’s Office of Housing and Community Development (“MOHCD”) as the housing successor to the former San Francisco Redevelopment Agency; and,
- WHEREAS, Cal. Health & Safety Code § 34176 (g) authorizes the housing successor to designate the use of and commit indebtedness obligation proceeds that are derived from indebtedness obligations that were issued for the purposes of affordable housing prior to June 28, 2011, and were backed by the Low and Moderate Income Housing Fund and that remain after the satisfaction of enforceable obligations that have been approved in a Recognized Obligation Payment Schedule (“ROPS”); and,
- WHEREAS, The Hunters View Phase II-III Loan Agreement has proceeds that are derived from indebtedness obligations that were issued for the purposes of affordable housing prior to June 28, 2011, and were backed by the Low and Moderate Income Housing Fund. Proceeds in the amount of \$5,900,000 remain after the satisfaction of enforceable obligations that were approved in a ROPS (“Excess Housing Obligation Proceeds”); and,
- WHEREAS, MOHCD has requested that OCII transfer the Excess Housing Obligation Proceeds to MOHCD for uses consistent with MOHCD’s Low and Moderate Income Housing Asset Fund, namely the development of the final phases of the Hunters View Public Housing Project; and,
- WHEREAS, MOHCD’s proposed use of the proceeds are consistent with applicable bond covenants, which required the former San Francisco Redevelopment Agency to use the funds for affordable housing purposes under the Community Redevelopment Law; and,
- WHEREAS, OCII has separately listed the expenditure of the Excess Housing Obligation Proceeds on line 177 of the ROPS; and,
- WHEREAS, The ROPS for the period July 1, 2019 to June 30, 2020 is attached to this resolution as Exhibit A, and fully incorporated in this resolution (“ROPS 19-20”); and,
- WHEREAS, OCII staff recommends that the Oversight Board approve ROPS 19-20, and authorize its submission in accordance with Redevelopment Dissolution Law; and,
- WHEREAS, Approval of the ROPS 19-20 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 19-20, including the Administrative Budget for the Successor Agency, and directs the Executive Director or her designee to take such actions as may be necessary to submit the ROPS 19-20 to the City Controller and Department of Finance, to post ROPS 19-20 on the internet website of the Oversight Board, and to take any other actions appropriate to comply with the Redevelopment Dissolution Law's requirements relating to the ROPS.

Exhibit A: ROPS 19-20
A-1 Detail Worksheet
A-2 Notes Worksheet
A-3 Cash Balances Report
A-4 Summary

I hereby certify that the Oversight Board at its meeting of January 28, 2019 adopted the foregoing resolution



