



November 14, 2014

Ms. Sally Oerth, Deputy Director  
City and County of San Francisco  
One South Van Ness Avenue, 5th Floor  
San Francisco, CA 94103

Dear Ms. Oerth:

Subject: Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (m), the City and County of San Francisco Successor Agency (Agency) submitted a Recognized Obligation Payment Schedule (ROPS 14-15B) to the California Department of Finance (Finance) on September 30, 2014 for the period of January 1 through June 30, 2015. Finance has completed its review of your ROPS 14-15B, which may have included obtaining clarification for various items.

Based on a sample of line items reviewed and application of the law, Finance made the following determinations:

- Item No. 107 – Streetscape and Open Space Improvements is partially denied for Bond Proceeds in the amount of \$8,100,000. The Agency requests Bond Proceeds funding in the amount of \$11,100,000. However, as clarified by the Agency, this item no longer requires the total requested amount and only \$3,000,000 in Bond Proceeds is needed. As such, the Agency's excess request of \$8,100,000 (\$11,100,000 - \$3,000,000) is not eligible for funding at this time. Therefore, only \$3,000,000 in Bond Proceeds is approved for this item.
- Item No. 363 – Transbay Block 9 Construction Funding with a total outstanding obligation of \$45,000,000 is denied funding for this period. During the review process the Agency requested to have this item removed from the ROPS 14-15B as another financing structure is being considered for the project. Therefore, Other Funds in the amount of \$45,000,000 is not allowed this period.
- Multiple Item Nos. where reserves are requested for debt service payments due in the second half of the calendar year. Finance notes that pursuant to HSC section 34183 (a) (2) (A), debt service payments have first priority for payment from distributed RPTTF funding. As such, the amounts requested to be held in reserve along with the amounts required for the current ROPS period should be transferred upon approval and receipt to the bond trustee(s). The amounts approved for debt service payments on this ROPS are restricted for that purpose and are not authorized to be used for other ROPS items. Any requests to fund these debt service items again in the

ROPS 15-16A period will be denied unless insufficient RPTTF was received to satisfy the approved annual debt service payments.

- Item Nos. 333, 336, and 339 – Tax Allocation Bonds RPTTF requested amounts were input by the Agency incorrectly. Therefore, with the Agency's concurrence, Finance will adjust the RPTTF request for the following items:

Item No.	ROPS 14-15B Request for RPTTF	Adjustment to Original Requested Amount	Total Request for ROPS 14-15B
333	\$ 2,018,932	\$ (982,013)	\$ 1,036,919
336	2,819,082	(800,150)	2,018,932
339	1,036,919	1,782,163	2,819,082
<b>Total</b>	<b>\$ 5,874,933</b>	<b>\$ 0</b>	<b>\$ 5,874,933</b>

- On the ROPS 13-14B Prior Period Adjustment (PPA) worksheet, the Agency's expenditures exceeded Finance's authorization for the following items:
  - Item No. 137 – Museum of the African Diaspora from Other Funds in the amount of \$250,000
  - Item No. 139 – Jessie Square Garage from Other Funds in the amount of \$13,108
  - Item No. 151 – The Mexican Museum from Other Funds in the amount of \$500,000

Per HSC section 34177 (a) (3), only those payments listed on ROPS may be made by the Agency from the funds specified on the ROPS. However, these items were determined to be enforceable obligations for the ROPS 14-15A period. Therefore, Finance is increasing the Agency's authorization for the ROPS 14-15b period to ensure that authorization is consistent with expenditures for the approved enforceable obligations. As these Other Funds were previously expended, the increase in authorization is for informational purposes only and does not affect your ROPS 14-15B expenditure ability.

HSC sections 34177 (a) (4) and 34173 (h) provide mechanisms when Agency payments must exceed the amounts authorized by Finance. Please ensure the proper expenditure authority is received from your Oversight Board and Finance prior to making payments on enforceable obligations.

Pursuant to HSC section 34186 (a), successor agencies were required to report on the ROPS 14-15B form the estimated obligations and actual payments (PPAs) associated with the January through June 2014 period. The amount of RPTTF approved in the table below reflects the PPA self-reported by the Agency. HSC section 34186 (a) also specifies PPAs self-reported by successor agencies are subject to audit by the county auditor-controller (CAC) and the State Controller. Proposed CAC adjustments were not received in time for inclusion in this letter; therefore, the amount of RPTTF approved in the table below only reflects the PPA self-reported by the Agency.

Except for the items denied in whole or in part, Finance is not objecting to the remaining items listed on your ROPS 14-15B. If you disagree with the determination with respect to any items on your ROPS 14-15B, you may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available at Finance's website below:

[http://www.dof.ca.gov/redevelopment/meet\\_and\\_confer/](http://www.dof.ca.gov/redevelopment/meet_and_confer/)

The Agency's maximum approved RPTTF distribution for the reporting period is \$106,103,982 as summarized in the Approved RPTTF Distribution Table below:

<b>Approved RPTTF Distribution For the period of January through June 2015</b>	
Total RPTTF requested for non-administrative obligations	107,817,190
Total RPTTF requested for administrative obligations	1,455,000
<b>Total RPTTF requested for obligations on ROPS</b>	<b>\$ 109,272,190</b>
<b>Total RPTTF requested for non-administrative obligations</b>	<b>107,817,190</b>
<b>Total RPTTF authorized for non-administrative obligations</b>	<b>\$ 107,817,190</b>
<b>Total RPTTF requested for administrative obligations</b>	<b>1,455,000</b>
<b>Total RPTTF authorized for administrative obligations</b>	<b>\$ 1,455,000</b>
<b>Total RPTTF authorized for obligations</b>	<b>\$ 109,272,190</b>
ROPS 13-14B PPA	(3,168,208)
<b>Total RPTTF approved for distribution</b>	<b>\$ 106,103,982</b>

Please refer to the ROPS 14-15B schedule that was used to calculate the approved RPTTF amount:

<http://www.dof.ca.gov/redevelopment/ROPS>

Absent a Meet and Confer, this is Finance's final determination related to the enforceable obligations reported on your ROPS for January 1 through June 30, 2015. This determination only applies to items where funding was requested for the six-month period. Finance's determination is effective for this time period only and should not be conclusively relied upon for future periods. All items listed on a future ROPS are subject to a subsequent review and may be denied even if it was or was not denied on this ROPS or a preceding ROPS. The only exception is for those items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of items that have received a Final and Conclusive determination is limited to confirming the scheduled payments as required by the obligation.

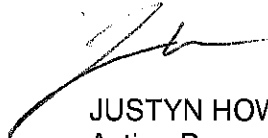
The amount available from the RPTTF is the same as the amount of property tax increment that was available prior to the enactment of ABx1 26 and AB 1484. This amount is not and never was an unlimited funding source. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the agency in the RPTTF.

Pursuant to HSC section 34177 (a) (3), only those payments listed on an approved ROPS may be made by the successor agency from the funds specified in the ROPS. However, if for whatever reason the Agency needs to make payments for approved obligations from another funding source, HSC section 34177 (a) (4) requires the Agency to first obtain oversight board approval.

To the extent proceeds from bonds issued after December 31, 2010 exist and are not encumbered by an enforceable obligation pursuant to HSC section 34171 (d), HSC section 34191.4 (c) (2) (B) requires these proceeds be used to defease the bonds or to purchase those same outstanding bonds on the open market for cancellation.

Please direct inquiries to Wendy Griffe, Supervisor or Jenny DeAngelis, Lead Analyst at (916) 445-1546.

Sincerely,



JUSTYN HOWARD  
Acting Program Budget Manager

cc: Ms. Tiffany Bohee, Exective Director, San Francisco City and County  
Mr. James Whitaker, Property Tax Manager, San Francisco County  
California State Controller's Office

## Recognized Obligation Payment Schedule (ROPS 14-15B) - Summary

Filed for the January 1, 2015 through June 30, 2015 Period

**Name of Successor Agency:** San Francisco City and County  
**Name of County:** San Francisco

Current Period Requested Funding for Outstanding Debt or Obligation	Six-Month Total
<b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</b>	
<b>A Sources (B+C+D):</b>	<b>\$ 144,101,381</b>
B Bond Proceeds Funding (ROPS Detail)	59,426,417
C Reserve Balance Funding (ROPS Detail)	-
D Other Funding (ROPS Detail)	84,674,964
<b>E Enforceable Obligations Funded with RPTTF Funding (F+G):</b>	<b>\$ 109,272,190</b>
F Non-Administrative Costs (ROPS Detail)	107,817,190
G Administrative Costs (ROPS Detail)	1,455,000
<b>H Current Period Enforceable Obligations (A+E):</b>	<b>\$ 253,373,571</b>

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
I Enforceable Obligations funded with RPTTF (E):	109,272,190
J Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	(3,168,208)
<b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>	<b>\$ 106,103,982</b>

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
L Enforceable Obligations funded with RPTTF (E):	109,272,190
M Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	-
<b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>	<b>109,272,190</b>

Certification of Oversight Board Chairman:  
Pursuant to Section 34177 (m) 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 agency.