Board Secretary

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | L | | | | | Q | R | | | | | W | |
|--------|---|--------------------------|-----------------------------------|-------------------------------------|--|---|--------------------------------------|--------------------------------------|---------|------------------|--------------------------|-----------------|-------------|-----------|-------------|---------------|-------------------------|-----------------|-------------|-----------|-------------|--------------|--------------|
| | | | | | | | | | | | 19-20A (July - December) | | | | | | 19-20B (January - June) | | | | | | |
| | | | | | | | | | | | Fund Sources | | | | | | Fund Sources | | | | | | |
| | | | | | | | | | | | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | | |
| 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 19-20 Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20A Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20B Total | |
| 78 | Lease Between the US Government and the Agency | Miscellaneous | 10/1/2008 | 6/30/2036 | Department of the Navy | Lease for Buildings 103, 104, 115, 116, 117 & 125 | HPS-CP | 3,567,960 | N | \$ 262,350 | | | 262,350 | | | \$ 262,350 | | | | | | | \$ - |
| 79 | Consulting Contract | Professional Services | 12/20/2009 | 8/1/2021 | Langan Treadwell | Environmental and engineering services | HPS-CP | 1,042,538 | N | \$ 370,261 | | | 370,261 | | | \$ 370,261 | | | | | | | \$ - |
| 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 | \$ - | | | | | | \$ - | | | | | | | \$ - |
| 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 | 51,455,950 | N | \$ - | | | | | | \$ - | | | | | | | \$ - |
| 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 | \$ 6,552,685 | | | | 3,276,342 | | \$ 3,276,342 | | | | 3,276,343 | | | \$ 3,276,343 |
| 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 | \$ 59,856,586 | 59,856,586 | | | | | \$ 59,856,586 | | | | | | | \$ - |
| 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 | \$ 13,098,596 | | | | 6,549,298 | | \$ 6,549,298 | | | | 6,549,298 | | | \$ 6,549,298 |
| 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, Mission Bay South | 6,600,000 | N | \$ 550,000 | | | 550,000 | | | \$ 550,000 | | | | | | | \$ - |
| 90 | Harris-DPW Contract | Project Management Costs | 8/15/2006 | 5/11/2020 | Harris & Associates | Contract with DPW to reimburse Harris for review of FOCIL reimbursements | Mission Bay North, Mission Bay South | 9,500,000 | N | \$ 475,000 | | | 475,000 | | | \$ 475,000 | | | | | | | \$ - |
| 91 | Mission Bay Art Program | Professional Services | 10/26/1998 | 10/25/2028 | San Francisco Arts Commission | Use of Art Fees as required by the Redevelopment Plans | Mission Bay North, Mission Bay South | 1,118,741 | N | \$ 1,118,741 | | | 1,118,741 | | | \$ 1,118,741 | | | | | | | \$ - |
| 92 | Owner Participation Agreement - 72 Townsend Street | OPA/DDA/Construction | 7/18/2006 | 6/30/2020 | 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 | 6/30/2023 | CMG Landscape Architecture | Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area | Transbay | 434,356 | N | \$ 198,824 | 178,824 | | 20,000 | | | \$ 198,824 | | | | | | | \$ - |
| 102 | Tax Increment Sales Proceeds Pledge Agreement (Tax Increment) | OPA/DDA/Construction | 6/21/2005 | 6/21/2050 | 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 | 8,605,996 | N | \$ 8,605,996 | | | | 4,302,998 | | \$ 4,302,998 | | | | 4,302,998 | | | \$ 4,302,998 |
| 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 | 53,000,000 | 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 | 28,563,837 | N | \$ 23,150,845 | 23,150,845.00 | | | | | \$ 23,150,845 | | | | | | | \$ - |
| 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 | 45,000 | N | \$ 45,000 | | | 40,000 | 2,500 | | \$ 42,500 | | | | 2,500 | | | \$ 2,500 |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | L | | | | M | | | | Q | R | | | | W |
|--------|--|------------------------------------|-----------------------------------|-------------------------------------|--|--|--|--------------------------------------|---------|------------------|--------------------------|-----------------|-------------|-----------|-------------------------|---------------|-----------------|-----------------|-------------|-----------|-------------|--------------|--------------|---|
| | | | | | | | | | | | 19-20A (July - December) | | | | 19-20B (January - June) | | | | | | | | | |
| | | | | | | | | | | | Fund Sources | | | | Fund Sources | | | | | | | | | |
| | | | | | | | | | | | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | Bond Proceeds | Reserve Balance | Other Funds | | RPTTF | Admin RPTTF | | | |
| 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 19-20 Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20A Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20B Total | | |
| 156 | Disposition and Development Agreement - San Francisco Museum of Modern Art | OPA/DDA/Construction | 1/15/1991 | 6/30/2020 | 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 | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 157 | Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens (REA) - Jessie Square | Property Maintenance | 3/31/1998 | 3/31/2097 | Not applicable | The REA provides for security, maintenance, use and operation of the Central Block One common area, including Successor Agency-owned Jessie Square. Requires ongoing property and asset management. | YBC | | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 158 | Owner Participation Agreement - St. Patrick's Church | OPA/DDA/Construction | 3/13/1974 | 6/30/2020 | Not applicable | The OPA provides for renovations of the church, easement agreements related to construction of Jessie Square Garage, including long-term, ongoing parking arrangements in the Successor Agency-owned garage. | YBC | | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 159 | Owner Participation/Disposition and Development Agreements - Emporium & Bloomingdales | OPA/DDA/Construction | 10/17/2000 | 11/13/2030 | Not applicable | The OP/DDA was for development of the historic Emporium building on Market Street together with the expansion of the adjoining shopping center, which resulted in a large, mixed-use commercial shopping center including a new Bloomingdales store, retail shops, a multiplex cinema, restaurants, and office space. Requires ongoing project management. | YBC | | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 161 | Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Funding | OPA/DDA/Construction | 6/3/2010 | 12/31/2020 | CP Development Co., LP/ McCormack Baron Salazar | Agency funding obligation for 504 Alice Griffith Units | HPS-CP- Housing | 66,800,000 | N | \$ 1,000,000 | 1,000,000 | | | | | \$ 1,000,000 | | | | | | | \$ - | |
| 177 | Hunters View Phase II-III Loan Agreement | OPA/DDA/Construction | 4/19/2011 | 4/19/2066 | Hunters View Associates LP | Permanent Development loan for Phases II & III | BVHP-Housing | 6,000,000 | N | \$ 5,900,000 | 5,900,000 | | | | | \$ 5,900,000 | | | | | | | \$ - | |
| 218 | Disposition and Development Agreement -Hunters Point Shipyard Phase 1; affordable housing program funded by LMIHF for HPS Phase 1 | OPA/DDA/Construction | 12/2/2003 | 6/30/2062 | Successor Agency | Contractual obligation to fund & construct affordable housing under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement | HPS-CP- Housing | 52,150,000 | 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 in Candlestick Point-Hunters Point Shipyard-Phase 2 Disposition and Development Agreement - see Notes | HPS-CP- Housing | 1,009,233,000 | N | \$ 75,268 | | | | 37,634 | | \$ 37,634 | | | | 37,634 | | | \$ 37,634 | |