Name	Title
/s/	
Signature	Date

ROPS 14-15B Updated per DOF Letter November 14, 2014

Recognized Obligation Payment Schedule (ROPS 14-15B) - ROPS Detail  
 January 1, 2015 through June 30, 2015  
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P
										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
								\$ 13,993,580,714		\$ 59,426,417	\$ -	\$ 84,674,964	\$ 107,817,190	\$ 1,455,000	\$ 253,373,571
1	Agency Admin Operations	Admin Costs	7/1/2014	12/31/2014	Agency and contracted staff	Agency and contracted staff resources	ADM	4,616,000	N	320,000		2,670,000	425,000	1,201,000	4,616,000
4	Agency Admin Operations	Admin Costs	7/1/2014	12/31/2014	Various	Agency non-personnel operating expenses	ADM	868,000	N	65,000		549,000		254,000	868,000
7	Agency Admin Operations	Admin Costs	7/1/2014	12/31/2014	CALPERS	Accrued Pension Liability . Current payment amount based on amount above normal cost employer required to pay.	ADM	-	N						-
9	Agency Admin Operations	Admin Costs	7/1/2014	12/31/2014	CalPERS	Retiree Medical payments	ADM	520,000	N				520,000		520,000
11	Property management of Shoreview Park	Property Maintenance	4/1/2010	6/30/2015	Twin III Maintenance	Property management personal services contract	BVHP	8,300	N				8,300		8,300
12	LMIHF Loan Repayment per former SFRA Resolution No. 25-2010	SERAF/ERAF	3/16/2010	6/30/2015	Successor Agency	Repayment of \$16.483 borrowed by the former SF Redevelopment Agency from Low-Mod Income Housing Fund (LMIHF) for SERAF payment in 2010	Agency-wide	16,760,000	N				2,950,968		2,950,968
17	College Track	Miscellaneous	6/21/2011	6/20/2018	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	-	N						-
19	Shoreview Park (1 Lillian)	Property Maintenance	4/1/2010	6/30/2015	CCSF/ PUC	Water for landscaping	BVHP	-	Y						-
20	Ground Lease Agreement - Cala Foods - 345 Willilams 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	34,246,000	N						-
22	Letter Agreement	Project Management Costs	4/5/2005	12/31/2019	CCSF/ DPW (Phase 1)	City staff (Taskforce) reimbursement for work performed on HPS	HPS	1,614,336	N			125,000			125,000
23	Interagency Cooperative Agreement-HPS	Project Management Costs	2/11/2005	12/31/2019	CCSF/ City Attorney (Phase 1)	City staff reimbursement for work performed on HPS	HPS	563,011	N			40,000			40,000
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	283,356	N			15,000			15,000
25	Consulting Contract	Professional Services	7/1/2009	6/30/2015	MJF & Assoc. (Phase 1 and Phase 2)	Administrative support for the HPS CAC	HPS	496,553	N			130,000			130,000
26	HPS Phase 1 DDA-Community Benefits Agreement	OPA/DDA/Construction	12/2/2003	12/31/2019	Legacy Foundation for BVHP	Phase 1 DDA required transfer of Community benefits funds	HPS	995,750	N			500,000			500,000
30	HPS Phase 2 DDA	OPA/DDA/Construction	6/3/2010	10/31/2057	Various payees listed below	Disposition and Development Agreement	HPS	158,115,848	N			-			-
31	Consulting Services	Professional Services	3/15/2011	9/15/2014	Overland, Pacific & Cutler	Relocation services	HPS	517,500	N			165,000			165,000
32	Legal Services Contract	Professional Services	2/3/2009	12/31/2033	Kutak Rock (Phase 2)	Legal services contract related to property transfer	HPS	100,000	N			50,000			50,000
33	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2033	CCSF/ Planning(Phase 2)	City staff reimbursement for work performed on HPS	HPS	5,999,363	N			50,000			50,000
34	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2033	CCSF/ City Attorney (Phase 2)	City staff reimbursement for work performed on HPS	HPS	19,770,855	N			447,500			447,500
35	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2033	CCSF/ DPW (Phase 2)	City staff reimbursement for work performed on HPS	HPS	19,625,070	N			250,000			250,000
36	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2033	CCSF/ OEWD (Phase 2)	City staff reimbursement for work performed on HPS	HPS	2,931,181	N			50,000			50,000
37	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	12/31/2033	CCSF/ DPH (Phase 2)	City staff reimbursement for work performed on HPS	HPS	4,703,116	N			200,000			200,000
38	Insurance consulting and placement	Project Management Costs	6/3/2010	12/31/2033	CCSF/ Risk Management Division	Insurance premium payments for Liability insurance	HPS	1,000,000	N			25,000			25,000
39	Transportation Plan Coordination	Project Management Costs	6/3/2010	12/31/2033	CCSF/ MTA	Interagency Cooperative Agreement	HPS	3,986,820	N			50,000			50,000
40	TIFIA Loan Agreement	Improvement/Infrastructure	6/1/2010	12/31/2035	TBD	Phase 2 transportation improvements	HPS	120,000,000	N			-			-

**Recognized Obligation Payment Schedule (ROPS 14-15B) - ROPS Detail**  
**January 1, 2015 through June 30, 2015**  
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K				L	M	N	O	P
										Funding Source								
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total			
41	Legal Service Contract	Professional Services	2/19/2010	6/30/2057	TBD	Bond counsel and legal financial consultants	HPS	147,951	N			75,000			75,000			
42	Legal Services Contract	Professional Services	5/6/2008	6/30/2026	Shute Mihaly (Phase 2)	Legal services contract related to State Lands	HPS	919,660	N			276,000			276,000			
43	State Lands Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2026	State Lands Commission (Phase 2)	State Lands staff reimbursement for work performed on HPS	HPS	1,196,975	N			25,000			25,000			
44	State Parks Staff Reimbursement	Project Management Costs	4/6/2011	6/30/2026	CA State Parks (Phase 2)	State Parks staff reimbursement for work performed on HPS	HPS	1,195,000	N			50,000			50,000			
46	TIFIA loan application fee	Fees	1/1/2014	6/30/2015	US Department of Transportation	TIFIA loan application fee	HPS	100,000	N			100,000			100,000			
47	Priority assessment services	Project Management Costs	6/3/2010	6/30/2015	CCSF/Assessor's Office	TO BE RETIRED - Staff to provide priority assessment services for the Hunters Point Shipyard and BVHP project areas.	HPS	-	Y			-			-			
48	Financial Services	Professional Services	12/7/2012	12/9/2015	Seifel Consulting	Real Estate economic advisory services	HPS	100,000	N			50,000			50,000			
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	3,950,193,196	N			-			-			
50	EDA Grant Agreement	Miscellaneous	9/21/2006	10/1/2016	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	9,289,000	N			-			-			
51	Public Art Consulting Contract	Professional Services	5/18/2010	10/1/2016	Helene Fried Assoc. (EDA/CHRP)	Art consultant services for the public art program at HPS	HPS	99,326	N			89,393	9,933		99,326			
52	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Eric Powell (EDA/CHRP)	Public Art	HPS	21,833	N			19,650	2,183		21,833			
53	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Jason Webster (EDA/CHRP)	Public Art	HPS	2,850	N			2,565	285		2,850			
54	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Jerry Barrish (EDA/CHRP)	Public Art	HPS	50,198	N			45,178	5,020		50,198			
55	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Jessica Bodner (EDA/CHRP)	Public Art	HPS	9,346	N			8,411	935		9,346			
56	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Marion Coleman (EDA/CHRP)	Public Art	HPS	14,719	N			13,247	1,472		14,719			
57	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Matthew Geller (EDA/CHRP)	Public Art	HPS	53,196	N			47,876	5,320		53,196			
58	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Mildred Howard (EDA/CHRP)	Public Art	HPS	26,096	N			23,486	2,610		26,096			
59	Contract for the creation of 1 piece of public art	Professional Services	5/18/2010	10/1/2016	Rebar (EDA/CHRP)	Public Art	HPS	13,307	N			11,976	1,331		13,307			
61	Public Art Installation	Professional Services	1/1/2014	6/30/2015	Azul, Inc.	Public Art Installation	HPS	289,000	N			260,100	28,900		289,000			
62	HPS Buildings #813 and 101 Stabilization/ Improvements	Improvement/Infrastructure	12/1/2013	6/30/2015	TBD	Stabilization/ Improvements for HPS Building #813 and 101	HPS	4,996,000	N			702,000	78,000		780,000			
65	Consulting Contract	Professional Services	5/10/2010	2/1/2015	ECB	Development services for a clean tech incubator at Building #813	HPS	395,676	N			90,000	10,000		100,000			
66	Construction Contract	OPA/DDA/Construction	4/12/2010	6/30/2015	Alten Const.	Contract for construction of a community center on HPS	HPS	84,803	N			76,323	8,480		84,803			
67	Building 813,CHRP, IAM and Other	Professional Services	4/12/2010	6/30/2016	Various	Advertisement for RFPS and Construction Bids	HPS	4,500	N			4,500			4,500			
68	Building 813,CHRP, IAM and Other - TO BE RETIRED [merged into 67]	Professional Services	4/12/2010	6/30/2016	Arc Repro	Materials reproductions for advertisement for RFP's and construction bids - merged with Line 67	HPS	-	Y			-			-			
69	Construction Administration	Fees	4/12/2010	6/30/2016	CCSF/ DPW	Permit Fee for Artwork *Special Inspection Fee	HPS	65,000	N			65,000			65,000			
70	Modular Building (administration)	Property Maintenance	4/12/2010	6/30/2016	AT&T/ CalNet, Hetch Hetchy Water and Electricity, various vendors	Utilities for Modular Building	HPS	-	Y			-			-			





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**January 1, 2015 through June 30, 2015**  
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										Funding Source								
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)		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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total			
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	1,065,000,000	N				2,000,000			2,000,000		
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	245,500,000	N							-		
106	Folsom Street Off-Ramp	Improvement/Infrastructure	1/20/2005	8/4/2036	San Francisco County Transportation Authority (SFCTA)	Design, Bid Management, Construction Management and Construction of Folsom/Fremont Off-Ramp	Transbay	1,000,000	N	1,000,000					-	1,000,000		
107	Streetscape and Open Space Improvements	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	16,500,000	N	3,000,000					-	3,000,000		
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	150,000	N						-	-		
109	Implementation Agreement Legal Review	Legal	1/20/2005	8/4/2036	City Attorney's Office	Review of all documents and contracts for the Transbay Plan	Transbay	500,000	N			150,000			-	150,000		
114	CBD Formation	Professional Services	1/20/2005	8/4/2036	MJM Management Group	Assistance in creation of a Community Benefits District in Transbay	Transbay	35,000	N				20,000			20,000		
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	1,500,000	N			100,000	50,000			150,000		
118	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2015	Pacific Park Management, Inc. & SF Tax Collector	Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2	622,500	N			207,500				207,500		
119	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2015	Pacific Park Management, Inc. & SF Tax Collector	Operating deficit associated with the Garage Management Agreement for the Agency-owned Fillmore Heritage Garage	Western Addition A-2	36,000	N				12,000			12,000		
120	Fillmore Heritage Center	Miscellaneous	5/1/2011	6/30/2015	Pacific Park Management, Inc. & SF Tax Collector	Replenishment of operating and capital reserves for the Agency-owned Fillmore Heritage Garage	Western Addition A-2	301,000	N						-	-		

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										L						M	N	O
										Funding Source								
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	Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		Six-Month Total			
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin				
123	Disposition and Development Agreement - Fillmore Heritage Center	OPA/DDA/Construction	5/18/2004	8/22/2040	See Notes	Development agreement with developer for a mixed-use project that includes 80 condominiums, a jazz club, two restaurants, and a public parking garage. Requires ongoing asset management.	Western Addition A-2	-	N							-		
124	Ground Lease - Commercial Parcel - Fillmore Heritage Center	Property Maintenance	8/23/2005	8/22/2040	See Notes	Ground lease agreement with developer as a mechanism for financing the land purchase. Developer owes the Successor Agency about \$3.0 million as a deferred land payment. 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	30,000	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	6/30/2015	See notes	OPA with Pacific Heights Franklin Partners LP for a 69-unit mixed-use project at 1450 Franklin Street	Western Addition A-2	-	N							-		
134	Owner Participation Agreement - 1301 Divisadero	OPA/DDA/Construction	5/20/2008	6/30/2014	See notes	OPA with A & M Properties, L.P. for a 33-unit condominium project at 1301 Divisadero	Western Addition A-2	-	N							-		
135	Disposition and Development Agreement - 1210 Scott Street	OPA/DDA/Construction	4/15/2008	4/15/2018	See Notes	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							-		

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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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total			
136	Easements with Covenants and Restrictions Affecting Land (ECR) - For land between Fillmore & Webster Streets	Property Maintenance	6/30/1982	11/7/2036	See Notes	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									-
137	Museum of the African Diaspora	Miscellaneous	1/20/2004	6/30/2015	Museum of the African Diaspora	Agreement for Operation of a Museum Facility	Yerba Buena	460,467	N	460,467								460,467
138	Jessie Square Garage	Bonds Issued On or Before 12/31/10	1/13/2003	8/1/2018	CCSF	Pursuant to a Cooperation and Tax Reimbursement Agreement for payment of garage net operating income to City	Yerba Buena	21,699,618	N			1,500,000						1,500,000
139	Jessie Square Garage	Miscellaneous	2/15/2005	7/1/2015	City Park; SF Tax Collector	Successor Agency-owned garage operated and managed pursuant to (1) Jessie Square Garage Management Agreement and (2) Subcontract for Jessie Square Garage Operations Management. Both agreements are effective 2/15/2005 and continue month-to-month.	Yerba Buena	1,320,000	N			660,000						660,000
140	Yerba Buena Gardens Capital Improvement	Property Maintenance	7/1/1991	7/1/2033	MJM Management Group	The Separate Account Capital Reserve Fund for Successor Agency-owned Yerba Buena Gardens capital improvements	Yerba Buena	32,000,000	N			2,550,058						2,550,058
141	Yerba Buena Gardens Property Management	Property Maintenance	7/1/2009	6/30/2015	MJM Management Group/PFM Inc/Various	Personal Services Contract for full-time, on-site property management of Agency-owned Yerba Buena Gardens	Yerba Buena	8,500,000	N			1,823,380						1,823,380
142	Children's Creativity Museum (Zeum)	Miscellaneous	7/1/1997	6/30/2022	Children's Creativity Museum (Zeum)	Operating Agreement: for the operations of a hands-on children's creativity museum	Yerba Buena	4,380,000	N			180,000						180,000
143	Yerba Buena Center for the Arts	Miscellaneous	6/15/2004	6/3/2019	Yerba Buena Center for the Arts	Amended and Restated Agreement for Operation of Cultural Facilities for operation of galleries, forum and screening room	Yerba Buena	13,320,000	N			1,665,000						1,665,000
144	Yerba Buena Gardens outdoor programming	Miscellaneous	7/11/2000	6/30/2015	Yerba Buena Arts and Events	Yerba Buena Gardens Programming Agreement for outdoor programming in the public open spaces at YBG	Yerba Buena	187,500	N			30,000						30,000
145	Community Benefit District Assessment	Fees	1/1/2009	12/31/2015	CCSF - Tax Collector	CBD assessment for YBG property owned by Agency/City	Yerba Buena	68,000	N			68,000						68,000
147	Legal Review	Legal	2/1/2012	6/30/2015	City Attorney's Office	Legal Review of Transactions Related to YBG Separate Account Leases/Operators & YBC Related Transactions	Yerba Buena	200,000	N			20,000						20,000
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	Yerba Buena	8,300,559	N			515,440						515,440

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										L						M	N	O
										Funding Source								
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	Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		Six-Month Total			
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin				
152	Owner Participation Agreement - 680 Folsom	OPA/DDA/Construction	4/1/2008	4/1/2015	See notes	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)	Yerba Buena	2,815,348	N							-		
153	Agreement for Disposition of Land for Private Development - The Paramount/680 Mission	OPA/DDA/Construction	5/16/1990	6/30/2018	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	Yerba Buena	965,000	N			253,000				253,000		
154	Agreement for Disposition of Land for Private Development - W Hotel	OPA/DDA/Construction	9/19/1995	6/30/2015	See Notes	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	6/30/2015	See Notes	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	6/30/2015	See Notes	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	See Notes	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	6/30/2015	See Notes	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	See Notes	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							-		

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										Funding Source				Reserve Balance	Other Funds					RPTTF	
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)										Non-Admin	Admin
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total						
161	Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Funding	OPA/DDA/Construction	6/3/2010	12/31/2017	CP Development Co., LP/ McCormack Baron Salazar	Agency funding obligation for 504 Alice Griffith Units	BVHP	43,000,000	N	16,500,000					16,500,000						
165	5800 3rd Street, Carroll Avenue Senior Tax Increment Loan Agreement	OPA/DDA/Construction	1/18/2011	1/18/2016	Bayview Supportive Housing, LLC	Partial Predev Loan associated with the development of 121 affordable housing senior units with a senior center	BVHP	-	N						-						
166	5800 3rd Street, Carroll Avenue Senior Construction Funding	OPA/DDA/Construction	1/18/2011	1/18/2066	Bayview Supportive Housing, LLC	Future funding required for construction subsidy	BVHP	-	N						-						
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	9,631,762	N						-						
185	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	12/18/2009	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$934,367,978 of the YBC Housing Obligation, SOI at p. 12.)	Citywide Housing/ Yerba Buena Center	934,367,978	N						-						
186	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	1/21/2005	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$596,969,243 of the Golden Gateway Housing Obligation, SOI at p. 2.)	Citywide Housing/ Golden Gateway	596,969,243	N						-						
187	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	12/19/2008	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency -see Notes	Citywide Housing/ Western Addition A-2	447,222,703	N						-						
188	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	5/18/2007	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency -see Notes	Citywide Housing/ Rincon Point- South Beach	239,451,448	N						-						
189	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	1/21/2005	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency -see Notes	Citywide Housing/ Hunters Point	26,469,865	N						-						
190	Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code	Miscellaneous	1/21/2005	1/1/2044	Successor Agency	Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency -see Notes	Citywide Housing/ India Basin	32,032,823	N						-						
191	Central Freeway Parcel O Construction Funding	OPA/DDA/Construction	1/1/2015	1/1/2070	TBD	Funding for development of Agency owned parcel for 80 units of affordable housing; part of Replacement Housing Obligation	Citywide Housing	20,000,000	N						-						
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	12/31/2057	Successor Agency	Contractual obligation to fund & construct affordable housing under Hunters Point Shipyard-Phase 1 Disposition and Development Agreement	HPS	62,900,000	N						-						
219	Phase 2 DDA & Tax Increment Allocation Pledge Agreement (Housing Portion)	OPA/DDA/Construction	6/3/2010	12/31/2057	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/BVHP-CP	1,009,232,964	N						-						
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	272,000,000	N				1,000,000		1,000,000						

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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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total			
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	323,745,000	N				2,000,000		2,000,000			
228	Mission Bay South Parcel 7W	OPA/DDA/Construction	9/1/2014	9/1/2069	Mission Bay Block 7 Housing Partners, L.P.	Future funding required for construction subsidy	Mission Bay South	16,975,000	N						-			
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	1/20/2005	6/20/2035	Successor Agency	Affordable housing production/funding requirements of LMIHF for Transbay - see Notes	Transbay	769,000,000	N						-			
238	Rene Cazenave Apartments Tax Increment and Transbay Jobs Housing Linkage Fee Loan Agreement	OPA/DDA/Construction	2/16/2011	12/6/2068	25 Essex, LP	Perm development loan - new construction -120 units of supportive housing for formerly homeless people	Transbay	-	Y						-			
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	17,000,000	N			17,000,000			17,000,000			
250	Parcel N1-A -- Port Lease (SBH)	Miscellaneous	11/14/1986	9/25/2050	CCSF - Port Commission	SBH/Pier 40 open space	RPSB	25,350	N			25,350			25,350			
251	Parcel N1-B -- Port Lease (SBH)	Miscellaneous	6/30/1990	9/25/2050	CCSF - Port Commission	SBH/Pier 40 Shed/Warehouse Bldg	RPSB	136,300	N			136,300			136,300			
252	Parcel N-2 -- Port Lease (SBH)	Miscellaneous	12/7/1984	9/25/2050	CCSF - Port Commission	SBH/Pier 40 open space	RPSB	99,000	N			99,000			99,000			
255	Sublease Agreement with Carmen and Benito Solis, dba Carmen's Restaurant	Property Maintenance	4/17/2010	9/1/2014	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	1/1/1986	9/1/2014	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	RPSB	2,165,000	N			2,165,000			2,165,000			
258	Tax Allocation Bond Series 1993B	Bonds Issued On or Before 12/31/10	8/1/1993	8/1/2018	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Hunters Point, India Basin, Western Addition A2	5,474,000	N				218,500		218,500			
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	Yerba Buena Center, Rincon Point South Beach, Hunters Point, Western Addition A2	4,260,000	N				-		-			
264	Tax Allocation Bond Series 1998D	Bonds Issued On or Before 12/31/10	7/1/1998	8/1/2024	Bank of New York	Bond Debt Service	Yerba Buena Center	46,077,790	N				685,285		685,285			
267	Tax Allocation Bond Series 2003A	Bonds Issued On or Before 12/31/10	3/6/2003	8/1/2024	U.S. Bank	Bond Debt Service	Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market,	15,170,082	N				4,313,611		4,313,611			
270	Tax Allocation Bond Series 2003B	Bonds Issued On or Before 12/31/10	3/6/2003	8/1/2018	U.S. Bank	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market	28,767,675	N				7,074,300		7,074,300			
273	Tax Allocation Bond Series 2003C	Bonds Issued On or Before 12/31/10	3/6/2003	8/1/2018	U.S. Bank	Bond Debt Service	Yerba Buena Center	4,924,150	N				1,230,438		1,230,438			