| 220 | Mission Bay North Tax Allocation Pledge Agreement (Housing Portion); affordable housing program funded by LMIHF for Mission Bay North | OPA/DDA/Construction | 11/16/1998 | 11/16/2043 | Successor Agency | Pledge of Property Tax Revenues under Mission Bay North Tax Allocation Pledge Agreement -see Notes | Mission Bay North - Housing | 270,750,000 | N | \$ 2,505,399 | | | | 1,252,700 | | \$ 1,252,700 | | | | 1,252,699 | | | \$ 1,252,699 | |
| 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 Notes | Mission Bay South - Housing | 321,745,000 | N | \$ 7,505,452 | | | | 3,752,726 | | \$ 3,752,726 | | | | 3,752,726 | | | \$ 3,752,726 | |
| 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 | 769,000,000 | N | \$ 5,083,620 | | | | 5,083,620 | | \$ 5,083,620 | | | | | | | \$ - | |
| 239 | Transbay Blocks 6&7 construction funding | OPA/DDA/Construction | 1/7/2014 | 1/6/2069 | Mercy Housing California 62, L.P. | Funding required for construction subsidy | Transbay - Housing | | Y | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 250 | Parcel N1-A -- Port Lease (SBH) | Miscellaneous | 11/14/1986 | 9/25/2050 | CCSF - Port Commission | SBH/Pier 40 open space | South Beach | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 251 | Parcel N1-B -- Port Lease (SBH) | Miscellaneous | 6/30/1990 | 9/25/2050 | CCSF - Port Commission | SBH/Pier 40 Shed/Warehouse Bldg | South Beach | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 252 | Parcel N2 -- Port Lease (SBH) | Miscellaneous | 12/7/1984 | 9/25/2050 | CCSF - Port Commission | SBH/Pier 40 open space | South Beach | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 255 | Sublease Agreement with Carmen and Benito Solis, dba Carmen's Restaurant | Property Maintenance | 4/17/2010 | 9/25/2050 | See notes | Agreement allows the Solis' to sublease about 1,600 square feet of space on Pier 38/40, which is owned by the Port of San Francisco | RPSB | | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 257 | Rincon Point - South Beach Harbor Operations and Rincon Park Maintenance | Miscellaneous | 7/1/2019 | 6/30/2020 | CCSF - Port Commission and various other vendors | Operating costs for South Beach Harbor and lease payments for various properties leased from the Port of San Francisco, and Rincon Park Maintenance | South Beach Harbor | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 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 | 4,260,000 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | 19-20A (July - December) | | | | | Q | 19-20B (January - June) | | | | | W | | |
|--------|---|---|-----------------------------------|-------------------------------------|--|--|--|--------------------------------------|---------|------------------|--------------------------|-----------------|-------------|-----------|-------------|---------------|-------------------------|-----------------|-------------|-----------|-------------|--------------|--------------|---------------|
| | | | | | | | | | | | Fund Sources | | | | | | 19-20A Total | 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 19-20 Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20A Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 19-20B Total | | |
| 417 | Mission Bay South Block 9 Affordable Housing Funding | OPA/DDA/Construction | 11/16/1998 | 11/2/2028 | BRIDGE Housing and Community Housing Partnership | Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements | Mission Bay South - Housing | 43,900,000 | N | \$ 43,442,827 | 35,969,188 | | 469,480 | 7,004,159 | | \$ 43,442,827 | | | | | | | \$ - | |
| 418 | CDBG Program Funds for Affordable Housing | Miscellaneous | 12/1/2015 | 3/6/2062 | MOHCD | HOPESF Supportive Housing | Citywide Housing | 3,150,000 | Y | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 419 | Mission Bay South Block 9A Affordable Housing Funding | OPA/DDA/Construction | 11/16/1998 | 11/2/2028 | TBD | Funding required for predevelopment and construction subsidy for affordable housing project in partial fulfillment of MBS OPA Requirements | Mission Bay South - Housing | 28,330,000 | N | \$ 3,520,000 | 3,520,000 | | | | | \$ 3,520,000 | | | | | | | \$ - | |
| 420 | HPS Block 56 Affordable Housing | OPA/DDA/Construction | 1/1/2018 | 1/1/2073 | TBD | HPS Block 56 Affordable Housing Predevelopment and Construction | HPS-CP- Housing | 31,500,000 | N | \$ 3,520,000 | 3,520,000 | | | | | \$ 3,520,000 | | | | | | | \$ - | |
| 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 | 26,664,775 | N | \$ 1,512,825 | | | | | | \$ - | | | | 1,512,825 | | | \$ 1,512,825 | |
| 422 | Professional Services CMG Design Essex | Professional Services | 6/30/2011 | 6/30/2023 | CMG Landscape Architecture | Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area | Transbay | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 423 | Design and Construction Monitoring of Transbay Park | Professional Services | 6/30/2011 | 6/30/2023 | CMG Landscape Architecture | Payment for conceptual designs through contract administration for select open space and streetscape improvements in the Transbay Project Area | Transbay | 2,370,144 | N | \$ 2,189,614 | 2,189,614 | | | | | \$ 2,189,614 | | | | | | | \$ - | |
| 424 | Streetscape and Open Space Improvements - Essex | Streetscape and Open Space Improvements - Essex | 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 | 9,157,860 | N | \$ - | | | | | | \$ - | | | | | | | | \$ - |
| 425 | Excess Bond Proceed 2007B cash reserve | Bonds Issued After 12/31/10 | 11/5/2018 | 12/31/2020 | Port | Bond Portfolio Management | Citywide Housing | 9,000,000 | N | \$ 9,000,000 | 9,000,000 | | | | | \$ 9,000,000 | | | | | | | \$ - | |
| 426 | Tax Allocation Bond Series 2018A Mission Bay Housing Bond | Improvement/Infrastructure | 8/1/2018 | 8/1/2021 | CCSF | Bond Debt Service | All Project Areas with Bond/Loan Obligations | 8,105,923 | Y | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 427 | Bond Cost of Issuance | Fees | 7/1/2019 | 6/30/2020 | SFRA, CCSF: Admin, Legal, Fiscal Consultant, Bond Counsel, Financial Advisor | Bond Portfolio Management | All Project Areas with Bond/Loan Obligations | 796,303 | N | \$ 796,303 | 796,303 | | | | | \$ 796,303 | | | | | | | \$ - | |
| 428 | Mission Bay South Block 12 | OPA/DDA/Construction | 11/16/1998 | 11/2/2028 | TBD | Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements | Mission Bay South - Housing | 50,700,000 | N | \$ 3,520,000 | 3,520,000 | | | | | \$ 3,520,000 | | | | | | | \$ - | |
| 429 | Tax Allocation Bond Series 2019A HPSY Housing Bond | Bonds Issued After 12/31/10 | 8/1/2019 | 8/1/2039 | TBD | Bond Debt Service | All Project Areas with Bond/Loan Obligations | 32,963,458 | N | \$ 2,239,737 | | | | | | \$ - | | | | 2,239,737 | | | \$ 2,239,737 | |
| 430 | Tax Allocation Bond Series 2019B HPSY Infrastructure Bond | Bonds Issued After 12/31/10 | 8/1/2019 | 8/1/2039 | TBD | Bond Debt Service | All Project Areas with Bond/Loan Obligations | 16,800,000 | N | \$ 1,353,852 | | | | | | \$ - | | | | 1,353,852 | | | \$ 1,353,852 | |
| 431 | Design monitoring and Construction of Transbay Park | Professional Services | 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 | 19,505,075 | N | \$ 3,615,076 | 1,492,283 | | 189,888 | | | \$ 1,682,171 | | | | 1,932,905 | | | \$ 1,932,905 | |
| 432 | Streetscape Improvement Reimbursements for Folsom Streetscape | OPA/DDA/Construction | 6/21/2005 | 6/21/2035 | Various | Developer reimbursement for streetscape improvements as per DDA | Transbay | 0 | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |

| San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - Notes July 1, 2019 through June 30, 2020 | |
|--|--|
| Item # | Notes/Comments |
| 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 PEPRA Miscellaneous Plan, the 19-20 ARC is \$4,400. As per the Annual Valuation Report for Classic Miscellaneous Plan, the 19-20 ARC is \$1,708,000. Thus, the total amount due is \$1,712,400. |
| 9 | Retiree Health Insurance Premiums. Monthly retiree health premiums are \$116,786 or \$1,401,430 per year, plus \$823,916 for OPEB Expenses to pay down future liability, as per the CERBT valuation dated December 9, 2017, for a total of \$2,225,346. |
| 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 18-19. Although the eligible repayment amount for ROPS 19-20 is much higher as per the legislated formula, OCII anticipates paying no more than the 18-19 amount. Repayments were authorized in Oversight Board Resolution 13-2014. |
| 17 | College Track Indemnification Agreement. This is a contingent liability arising out of an indemnification agreement signed by the Successor Agency, the San Francisco Community Investment Fund ("SFCIF") and SFCIF SUB-Community Development Enterprise ("CDE") for the purpose of funding a project with New Markets Tax 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 described in the Indemnity Agreement. |
| 20 | Ground Lease for Foodsco (Cala Foods) Site. This ground lease is an enforceable obligation of the Successor Agency's project work. This asset was included in the Successor Agency's property management plan. |
| 21 | HPS Phase 1 DDA. This is a summary line for Lines 22-26. |
| 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 12/31/2023. |
| 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 projected to be complete by 12/31/2023. |
| 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 projected to be complete by 12/31/2023. |
| 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 6/30/2036. |
| 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. This is funded by Developer Reimbursement. This line and the payments listed in Lines 31-46, 48 and 376-381 relate to the enforceable obligations under the Candlestick Point-Hunters Point Shipyards 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. The Successor Agency advances these payments, which will be subsequently reimbursed by the developer as required under the Phase 2 DDA. Future Successor Agency payments to implement the Phase 2 DDA will appear in sub-lines following this master line in future ROPS. 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 6/30/2036. |
| 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." |
| 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 6/30/2036. |
| 33 | HPS Phase 2 Support Services for Planning. 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 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 6/30/2036. |
| 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 associated with the Phase 2 DDA Major Phase 4, which has an outside completion date of 6/30/2036. |
| 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 on an as-needed basis pursuant to the Trust Exchange Agreement. |
| 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 the Phase 2 DDA 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 and to 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 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, the proceeds of which reimburse master developer for infrastructure installed in plan area. Contract expiration date reflects Successor Agency's obligations pursuant to the legal authority to collect tax increment in the HPS Redevelopment Plan ("Plan") under the Phase 2 DDA Financing Plan, affordable housing program, the Tax Allocation Pledge Agreement, and the Phase 1 affordable housing obligation to construct 218 affordable units. This legal authority under the Plan to collect tax increment expires in 12/31/2057. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 50 | HPS EDA Grant. This is funded by grants from the U.S. Department of Commerce Economic Development Administration for the study and creation of an Arts and Technology District in Hunters Point/Shipyards. This contract will be used 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 improvement. The grant requires a 10% local match funded by RPTTF. |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - Notes July 1, 2019 through June 30, 2020