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276	Tax Allocation Bond Series 2004A	Bonds Issued On or Before 12/31/10	4/7/2004	8/1/2018	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Hunters Point, India Basin, Western Addition A2	66,270,492	N				9,992,275		9,992,275
279	Tax Allocation Bond Series 2004C	Bonds Issued On or Before 12/31/10	6/10/2004	8/1/2021	Bank of New York	Bond Debt Service	Rincon Point South Beach	8,627,510	N				538,592		538,592
282	Tax Allocation Bond Series 2004D	Bonds Issued On or Before 12/31/10	6/10/2004	8/1/2030	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market	35,095,880	N				4,442,273		4,442,273
285	Tax Allocation Bond Series 2005A	Bonds Issued On or Before 12/31/10	7/20/2005	8/1/2030	U.S. Bank	Bond Debt Service	Rincon Point South Beach, Western Addition A2, Golden Gateway/South of Market,	11,571,269	N				1,926,374		1,926,374
288	Tax Allocation Bond Series 2005B	Bonds Issued On or Before 12/31/10	7/20/2005	8/1/2025	U.S. Bank	Bond Debt Service	Western Addition A-2	898,700	N				898,700		898,700
291	Tax Allocation Bond Series 2005C	Bonds Issued On or Before 12/31/10	7/21/2005	8/1/2015	U.S. Bank	Bond Debt Service	Yerba Buena Center, Hunters Point, India Basin, Western Addition A2, Golden Gateway	41,925,875	N				3,912,515		3,912,515
294	Tax Allocation Bond Series 2005D	Bonds Issued On or Before 12/31/10	7/20/2005	8/1/2035	U.S. Bank	Bond Debt Service	Mission Bay North	21,455,295	N				1,020,218		1,020,218
297	Tax Allocation Bond Series 2006A	Bonds Issued On or Before 12/31/10	8/24/2006	8/1/2035	Bank of New York	Bond Debt Service	Yerba Buena Center, Golden Gateway, Mission Bay North	125,048,780	N				1,771,722		1,771,722
300	Tax Allocation Bond Series 2006B	Bonds Issued On or Before 12/31/10	8/24/2006	8/1/2036	Bank of New York	Bond Debt Service	Mission Bay North	50,331,729	N				2,242,289		2,242,289
303	Tax Allocation Bond Series 2007A	Bonds Issued On or Before 12/31/10	11/8/2007	8/1/2036	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, South of Market, Mission Bay North, Bayview Hunters Point, Transbay	207,194,100	N				7,952,563		7,952,563
306	Tax Allocation Bond Series 2007B	Bonds Issued On or Before 12/31/10	11/8/2007	8/1/2037	Bank of New York	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Hunters Point, India Basin, Western Addition A2, Golden Gateway/South of Market	49,704,737	N				11,176,894		11,176,894

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309	Tax Allocation Bond Series 2009A	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2024	U.S. Bank	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Western Addition A2, South of Market, Mission Bay North, Mission Bay South, Bayview Hunters Point, Transbay	76,392,344	N				9,739,325		9,739,325
312	Tax Allocation Bond Series 2009B	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2039	U.S. Bank	Bond Debt Service	Yerba Buena Center, South of Market, Bayview Hunters Point, Transbay	23,344,394	N				1,832,350		1,832,350
315	Tax Allocation Bond Series 2009C	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2039	U.S. Bank	Bond Debt Service	Mission Bay North	57,161,406	N				1,831,288		1,831,288
318	Tax Allocation Bond Series 2009D	Bonds Issued On or Before 12/31/10	9/3/2009	8/1/2039	U.S. Bank	Bond Debt Service	Mission Bay South	93,594,175	N				3,741,438		3,741,438
321	Tax Allocation Bond Series 2009E	Bonds Issued On or Before 12/31/10	12/17/2009	8/1/2039	U.S. Bank	Bond Debt Service	Yerba Buena Center, Rincon Point South Beach, Western Addition A2, South of Market, Mission Bay North, Mission Bay South, Bayview Hunters Point	163,346,004	N				6,052,607		6,052,607
324	Tax Allocation Bond Series 2009F	Bonds Issued On or Before 12/31/10	12/17/2009	8/1/2039	U.S. Bank	Bond Debt Service	South of Market, Bayview Hunters Point, Transbay	12,070,337	N				414,850		414,850
327	Tax Allocation Bond Series 2010A	Bonds Issued On or Before 12/31/10	8/16/2010	8/1/1940	Bank of New York	Bond Debt Service	Western Addition A2, Golden Gateway, Transbay	80,863,946	N				2,949,337		2,949,337
330	Tax Allocation Bond Series 2011A	Bonds Issued After 12/31/10	3/21/2010	8/1/1941	U.S. Bank	Bond Debt Service	Hunter Point, Western Addition A2, Golden Gateway, South of Market, Bayview Hunters Point, Transbay	60,777,511	N				2,166,794		2,166,794
333	Tax Allocation Bond Series 2011B	Bonds Issued After 12/31/10	4/26/2011	8/1/1941	U.S. Bank	Bond Debt Service	South of Market, Bayview Hunters Point, Transbay	36,781,881	N				1,036,919		1,036,919
336	Tax Allocation Bond Series 2011C	Bonds Issued After 12/31/10	3/21/2011	8/1/2041	U.S. Bank	Bond Debt Service	Mission Bay North	63,103,719	N				2,018,932		2,018,932
339	Tax Allocation Bond Series 2011D	Bonds Issued After 12/31/10	3/18/2011	8/1/2041	U.S. Bank	Bond Debt Service	Mission Bay South	83,565,594	N				2,819,082		2,819,082
342	Tax Allocation Bond Series 2011E	Bonds Issued After 12/31/10	4/26/2011	8/1/2031	U.S. Bank	Bond Debt Service	Mission Bay North, Mission Bay South	20,297,494	N				799,682		799,682
345	Tax Allocation Bond Admin (ALL)	Fees	8/1/1993	8/1/2041	SFRA, CCSF: Admin, Legal; Fiscal Consultant, Bond Counsel, Financial Advisor	These 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.	All Project Areas with Bond/Loan Obligations	710,000	N	650,000			60,000		710,000



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A	B	C	D	E	F	G	H	I	J	K					P
										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
346	South Beach 1986A	Revenue Bonds Issued On or Before 12/31/10	12/17/1986	12/1/2016	U.S. Bank	Bond Debt Service	South Beach Harbor	2,756,375	N			993,200	300,000		1,293,200
347	South Beach 1986A	Fees	12/17/1986	12/1/2016	U.S. Bank	Bond Trustee Fees	South Beach Harbor	3,150	N			1,575			1,575
348	South Beach CalBoating Loans	Third-Party Loans	4/8/1987	8/1/2036	State of California	Loan - South Beach Harbor California Department of Boating and Waterways Loans	South Beach Harbor	10,980,107	N			535,955			535,955
349	Project Related Employee Reimbursable	Project Management Costs	7/1/2014	12/31/2014	Various HPS Project Staff	HPS project transportation and meeting expenses	HPS	4,496	N			4,496			4,496
354	Interagency Cooperative Agreement-HPS	Project Management Costs	6/3/2010	6/30/2033	CCSF/ Planning(Phase 1)	City staff reimbursement for work performed on HPS	HPS	53,000	N			32,500			32,500
355	Interagency Cooperative Agreement-HPS	Project Management Costs	7/1/2014	12/31/2014	CCSF/ Public Utilities Commission	City staff reimbursement for work performed on HPS (Phase 2)	HPS	400,000	N			225,000			225,000
359	Purchase and Sale Agreement with Millenium Partners for properties associated with the 706 Mission Street/Mexican Museum Project	Property Dispositions	7/22/2013	7/22/2015	See notes.	Purchase and Sale Agreement with Millenium Partners for sale of three Agency-owned parcels for the development of the 706 Mission Street/Mexican Museum Project	YBC	47,931,027	N			1,747,748			1,747,748
360	Remaining Balance of Funds from The Gap Inc. for Rincon Park	Property Maintenance	1/10/1995	12/31/2014	CCSF - Port Commission	Remaining balance of funds from The Gap, Inc. that are restricted to pay for security at Rincon Park	RPSB	300,000	N			300,000			300,000
361	CP Development Co Funds for AG Development	OPA/DDA/Construction	6/3/2010	6/27/2069	Double Rock Ventures LLC/affiliated LP	Funding required for construction subsidy	BVHP	53,495,283	N			25,000,000			25,000,000
363	Transbay Block 9 construction funding	OPA/DDA/Construction	6/30/2014	6/30/2069	TBD BRIDGE Housing-affiliated LP	Funding required for construction subsidy	Transbay	45,000,000	N			-			-
364	Bond Trustee Fees	Fees	7/1/1993	8/1/2041	US Bank and Bank of New York	Fees paid to bond trustees (consolidation of multiple lines on prior ROPS)	Various	534,073	N				17,000		17,000
365	Bond arbitrage rebates - recommended for deletion	Fees	7/1/1993	8/1/2041	US Bank and Bank of New York	Bond arbitrage rebate calculations and disbursements as required - recommended for deletion	Various	-	Y						-
366	Debt service reserve	Reserves	1/1/2014	6/30/2014	not applicable	Debt service reserve sized to even out RPTTF debt service requirements across 2 ROPS periods in calendar year	Various	-	N						-
369	Site J -- Port Lease (non SBH)	Miscellaneous	9/24/1987	9/25/2050	CCSF - Port Commission	Delancey Street special needs housing	RPSB	52,500	N			52,500			52,500
370	Site K -- Port Lease (non SBH)	Miscellaneous	5/9/1991	9/25/2050	CCSF - Port Commission	Steamboat Point affordable housing	RPSB	50,000	N			50,000			50,000
371	Site M-3, M-4A, S-1D -- Port Lease (non SBH)	Miscellaneous	2/15/1995	9/25/2050	CCSF - Port Commission	Portion of SBH parking lot and truck turnaround near ballpark	RPSB	103,300	N			103,300			103,300
372	Deferred Maintenance and Capital Improvements for Shoreview Park	Property Maintenance	2/1/2012	6/30/2015	Various	Deferred Maintenance and Capital improvements for Shoreview Park	BVHP	1,410,000	N			1,304,000			1,304,000
373	Disposition Costs	Property Dispositions	2/1/2012	6/30/2015	Various	Costs associated with property dispositions	Various	75,000	N			75,000			75,000
374	Transbay Block 8 construction funding	OPA/DDA/Construction	7/31/2014	7/31/2069	TBD	Funding required for construction subsidy	TBY	25,000,000	N						-
375	Security Service	Professional Services	3/1/2014	2/28/2017	Lennar (Phase 1)	Security at HPS	HPS	350,000	N			175,000			175,000
376	Interagency Cooperative Agreement-HPS	Project Management Costs	1/1/2014	6/30/2014	CCSF/ Fire Department	City staff reimbursement for work performed on HPS (Phase 2)	HPS	75,000	N			75,000			75,000
377	HPS Phase 1 DDA-Community Benefits Agreement	Miscellaneous	3/1/2014	6/30/2057	Legacy Foundation	Scholarship Program	HPS	500,000	N			250,000			250,000
378	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2057	TBD	Education Improvement Fund	HPS	500,000	N			250,000			250,000
379	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2057	SE Health Center	Healthcare Predevelopment Contribution	HPS	-	N			-			-
380	HPS Phase 2 DDA-Community Benefits Agreement	OPA/DDA/Construction	3/1/2014	6/30/2057	SE Health Center	Wellness Contribution	HPS	-	N			-			-