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| 72 | HPS CALReUSE State Grant Funds. Funded by grants from the California Pollution Control Financing Authority, this line relates to the enforceable obligations under a CALReUSE grant from the State for lead/asbestos (brownfield) abatement. There is no local match required. |
| 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, through to the final Navy parcel to transfer, which is projected to be 6/30/2036. |
| 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 6/30/2036. |
| 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 projected to be 6/30/2036. |
| 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 Parcel B. |
| 79 | HPS Environmental and Engineering Consulting Services. This is funded by Developer Reimbursement, pursuant to the Navy / Successor Agency Conveyance Agreement. |
| 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 19-20, the full tax increment amount has been allocated to early repayment of existing 2002 CFD Bonds. Therefore, there is no reimbursement projected from tax increment. However, 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). 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 reimburse FOCIL for infrastructure and defease CFD #4 bonds. 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. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 86 | MBN Tax Increment Allocation Pledge Agreement. FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This was moved to Line 85 in ROPS 18-19. |
| 87 | MBS OPA. FINAL & CONCLUSIVE DETERMINATION RECEIVED 1/24/14. This line shows the amounts 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 and will be paid from Tax Increment and from CFD Bond Proceeds. |
| 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. This line is a sub-line of Line 87. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 89 | Mission Bay Agency Costs Reimbursements. OPAs allow Successor Agency to access tax increment or direct developer fees to reimburse Agency Costs, including the cost 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. Currently the Master Developer, FOCIL-MB, LLC, is reimbursing the majority of the Agency Costs, but in the future RPTTF may be used for allowed Agency Costs. However, it is anticipated that there will be three contracts with third party entities to provide consulting services for fiscal analysis and planning services, for a combined amount of \$500,000 that will be reimbursed through direct developer payments considered "Other." |
| 90 | MBN and MBS DPW/Harris and Associates 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 is fulfilled through a contract between the City's Department of Public Works ("DPW") and Harris & Associates, the cost for which is paid by the Successor Agency. DPW's existing contract with Harris & Associates ends 5/11/20 but will enter into a new one with Harris & Associates. The Agency has estimated \$475,000 will be paid in ROPS 19-20 from "Other" funds (Developer Reimbursements). However, the MBN and MBS OPAs allow the Successor Agency to use RPTTF, Bond Proceeds, and Reserve Balances to reimburse for Agency Costs, which includes the Harris & Associates Contract, so such payments may be needed in the future. |
| 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 North Redevelopment Plan started on October 26, 1998 and ends on October 26, 2028). |
| 101 | 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 2023 and will be paid for using DDR-Approved bond proceeds from the 2017B bonds and developer fees. Lines 422 and 423 have been created to break out the contract amounts for Essex and Under Ramp Park, respectively. |
| 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 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. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, OCII requests that the DOF ROPS approval letter instruct the CCSF Controller to distribute the actual TI collected, rather than the projected amount reported in the ROPS. |
| 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 public 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 public 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. This amount is spread between this line and other ancillary contracts to the implementation agreement, including Lines 106-115 and 391. |
| 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." |
| 108 | Retired in ROPS 19-20. |