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										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
381	HPS Infrastructure Design Review and Permitting Technical Support Contract	Professional Services	4/5/2005	12/31/2019	TBD	Technical support and engineering services for vertical and horizontal design review and permitting	HPS	1,705,000	N			175,000			175,000
382	2011 Hotel Occupancy Tax Refunding Bonds	Bonds Issued After 12/31/10	3/17/2011	6/1/2025	Bank of New York	Bond Debt Service	YBC	52,264,525	N			4,132,675			4,132,675
383	1992 George Moscone Center Lease Revenue Bond	Bonds Issued On or Before 12/31/10	2/1/1992	8/1/2014	US Bank	Bond Debt Service	YBC	-	Y						-
384	Use of Excess Bond Proceeds: South of Market	Improvement/Infrastructure	7/1/2014	6/30/2015	City and County of San Francisco	Use of South of Market Excess Bond Proceeds through a grant agreement with the City for eligible work, including pedestrian safety and alleyway improvements.	SOM	601,000	N	601,000					601,000
385	Use of Excess Bond Proceeds: Western Addition A-2	Improvement/Infrastructure	7/1/2014	6/30/2015	City and County of San Francisco	Use of Western Addition A-2 Excess Bond Proceeds through a grant agreement with the City for capital improvements to the Ella Hill Hutch Community Center	WA-2	88,000	N	88,000					88,000
386	Use of Excess Bond Proceeds: Bayview Hunters Point Tax Exempt Series 1996B, 1998A, 2009B & 2009F for Third Street Corridor and Bayview Community Challenge Grants	Improvement/Infrastructure	7/1/2014	6/30/2015	City and County of San Francisco	Use of Bayview Hunters Point Excess Bond Proceeds through a grant agreement with the City for eligible work, including a façade improvements along the Third Street Corridor and a Bayview community challenge grant allocation for public art, sidewalk gardens, and other street greening projects.	BVHP	446,000	N	446,000					446,000
387	Use of Excess Bond Proceeds Bayview Hunters Point Tax Exempt Series 2009 B & F for CNI Model Block/Streetscape Improvement Program	Miscellaneous	1/1/2015	12/31/2017	City and County of San Francisco	Use of Bayview Hunters Point Excess Bond Proceeds to fund letter agreement with MOHCD to provide funding for streetscape improvements through the "Model Block" program to implement the HUD Choice Neighborhood Initiatives (CNI) Grant.	BVHP	450,000	N	450,000					450,000
388	Transfer to MOHCD, Excess Tax-exempt bond proceeds from Series 1996B 2000A, 2001A, and 2003B for affordable housing rehabilitation	Miscellaneous	1/1/2015	6/30/2015	City and County of San Francisco	Use of Pre-2011 tax-exempt housing bond proceeds for purposes consistent with indentures	Citywide Housing	8,255,000	N	8,255,000					8,255,000
389	Tax Allocation Bond Series 2014A	Bonds Issued After 12/31/10	3/11/2014	8/1/2043	US Bank	Bond Debt Service	Mission Bay South	115,669,500	N	1,090,950			3,500,300		4,591,250
390	HPS Phase 1 International African Marketplace	Professional Services	1/1/2015	12/31/2019	Lennar (Phase 1)	For implementation of the Work Program for International African Marketplace and Festival per HPS Phase 1 Community Benefits Agreement	HPS	83,676	N			83,676			83,676
391	Transbay Underramp Park Construction	OPA/DDA/Construction	1/1/2015	8/4/2036	TJPA	Construction of Transbay Underramp Park	Transbay	35,000,000	N	900,000					900,000
392	Transbay Block 1 affordable housing construction	OPA/DDA/Construction	11/30/2014	7/31/2069	TBD	Funding required for predevelopment subsidy	Transbay	19,250,000	N			3,000,000			3,000,000
393	Mission Bay South Block 6 East affordable Housing Funding	OPA/DDA/Construction	1/1/2015	11/16/2043	TBD	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South	33,765,000	N						-
394	Mission Bay South Block 3 East affordable Housing Funding	OPA/DDA/Construction	1/1/2015	11/16/2043	TBD	Construction funding for affordable housing project in partial fulfillment of MBS OPA Requirements	Mission Bay South	26,515,000	N						-
395	HPS Block 54 Affordable Housing	OPA/DDA/Construction	1/1/2015	12/31/2057	TBD	HPS Block 54 Affordable Housing Predevelopment and Construction	HPS	2,500,000	N			2,500,000			2,500,000
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										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
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										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
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										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
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										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
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										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
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**January 1, 2015 through June 30, 2015**  
 (Report Amounts in Whole Dollars)

A Item #	B Project Name / Debt Obligation	C Obligation Type	D Contract/Agreement Execution Date	E Contract/Agreement Termination Date	F Payee	G Description/Project Scope	H Project Area	I Total Outstanding Debt or Obligation	J Retired	K, L, M, N, O Funding Source					P Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
700									N						-
701									N						-
702									N						-
703									N						-
704									N						-
705									N						-
706									N						-
707									N						-
708									N						-
709									N						-
710									N						-
711									N						-
712									N						-
713									N						-
714									N						-
715									N						-
716									N						-
717									N						-
718									N						-
719									N						-
720									N						-
721									N						-
722									N						-
723									N						-
724									N						-
725									N						-
726									N						-
727									N						-
728									N						-
729									N						-
730									N						-
731									N						-
732									N						-
733									N						-
734									N						-
735									N						-
736									N						-
737									N						-
738									N						-
739									N						-
740									N						-
741									N						-
742									N						-
743									N						-
744									N						-
745									N						-
746									N						-
747									N						-
748									N						-
749									N						-
750									N						-
751									N						-
752									N						-
753									N						-
754									N						-
755									N						-
756									N						-
757									N						-
758									N						-
759									N						-



**Recognized Obligation Payment Schedule (ROPS 14-15B) - ROPS Detail**  
**January 1, 2015 through June 30, 2015**  
 (Report Amounts in Whole Dollars)

A Item #	B Project Name / Debt Obligation	C Obligation Type	D Contract/Agreement Execution Date	E Contract/Agreement Termination Date	F Payee	G Description/Project Scope	H Project Area	I Total Outstanding Debt or Obligation	J Retired	K, L, M, N, O Funding Source					P Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										K Bond Proceeds	L Reserve Balance	M Other Funds	N Non-Admin	O Admin	
760									N						-
761									N						-
762									N						-
763									N						-
764									N						-
765									N						-
766									N						-
767									N						-
768									N						-
769									N						-
770									N						-
771									N						-
772									N						-
773									N						-
774									N						-
775									N						-
776									N						-
777									N						-
778									N						-
779									N						-
780									N						-
781									N						-
782									N						-

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Report of Cash Balances**

(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 [https://rad.dof.ca.gov/rad-sa/pdf/Cash\\_Balance\\_Agency\\_Tips\\_Sheet.pdf](https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf).

A	B	C	D	E	F	G	H	I	
		<b>Fund Sources</b>							
		<b>Bond Proceeds</b>		<b>Reserve Balance</b>		<b>Other</b>	<b>RPTTF</b>		
	<b>Cash Balance Information by ROPS Period</b>	<b>Bonds Issued on or before 12/31/10</b>	<b>Bonds Issued on or after 01/01/11</b>	<b>Prior ROPS period balances and DDR RPTTF balances retained</b>	<b>Prior ROPS RPTTF distributed as reserve for future period(s)</b>	<b>Rent, Grants, Interest, Etc.</b>	<b>Non-Admin and Admin</b>	<b>Comments</b>	
<b>ROPS 13-14B Actuals (01/01/14 - 06/30/14)</b>									
1	<b>Beginning Available Cash Balance (Actual 01/01/14)</b>	122,050,202	48,220,431	9,618,859	2,706,521	52,397,573	7,420,909		
2	<b>Revenue/Income (Actual 06/30/14)</b> RPTTF amounts should tie to the ROPS 13-14B distribution from the County Auditor-Controller during January 2014	-	57,886,580	-	-	25,228,029	68,521,648		
3	<b>Expenditures for ROPS 13-14B Enforceable Obligations (Actual 06/30/14)</b> RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q	(12,543,808)	30,076,608	1,141,434	-	15,501,958	30,041,225		
4	<b>Retention of Available Cash Balance (Actual 06/30/14)</b> RPTTF amount retained should only include the amounts distributed for debt service reserve(s) approved in ROPS 13-14B	79,958,915	20,810,902	8,477,424	2,706,521	62,069,058	35,312,216		
5	<b>ROPS 13-14B RPTTF Prior Period Adjustment</b> RPTTF amount should tie to the self-reported ROPS 13-14B PPA in the Report of PPA, Column S	No entry required						3,168,208	
6	<b>Ending Actual Available Cash Balance</b> C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	54,635,095	55,219,501	1	-	54,586	7,420,908		
<b>ROPS 14-15A Estimate (07/01/14 - 12/31/14)</b>									
7	<b>Beginning Available Cash Balance (Actual 07/01/14)</b> (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	134,594,010	76,030,403	8,477,425	38,018,737	62,123,644	10,589,116		
8	<b>Revenue/Income (Estimate 12/31/14)</b> RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014	-	-	-	-	55,069,062	63,222,242		
9	<b>Expenditures for ROPS 14-15A Enforceable Obligations (Estimate 12/31/14)</b>	15,627,744	28,103,361	8,477,425	38,018,737	76,843,199	70,643,151		
10	<b>Retention of Available Cash Balance (Estimate 12/31/14)</b> RPTTF amount retained should only include the amount distributed for debt service reserve(s) approved in ROPS 14-15A	77,132,955	20,810,902	-	-	40,349,508	-		
11	<b>Ending Estimated Available Cash Balance (7 + 8 - 9 - 10)</b>	41,833,311	27,116,140	-	-	(1)	3,168,207		









**Recognized Obligation Payment Schedule (ROPS 14-15B) - Report of Prior Period Adjustments**  
 Reported for the ROPS 13-14B (January 1, 2014 through June 30, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

**ROPS 13-14B Successor Agency (SA) Self-reported Prior Period Adjustments (PPA):** Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 13-14B (January through June 2014) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 14-15B (January through June 2015) period will be offset by the SA's self-reported ROPS 13-14B prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T			
Item #	Project Name / Debt Obligation	Non-RPTTF Expenditures							RPTTF Expenditures										Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 14-15B Requested RPTTF)	SA Comments		
		Bond Proceeds		Reserve Balance		Other Funds			Non-Admin					Admin								
		Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Available RPTTF (ROPS 13-14B distributed + all other available as of 01/1/14)	Net Lesser of Authorized / Available	Actual	Difference (If K is less than L, the difference is zero)	Authorized	Available RPTTF (ROPS 13-14B distributed + all other available as of 01/1/14)	Net Lesser of Authorized / Available	Actual	Difference (If total actual exceeds total authorized, the total difference is zero)	Net Difference (M+R)				
154	Agreement for Disposition of Land for Private Development - W Hotel	\$ 93,520,731	\$ 17,532,800	\$ 19,536,729	\$ 1,141,434	\$ 97,594,768	\$ 15,501,958	\$ 79,797,513	\$ 66,525,872	\$ 66,525,872	\$ 63,357,665	\$ 3,168,208	\$ 2,436,000	\$ 1,995,776	\$ 1,995,776	\$ 1,995,776	\$ -	\$ 3,168,208				
155	Agreement for Disposition of Land for Private Development - the Westin Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
156	Disposition and Development Agreement - San Francisco Museum of Modern Art	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
157	Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens (REA) - Jessie Square	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
158	Owner Participation Agreement - St. Patrick's Church	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
159	Owner Participation/Disposition and Development Agreements - Emporium & Bloomingdale's	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
160	1075 Le Conte Affordable Housing (formerly known as 6600 Third Street): Tax Increment Loan Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
161	Candlestick Point and Phase 2 of the Hunters Point Shipyard-Alice Griffith Funding	8,297,014	76,173	7,856,717	1,834,830	-	-	2,156,339	2,156,339	2,156,339	2,156,339	-	-	-	-	-	-	-	-	The RPTTF distribution of \$2,156,339 reported as "actual" was not yet expended but reserved as committed to affordable housing financing in accordance with AB 471		
162	Alice Griffith: Citywide Tax Increment Loan Agreement (Predevelopment)	1,100,000	700,982	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
163	Alice Griffith: Construction Funding	13,925,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
164	Alice Griffith: Federal Choice Neighborhood Implementation Grant	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
165	5800 3rd Street, Carroll Avenue Senior Tax Increment Loan Agreement	-	-	-	(447,072)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	Abating \$447,072 "actual" reserve funds that were previously reported as "actual" when committed to a housing loan, but are not yet expended.	
166	5800 3rd Street, Carroll Avenue Senior Construction Funding	-	(15,173,724)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	Abating \$15,173,724 "actual" bond proceeds that were previously reported as "actual" when committed to a housing loan, but are not yet expended.	
167	Armstrong Townhomes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
168	Armstrong Townhomes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
169	Bay Oaks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
170	Bay Oaks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
171	Bay Oaks Amended and Restated Tax Increment Loan Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
172	Bayview Commons: Agency Payment Obligation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
173	Hunters View: Second Amended and Restated Tax Increment Phase 1 Loan Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
174	Hunters View: Second Amended and Restated Tax Increment Phase 1b Infrastructure Loan Agreement	-	(16,431)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	Abating \$16,431 "actual" bond proceeds that were previously reported as "actual" when committed to a housing loan, but are not yet expended.



