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| 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. |
| 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 construction, planning, and management. |
| 151 | The Mexican Museum Grant Agreement. This is a \$10.566 million grant agreement for predevelopment and tenant improvements for a museum. The remaining balance of \$7,785,119 is bond proceeds reserved for future tenant improvements. |
| 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 five phases. Of the five phases, Phases 1 and 2 are complete. ROPS 14-15 authorized gap funds for Phases 3A and 3B, which are currently under construction. Phase 4 is also currently under construction. 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 19-20 due to master developer delay in constructing necessary infrastructure for the project. ROPS 19-20 includes \$1.0 million in bond proceeds for Alice Griffith Phase 4 which is scheduled to be complete by the end of the 2018. OCII's subsidy may increase as a result of lower than expected HUD subsidy on 19 of the 31 units. As a result, the ability to carrying private debt may be reduced. As OCII funds the portion of AG not funded by other sources, this shift could require an increase to OCII's loan. |
| 177 | Hunters View Phase II-III Loan Agreement. Approved by the SFRA Commission on 4/19/11. Loan for construction of HV Phases II & III of new affordable housing as part of revitalization of Hunters View public housing project. \$21.7 million was committed for HV Phase II through a disbursement agreement in ROPS 13-14b period, and all \$21.7 million disbursed for construction expenses. The project completed construction in ROPS 18-19, and permanent financing conversion completed in ROPS 18-19 and is subject to receipt of TCAC form 8609 later in ROPS 18-19. Approximately \$5.9 million in excess proceeds are expected to be returned to OCII as a result of cost savings and higher than expected investor equity pay-in upon receipt of TCAC form 8609. Pursuant to Section 34176 (g) of the Health and Safety Code, which authorizes the housing successor to request the use of these proceeds for affordable housing, San Francisco's Mayor's Office of Housing and Community Development ("MOHCD," the housing successor) has requested these excess proceeds from OCII. \$5.9 million in ROPS 19-20 will be transferred to the housing successor for affordable housing development, and the housing obligation for HV Phase II-III will be satisfied. This completed housing asset is being transferred in ROPS 18-19 to MOHCD. |
| 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 new Line 395, and second project Block 56 to new line 420. |
| 219 | HPS Phase 2 CP Affordable Housing Obligation. FINAL & CONCLUSIVE DETERMINATION RECEIVED 12/14/12 (shown as line 174 on the F&C which used the ROPS III numbering system). Pledge of Property Tax Revenues to fulfill affordable housing obligations in Candlestick Point/Hunters Point Shipyard Phase 2 Disposition and Development Agreement. The total outstanding debt in the Statement of Indebtedness ("SOI"), dated 9/30/11, is estimated to be \$1,074,632,964 from HPS Housing Obligation (page 57 of the SOI), less the \$65.4 million estimated for the 218 units per the Phase 1 DDA, and an unspecified portion from BVHP Housing Obligation (page 52 of the SOI) over life of project. Binding agreements per § 34171 (d) (1)(E)); 7 (amts owing to LMIHF, §34171 (d) (1)(G)). Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 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. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 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 12). Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 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), 363 (Blk 9), and 374 (Blk 8), 392 (Blk 1) and various debt service lines. Total outstanding obligation lowered by amounts placed on separate ROPS Lines 363, 374 and 291. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 239 | Retired in ROPS 19-20. |
| 250 | Port Lease N-1 (L11183) for South Beach Harbor. Leases will remain in place until SBH is reverted to the Port. |
| 251 | Port Lease N1-B (L11595) for South Beach Harbor. Leases will remain in place until SBH is reverted to the Port. |
| 252 | Port Lease N-2 (L10892) for South Beach Harbor. Leases will remain in place until SBH is reverted to the Port. |
| 257 | Payments to Port for South Beach Harbor Operations. Port operates SBH on behalf of OCII, with OCII reimbursing costs. This obligation will remain in place until SBH is reverted to the Port. Since the amount to be distributed is dependent on actual tax receipts pledged to this purpose, we request that the DOF ROPS approval letter instruct the City and County Controller's Office to distribute the actual pledged amount for this line, regardless of whether that is more or less than the estimate on this ROPS. |
| 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. No debt service is due in this period. |
| 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. |
| 348 | CalBoating Loans. As per the loan agreement, the loan can only be repaid with revenues generated by the harbor. Paying the annual debt service, OCII is scheduled to repay the loans by FY 2036-37. |
| 349 | Retired in ROPS 18-19. |
| 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 by 12/31/2023. |
| 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 12/31/2039. |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - Notes July 1, 2019 through June 30, 2020