**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
1	Agency personnel costs. In addition to Agency staff, this includes contracted professional services support for general and project management and support with the City Administrator's Office, Mayor's Office of Housing, City Planning Department and Mayor's Office of Economic and Workforce Development. The \$320K from bond proceeds is for affordable housing work supported by remaining housing taxable bond proceeds. The \$2.67M from "other" represents project management staff supported by developer fees, developer reimbursements, lease revenues, South Beach Harbor revenues, and loan repayments etc. \$425K project management staff salaries and benefits charged directly to RPTTF is calculated based on an estimated \$320K for work on Mission Bay Affordable Housing projects (drawing on the pledged amount for housing) and Transbay Housing, and \$55K in project staff working on property disposition costs pursuant to the Property Management Plan and \$50K for staff working on bond management.
4	Sources: Bond proceeds share is to use remaining taxable bond proceeds for housing staff overhead not otherwise covered by developer fees, other funds is from developer reimbursements, fees, lease revenues, loan repayments etc. \$254K of the total is projected to come from the Agency's RPTTF Administrative Cost Allowance. This line includes non-OCII personnel administrative operating costs (e.g. rent, office supplies, insurance, software licenses, records storage costs, and general contracted services that are not direct-charged to projects, including Controller, City Attorney.
7	Per CalPERS Circular Letter 200-029-14 dated June 5, 2014, CalPERS will begin billing the payment required to pay down an unfunded liability on pension accounts of Agencies such as ours as a dollar amount rather than as a percentage of payroll, beginning in July 2015. Thus there is no dollar amount listed for this item in ROPS 14-15B, but we expect to start including the unfunded liability charges here beginning with ROPS 15-16A.
9	Pay-as-you go ongoing retiree health premiums. Currently ~\$80K/month or \$480K per ROPS. Added \$40K to bring request to \$520K to allow for additional potential retirees and health plan premium increases beginning January 2015.
11	Property Management PSC (Twin III and SFPUC). Property management costs associated with Shoreview Park. Includes water costs formerly on Line 19. Contract was extended and expires 6/30/15. The Successor Agency expects to extend this contract until the property can be transferred to the City for a governmental purpose, pursuant to the Successor Agency's DOF-approved Property Management Plan. Now includes water costs formerly on Line 15. The Successor Agency has estimated this date to be on or before December 31, 2015.
12	Repayment of the \$16.483M loan from the Low and Moderate Income Fund loan to the former San Francisco Redevelopment Agency to assist with the Supplemental ERAF payment due that year. (See former SFRA resolution 25-2010). Total obligation includes interest accrued at applicable LAIF rate since March 2010. This payment can be made as a result of the Successor Agency receiving its Finding of Completion in May 2013. The maximum amount eligible to be repaid in ROPS 14-15B is \$15,998,229, calculated as follows: Base Year ROPS II + ROPS III Residual RPTTF Distributed to Taxing Entities: \$7,885,308. FY 2013-14 ROPS 13-14A & 13-14B Residual RPTTF Distributed to Taxing Entities: \$23,713,929+ \$16,167,837 = \$39,881,766. Difference = \$31,996,458. 50% Difference = \$15,998,229.. The \$2,950,968 included in this ROPS is the amount budgeted to be disbursed to the City in FY 14-15 based on earlier estimates of repayment capacity. The project name and description of this item has been updated those used in prior ROPS for clarity.
17	College Track Indemnification Agreement. This is a contingent liability arising out of an indemnification agreement signed by the Agency, the San Francisco Community Investment Fund ("SFCIF") and SFCIF SUB-Community Development Enterprise ("CDE") 1 for the purposes 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.
19	TO BE RETIRED- merged with Line 11
20	Ground Lease -- Foodsco (Cala Foods) Site. This is a ground lease and it is an enforceable obligation that is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out. This asset was included in the Successor Agency's property management plan.
21	This item and the payments listed in Items 22-27,48 and 381 relate to the enforceable obligations under the Hunters Point Shipyard Phase 1 Disposition and Development Agreement ("Phase 1 DDA") whereby the master developer, as a party to the Phase 1 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 1 DDA. Future Successor Agency payments to implement the Phase 1 DDA will appear in future ROPS. Total Outstanding Debt or Obligation reflects the total estimated under the Phase 1 DDA with HPS Development Co, LP, which is paid from CFD Bond Proceeds and developer sources. Total outstanding obligation may increase. 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.
22	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. The Phase 1 DDA Section 10. 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 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	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. The Phase 1 DDA Section 10. Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" both allow for reimbursement of City/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	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. The Phase 1 DDA Section 10. Agency Administration and the Interagency Cooperative Letter Agreement page 3 "Fees and Exactions" both allow for reimbursement of City/Agency costs on an as-needed basis. Contract expiration date reflects a three year contract and 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.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
25	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. A Site Office/ Administrative Services and Maintenance Services are required by Phase 1 DDA, Interim Lease, Exhibit E-1 - Baseline Services. The contract was transferred to a new vendor MJ Fobbs & Associates. 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.
26	Source of Funds: Developer Payment, carried forward from budget previously included in ROPS 14-15A. Transfer of funds to the Legacy Foundation for BVHP are required by the Phase 1 DDA Attachment 23 Sections 2: Establishment of a Quasi-Public Entity and section 3.2: Community Benefits Budget. OCII currently plays the fiscal agent role for the Legacy Foundation and will process contracts and pay out funds on behalf of the Legacy Foundation and at the Legacy Foundation's request.
30	<p>Source of Funds: Developer Reimbursement. This item and the payments listed in Items 31-46, 48 and 376-381 relate to the enforceable obligations 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. The Successor Agency advances these payments, which will be subsequently reimbursed by the developer as required under the Phase 2 DDA from RPTTF, CFD bond proceeds and developer sources. The total amount of these advances over a twenty year period is estimated to be \$158 million for a variety of payees who will provide the services 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 12-31-2033.</p> <p>The \$158 million Total Outstanding Debt or Obligation reflects the total estimated reimbursable City/Agency costs. Total outstanding obligation may increase. The \$158 million is part of the \$ 3.95 billion that is listed in line 49 and that the successor agency will pay for qualified project costs over the term of the Phase 2 DDA.</p>
31	Source of Funds: Developer Reimbursement budgeted carried forward from budget previously included in ROPS 14-15A. Relocation planning and the provision of relocation benefits are required under the Federal Uniform Relocation Act. 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. The contract was extended until December 2017, the expected completion date of the artist relocation process.
32	Source of Funds: Developer Reimbursement. These costs are being advanced by the developer under the Phase 2 DDA and will be reimbursed, in whole or in part, pursuant to the Phase 2 DDA from Bond Proceeds and/or the Redevelopment Property Tax Trust Fund at a later date. Contract expiration date reflects OCII obligations pursuant to the Navy /OCII Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be December 31, 2021.
33-39	Source of Funds: Developer Reimbursement. These are ongoing costs which the Agency anticipates until the completion of the HPS project. These are ancillary contracts in compliance with item # 49, formerly line 67 on ROPS III, which received final and conclusive determination to be an enforceable obligation on December 14, 2012.
40	Under the Phase 2 DDA Financing Plan, Section 4.2 Alternative Financing requires the 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 Agency, the City, or a joint powers authority for application towards Qualified Project Costs." Accordingly, the Agency will act as a pass-through for loan proceeds for the US Department of Transportation's "Transportation Infrastructure Finance and Innovation Act" ("TIFIA") loan program for qualified transportation-related project costs, total amount of proceeds to be determined. 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 12-31-2033 inclusive of excusable delays. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
41	Source of Funds: Developer Reimbursement. Under the Phase 2 DDA Financing Plan, Section 4.2 Alternative Financing requires the 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 Agency, the City or a joint powers authority for application towards the Qualified Project Costs. A consultant will be retained to assist OCII should we pursue a loan agreement with US DOT for transportation funding authorized under the Transportation Infrastructure Finance and Innovation Act ("TIFIA").
42	Source of Funds: Developer Reimbursement. The Phase 2 DDA Sections 6.1 Trust Exchange and 6.2.1 CP State Park Site, places a legally binding obligation on the Agency to, "effectuate the planned consolidation and reconfiguration of lands within the Project Site (HPS and Candlestick Point "CP") 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. A contract amendment up to \$600K is anticipated is anticipated to provide specialized legal services primarily related to public trust and state park issues. The contract expiration date reflects OCII obligations through the last State Park closing associated with the Phase 2 DDA Major Phase 4. The work program is projected to be complete by 12-31-2026. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
43	Source of Funds: Developer Reimbursement. The Phase 2 DDA Sections 6.1 Trust Exchange and 6.2.1 CP State Park Site, places a legally binding obligation on the Agency to, "effectuate the planned consolidation and reconfiguration of lands within the Project Site (HPS and Candlestick Point "CP") 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. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
44	Source of Funds: Developer Reimbursement. The Phase 2 DDA Sections 6.1 Trust Exchange and 6.2.1 CP State Park Site, places a legally binding obligation on the Agency to, "effectuate the planned consolidation and reconfiguration of lands within the Project Site (HPS and Candlestick Point "CP") 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. State Parks staff time and services to be provided on an as-needed basis, with costs to be reimbursed by the Successor Agency pursuant to the Parks Exchange Agreement. Contract expiration date reflects OCII obligations through to the last State Park closing associated with the Phase 2 DDA Major Phase 4. The work program is projected to be complete by 12-31-2026. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusively determined to be an enforceable obligation on December 14, 2012.
46	Source of Funds: Developer Reimbursement. Application fee for TIFIA loan application, pursuant to the Phase 2 DDA Financing Plan, Section 4.2 Alternative Financing. The total application fee is equal to \$100,000 and is captured within the amount listed under the Phase 2 DDA Master line. Once fee is paid, this Item will be removed from future ROPS.
48	Source of Funds: Developer Reimbursement. This line is for a Real Estate Development Advisor to provide professional services on as-needed basis over the next 36-months 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	FINAL & CONCLUSIVE DETERMINATION (12.14.12); Required under the Phase 2 DDA Financing Plan. 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 Lennar for infrastructure. 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 OCII 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, and the Tax Allocation Pledge Agreement; also 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.
50-66, 69	Funded by economic development grants from the U. S. Department of Commerce, Economic Development Administration for the study and creation of an "Arts and Technology District" on HPS. This contract facilitates the creation of public art. These contracts were amended to expire on October 1, 2016 to allow the artist to complete his/her art pieces. Pursuant to dissolution law, the Oversight Board approved continuing to accept and expend these grants as well as amending the term on October 12, 2012 by Resolution No. 14-2012. These were on ROPS 1415A but not completed during that period, and so are placed again on ROPS 14-15B. 10% local match to be funded by RPTTF.
67,68	Lines 67 and 68 were for advertisements and materials related to RFPs for various HPS contracts with funding from developer reimbursements. We are proposing to retire Line 68, merging the services into Line 67.
70	Proposed to be retired as developer is taking over this responsibility
71	Legal work associated with implementing EDA grants and contracts. These services are provided on an as-needed basis. 10% local match to be funded by RPTTF. Pursuant to dissolution law, the Oversight Board approved continuing to accept and expend these grants as well as amending the term on October 12, 2012 by Resolution No. 14-2012.
72	STATE GRANT FUNDS: This item relates to the enforceable obligations under a CALReUSE grant from the State for lead/asbestos (brownfield) abatement for which there is no local match required..
75	This item and the payments related to Navy leases are enforceable obligations under the Conveyance Agreement, which is a transfer agreement between SFRA and Navy that expires when last parcel transferred. The Navy sells each parcel to SFRA for \$1/each. These costs are being advanced by the developer under the Phase 2 DDA and will be reimbursed, in whole or in part, pursuant to the Phase 2 DDA from Bond Proceeds and/or the Redevelopment Property Tax Trust Fund at a later date. Contract expiration date reflects OCII obligations pursuant to the Navy /OCII Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be December 31, 2021.
76	Source of Funds: Developer Reimbursement. Site Office/administrative services, and Maintenance Services are required by Phase 1 DDA, Interim Lease, Exhibit E-1 - Baseline Services. These services are provided on an as-needed basis. Contract expiration date reflects OCII obligations pursuant to the Navy /OCII Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be December 31, 2021. No expenditures anticipated in the ROPS 14-15B period.
77	Source of funds: City and County-SFPD rent payments. Pursuant to HPS Conveyance Agreement with U.S. Navy. Lease payments are from the SF Police Department. The lease is on a month-to-month basis and OCII will amend the lease to expire no later than the property transfer date. Contract expiration date reflects OCII obligations pursuant to the Navy /OCII Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be December 31, 2021.
78	Source of funds: Artist and Lennar rent payments. Pursuant to HPS Conveyance Agreement with U.S. Navy. Lease payments from Lennar. The lease is on a month-to-month basis. Contract expiration date reflects OCII obligations pursuant to the Navy /OCII Conveyance Agreement, through to the final Navy parcel to transfer, which is projected to be December 31, 2021.
79	Source of Funds: Developer Reimbursement. Pursuant to HPS Conveyance Agreement with U.S. Navy.
84	FINAL & CONCLUSIVE DETERMINATION (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 for infrastructure. Of the anticipated \$4.5M in total reimbursements expected for FY14-15, \$2.5M is anticipated to be paid out in ROPS-A, with the remaining \$2M paid in this ROPS B period. Existing 2011C Bond Funds will be used for ROPS-B. 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	FINAL & CONCLUSIVE DETERMINATION (1.24.14); During ROPS 14-15B period, RPTTF will be used first to apply towards full bond year of principal and interest payments, thus. No RPTTF expected available for this item until ROPS 15-16A period.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