| Item # | Notes/Comments |
|--------|--|
| 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 (4) approximately \$2,000,000 in open space 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 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 \$1.8 million to \$7.0 million, subject to AB 471. The HPS-CP Developer's next and final commitments will be for AG Phases 5 and 6, and will be included in a subsequent ROPS. |
| 369 | Port Lease Site J (L11337) Non-SBH. Leases will remain in place until SBH is reverted to the Port. |
| 370 | Port Lease Site K (L11639) Non-SBH. Leases will remain in place until SBH is reverted to the Port. |
| 371 | Port Lease M-3, M-4, S-1D (L12079) Non-SBH. Leases will remain in place until SBH is reverted to the Port. |
| 373 | Property Management and Disposition Costs. The Successor Agency will be incurring certain costs associated with the management and disposition of property. 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. |
| 374 | Retired in ROPS 19-20. |
| 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 program is projected to be complete by 6/30/2039. |
| 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. OCII has received \$500,000 to date (as reflected in ROPS 19-20). 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 date, the developer has contributed \$500,000 for this fund. |
| 380 | HPS Phase 2 CP Community Benefits Agreement Wellness Contribution. This is funded by Developer Payment, pursuant to the Phase 2 Community Benefit Plan, Exhibit G to the Phase 2 DDA, for predevelopment expenses associated with the expansion of the Southeast Health Center. Previously, the Developer has paid a total of \$350,000 in accordance with Section 2.1 and 2.2 of the Community Benefits Agreement. Per Section 2.1(i) of the Community Benefits Plan the developer is expected to pay another \$200,000 when the Southeast Health Center Expansion Plan is approved this reflected in ROPS 19-20. |
| 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 project. 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 date reflects current contract for these services with Hawk Engineers, which has a three year term. |
| 382 | 2011 Hotel Occupancy Tax Refunding Bonds Debt Service. As city pays debt service, funds are included in Other. |
| 388 | Transfer to MOHCD, Excess Tax-Exempt Bond Proceeds from Series 1996B 2000A, 2001A, and 2003B for Affordable Housing Rehabilitation. Of original \$8.2 million from MOU entered into on 12/22/2015, \$183,538 remains to be expended. |
| 389 | Tax Allocation Bond Series MBS2014A. |
| 391 | Transbay Underramp 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). \$4.4 million is for project management costs during this period and will be paid from Developer fee proceeds. |
| 393 | Retired in ROPS 19-20. |
| 394 | MBS Block 3E Construction Funding. In ROPS 15-16A, a charitable donation of \$2.5 million initiated the predevelopment work on this project serving homeless veterans and other very low income families. ROPS 16-17 authorized \$21.7 million in construction funding, and the ROPS 16-17 Amended included an additional \$5.0 million due to the increase in the project units from 101 to 119 units. Construction funding in ROPS 16-17 assumed funds from the Affordable Housing and Sustainable Communities Program (AHSC) and the Veterans Housing and Homelessness Prevention Program (VHHP), which totaled \$12.4 million. In ROPS 17-18, OCII requested construction funding of \$39.1M, which assumed neither AHSC or VHHP was successful. The project was awarded \$5 million VHHP but not AHSC. Note that the final loan amount provided by OCII includes prior year pledged Mission Bay housing RPTTF (per DOF instructions, these funds only appear on the ROPS in the year they are collected and are not shown again when expended, except on the true-up). The project is under construction. |
| 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. \$4.0 million predevelopment funding in ROPS 18-19 will continue spending into ROPS 19-20. The source of the \$4.0M in funding is bond proceeds. The ROPS 19-20 also includes OCII's construction funding, and has increased from previous projections due to an increase in unit count and a likely inability to successfully compete for other anticipated sources such as AHSC. |
| 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 19-20. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed until ROPS 21-22 at the earliest. |
| 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 19-20. Construction funding was included in ROPS 18-19; however, the project has been delayed and the gap funds are not anticipated to be needed until ROPS 21-22 at the earliest. |
| 405 | MBS Block 6W Construction. 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. Predevelopment work on this project in ROPS 16-17; the project will serve very low income families and volunteer relocates from a HOPESF public housing re-building project. Predevelopment is funded by existing bond funds and RPTTF. Amended ROPS 18-19 included gap construction funding from bond proceeds and \$7.0 million existing RPTTF pursuant to AB 471. Construction is expected to commence in early 2019. |
| 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. Developer funded pre-development financing is now expected in ROPS 19-20. |
| 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. |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - Notes July 1, 2019 through June 30, 2020

| Item # | Notes/Comments |
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| 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. |
| 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 is \$1,000,000 of which \$250,000 has been paid to date by the Developer. |
| 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 19-20 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. |
| 414 | Retired in ROPS 19-20. |
| 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 19-20 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. |
| 417 | MBS Block 9 Affordable Housing. This is for 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. Predevelopment work on this project serving formerly homeless individuals began in ROPS 17-18 with \$3.5 million in predevelopment loans funded by new SB 107 bonds; amended ROPS 17-18 increased to \$5 million to accommodate increased predevelopment funding due to proposed use of modular construction. Predevelopment spending continues into ROPS 19-20. ROPS 19-20 also includes the remaining permanent loan obligation and reflects a typical 4% Low Income Housing Tax Credit scenario. However, a competitive source of funding (Hybrid 9%/4% LIHTC) is being pursued, and if successful will reduce OCII's subsidy. Project construction is expected to commence in early 2020. |
| 418 | Retired in ROPS 19-20. |
| 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. \$3.5 million in predevelopment funding authority from ROPS 18-19 will roll to ROPS 19-20 to fund multi-year predevelopment activities. This affordable homeownership project will require a higher per unit subsidy for construction than OCII affordable rental projects due to the lack of other funding sources for homeownership projects. |
| 420 | HPS Affordable Housing Block 56. Per final and conclusive determination for HPS housing obligation in umbrella line 218, ROPS 18-19 included \$3.5M for predevelopment activities for this affordable rental project funded by SB 107 bonds, and ROPS 19-20 rolls predevelopment funding as it is not subject to SB107. |
| 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 requiring activities related to major infrastructure improvements. |
| 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 contract terminates in June 2023, and will be paid for using DDR-Approved bond proceeds from the 2017B Bonds. In ROPS 19-20, \$2.2M is requested for Under Ramp Park. |
| 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. |
| 425 | Excess Bond Proceed 2007B Cash Reserve. Cash reserve from 2007B will be spend according to DOF requirements for Excess Bond Proceeds. |
| 426 | Retired in ROPS 19-20. |
| 427 | Bond Cost of Issuance. These charges reflect the bond issuance, which is funded by bond proceeds from the issued bonds. |
| 428 | Mission Bay South Block 12 Affordable Housing. This is for predevelopment 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. Predevelopment work on this two phase project serving low income families and seniors will begin in the ROPS 19-20 which will be funded by \$7.0 million in future SB 107 bonds. |
| 429 | Tax Allocation Bond Series 2019A HPSY Housing Bond. SB107 Housing new money bond. |
| 430 | Tax Allocation Bond Series 2019B HPSY Infrastructure Bond. New infrastructure bond. |

San Francisco City and County Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(Report Amounts in Whole Dollars)

| Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see Cash Balance Tips Sheet . | | | | | | | |
|--|---|------------------------------------|-----------------------------------|---|------------------------------|---------------------|--------------------------------|
| A | B | C | D | E | F | G | H |
| | | Fund Sources | | | | | |
| | | Bond Proceeds | | Reserve Balance | Other Funds | RPTTF | |
| | ROPS 16-17 Cash Balances (07/01/16 - 06/30/17) | 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 | Comments |
| 1 | Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount | 91,834,176 | 73,399,992 | 34,990,436 | 137,055,409 | 0 | |
| 2 | Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller | 284,819 | 227,907,078 | 0 | 60,546,130 | 122,702,543 | Total RPTTF Received from CCSF |
| 3 | Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17) | 17,050,331 | 53,835,360 | 6,518,547 | 78,938,481 | 116,623,204 | |
| 4 | Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | 34,230,233 | 15,783,066 | 25,778,421 | 32,724,677 | | |
| 5 | ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC | No entry required | | | | 6,079,251 | |
| 6 | Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5) | \$ 40,838,431 | \$ 231,688,644 | \$ 2,693,468 | \$ 85,938,381 | \$ 88 | |

**Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period**

Successor Agency: San Francisco City and County
County: San Francisco

| Current Period Requested Funding for Enforceable Obligations (ROPS Detail) | 19-20A Total (July - December) | 19-20B Total (January - June) | ROPS 19-20 Total |
|---|---|--|-------------------------|
| A Enforceable Obligations Funded as Follows (B+C+D): | \$ 247,198,819 | \$ 3,950,819 | \$ 251,149,638 |
| B Bond Proceeds | 209,125,719 | 8,194 | 209,133,913 |
| C Reserve Balance | - | - | - |
| D Other Funds | 38,073,100 | 3,942,625 | 42,015,725 |
| E Redevelopment Property Tax Trust Fund (RPTTF) (F+G): | \$ 40,383,997 | \$ 126,575,933 | \$ 166,959,930 |
| F RPTTF | 35,951,476 | 126,575,933 | 162,527,409 |
| G Administrative RPTTF | 4,432,521 | - | 4,432,521 |
| H Current Period Enforceable Obligations (A+E): | \$ 287,582,816 | \$ 130,526,752 | \$ 418,109,568 |

Certification of Oversight Board Chairman:
Pursuant to Section 34177 (o) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named successor agency.

Name Title

/s/ _____
Signature Date