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86	FINAL & CONCLUSIVE DETERMINATION (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 for infrastructure and reimburse 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. The estimated amount of \$86M was calculated based on \$119M reported in Statement of Indebtedness as of 6/30/11 minus \$5M estimated disbursement for that year minus \$24M obligation associated with CFD #4 bond line 85, minus \$4M reported on PPA for ROPS 13-14A line 86. The reduction from \$300M reported obligation for this line on ROPS 14-15A is due to the removal of outstanding obligation balances related to debt services now listed on other ROPS lines.
87	FINAL & CONCLUSIVE DETERMINATION (1.24.14);This line shows the amounts of funds that will be used to reimburse FOCIL-MB, LLC pursuant to the MBS OPA. It is estimated that the reimbursements for July 2014 to June 2015 will be about \$60 million. During this ROPS period, we will disburse the remaining bond proceeds from the Series 2014A Bond issuance. 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 for infrastructure. Total Outstanding Debt or Obligation will vary depending on the actual expenditures allowed under OPA with FOCIL-MB, LLC, and will be is paid both from Bond Proceeds and Tax Increment, and from CFD Bond Proceeds. Once the infrastructure is reimbursed, the tax increment will become available for affordable housing until the end of the OPAs.
88	FINAL & CONCLUSIVE DETERMINATION (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 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 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.
89	OPAs allow Successor Agency to access TI 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, is reimbursing the majority of the Agency Costs, but in the future RPTTF may be used for Agency Costs. However, it is anticipated that there will be two contracts with third party entities to provide consulting services for sports event management and fiscal analysis, for a combined amount of \$150,000 that will be reimbursed through direct developer payments considered "Other". Since it is unknown at this time what the ultimate amount of Agency Costs that will not be reimbursed by the Master Developer, thereby requiring RPTTF, the total outstanding obligation is unknown.
90	This review of developer reimbursement requests by a consultant is required to ensure that developer reimbursements for infrastructure are appropriate per the OPAs and CFDs. It is a long-term obligation under the MBN and MBS OPAs that is fulfilled through a contract between the City's Dept of Public Works and Harris & Associates, for which the cost is paid through the Successor Agency. DPW will be extending Harris & Associates contract term. The Agency has estimated \$300,000 will be paid in ROPS 14-15B 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 Contract, so such payments may be needed in the future.
91	The Mission Bay Redevelopment Plans require projects with over 25K in commercial space to pay 1% of hard costs for public art. The source of these Other funds are Developer Fees. There will be individual contracts with artists once selected. 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. Expenditures will be made through individual contracts with artists, once selected.
92	72 Townsend OPA. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Agency to implement and close out. Under the agreement the developer must start construction by March 2, 2014. Construction started on September 16, 2013, and is expected to be completed by July 2015, within the two-year deadline for completion of construction.
101	Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 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 is a 3-year contract with an additional 3-year extension for design services required to implement the Redevelopment Plan and will be paid for using DDR-Approved bond proceed from the 2009B and F bond series. The contract has been amended to add scope and budget and extend the term as reflected in this ROPS in order to complete designs for the infrastructure improvements.
102	FINAL & CONCLUSIVE DETERMINATION RECEIVED (4/15/13). The sales proceeds and 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 the sales proceeds and the tax increment from the State-owned parcels. Tax increment from the formerly State-Owned Parcels is estimated to be approximately \$500,000 from Block 6 and \$1,500,000 from Parcel T, although actual amount generated is subject to change. Total outstanding obligation is in constant dollars and may increase as parcels are developed. <b><i>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.</i></b>

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
105	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, 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. 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 \$297M as of the final and conclusive determination. This amount is spread between this line and other ancillary contracts to the implementation agreement, including items 106-115 and new item 394.
106	Reconfiguration of the Folsom-Fremont Off-ramp to make Block 8 a developable parcel. This is an ancillary contract in compliance with the Transbay Implementation Agreement, Item # 105. These obligations are required pursuant to Section 2.1 of the Transbay Implementation Agreement that requires the Agency "prepare and sell certain state-owned parcels to third parties" The total amount of design and construction is currently estimated at approximately \$3,500,000. Work is expected to be complete before June 2015.
107	This is for Folsom and Essex Streets improvements ancillary contract with San Francisco Department of Public Works in compliance with the Transbay Implementation Agreement, Item # 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." The construction administration and construction document review that will commence during this period will be paid for by \$11.1M of existing bond proceeds from the 2011 bond issuance. The total outstanding obligation for this line item has been increased to \$16,500,000 from \$4,000,000 in the 14-15A period to include construction costs.
108	Ancillary contract with the San Francisco Arts Commission for public art in the Transbay area in compliance with the Transbay Implementation Agreement, Item # 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". We are expecting to execute a Letter Agreement with the Arts Commission to provide City design review and public art assistance in the design of the streetscape and open space plan. Timing of payment dependent on contract execution date. Since RPTTF funds are limited in ROPS 14-15B, we do not expect to disburse funds in this area until at least the ROPS 15-16A period.
109	City Attorney review of documents related to Transbay obligations, in compliance with the Transbay Implementation Agreement, Item # 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 ongoing basis. The source of funds for attorney review of development parcel documents is developer fees. Other reviews for streetscape etc. may need to be funded from RPTTF. Since RPTTF funds are limited in ROPS 14-15B, we will postpone any request for RPTTF for this item until ROPS 15-16A.
114	Contract for assistance to form a Community Benefits District (CBD) -- ancillary to compliance with the Transbay Implementation Agreement, Item # 105. This obligation is required pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "execute all activities related to the Implementation of the Transbay Redevelopment Plan" and "execute activities related to major infrastructure improvements." A contract has been executed and will be amended with MJM Management to assist with formation of the Rincon Hill Transbay CBD to maintain the infrastructure improvements.
115	Ancillary contracts for professional services in compliance with the Transbay Implementation Agreement, Item # 105, 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 developer fees (\$100K requested this period) include graphic designers, advertisers, printers and public noticing consultants directly related to private development on the former public parcels. Other contracts that may not be able to be funded with developer fees and could require RPTTF (\$50K requested this period) include economic forecasting and construction planning and management for infrastructure projects.
118	Fillmore Heritage Garage (Payments to Operator). The source of funds for this contract is garage revenues. Reimbursable expenses for this garage include operating costs, common area maintenance charges, insurance, parking taxes, and a modest garage management fee for the operator. In total, these costs run about \$34,500 a month. Under this contract, the operator must be reimbursed for any deficits every six months. If garage revenues are not enough to cover the operating deficit, the Successor Agency will use RPTTF requested in Line #119. These amounts assume that the Successor Agency continues to own the garage, and that the current contract is extended, until this asset can be sold pursuant to the Long-Range Property Management Plan submitted to DOF. In July 2014, this contract was assigned to Imperial Parking ("Impark"), when Impark purchased Pacific Park Management, the former operator.
119	Fillmore Heritage Garage (Payments to Operator to Cover Operating Deficit). The source of funds to cover this deficit will come from RPTTF. Under the operator's contract listed in Line #118, the operator must be reimbursed for any deficits every six months (in October and May). This amount is an estimated based on past garage performance, and recent events at the Fillmore Heritage Center, including a tenant bankruptcy which will negatively impact garage performance. Average monthly deficit is \$2,000, so to cover six months, the Successor Agency would need \$12,000. This amount was previously approved (and expended) in ROPS 13-14B and ROPS 14-15A.
120	Fillmore Heritage Garage (Payments to Operator to Cover Operating Deficit). The source of funds to cover this deficit will come from RPTTF. Under the operator's contract listed in Line #118, the operator must be reimbursed for any deficits every six months (in October and May). This amount is an estimated based on past garage performance, and recent events at the Fillmore Heritage Center, including a tenant bankruptcy which will negatively impact garage performance. Average monthly deficit is \$2,000, so to cover six months, the Successor Agency would need \$12,000. This amount was previously approved (and expended) in ROPS 13-14B and ROPS 14-15A.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
123	Fillmore Heritage Center DDA. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to manage and close-out. The agreement does not terminate until the Successor Agency has been paid in full for the land (and additional \$3.0 million approximately) and has issued a certificate of completion. Work includes asset management, landlord responsibilities, and property management.
124	Fillmore Heritage Center Commercial Ground Lease. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out. Under the ground lease, the tenant has 35 years to pay approximately \$3.0 million, which represents a deferred land payment. Once the tenant pays that amount, the tenant will own the commercial parcel. Work includes tenant management, real estate transactional work, and mediation. An amendment to this ground lease will be required, pending resolution of negotiations with the current tenant over the bankruptcy of a subtenant. This ground lease amendment will be brought to the Oversight Board and DOF for approval in Fall 2014.
125	Fillmore Heritage Center REA. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out. Work includes budget negotiations, analysis of common area maintenance charges, property management, and mediation. This agreement includes automatic 10-year extensions unless rescinded by owners in writing.
126	Fillmore Heritage Center Homeowners Association CAM Charges. Fillmore Development Commercial (FDC) is the Agency's tenant under the ground lease for the commercial parcel in the Fillmore Heritage Center. Pursuant to the ground lease, FDC is responsible for paying common area maintenance charges (CAM) on the commercial parcel. If FDC defaults on these payments, the Agency, as owner of the commercial parcel, is responsible for paying any outstanding CAM charges. Two tenants have not been paying CAM charges (which run about \$10,000 a month), due to financial problems and bankruptcy proceedings. As of June 2014, the Successor Agency paid \$211,738 in CAM charges from this ROPS line, which FDC will pay back under the amendment to the ground lease in ROPS line #124 above. As of July 2014, FDC started paying these CAM charges. Should FDC default on paying these charges, the Successor Agency would be responsible to cover them until the asset is disposed of pursuant to the LRPMP.
127	Yoshi's TI Loan. This \$7.2 million loan agreement is an enforceable obligation and is part of the Successor Agency's project work. A repayment plan is being negotiated as part of Yoshi's bankruptcy proceedings, and a loan amendment will be required which involves a reduction in the principal amount owed since part of the principal was lost in the bankruptcy. The Successor Agency will be bringing this amendment to the Oversight Board and DOF for approval in Fall 2014.
128	FFS (1300 on Fillmore) TI Loan. This \$2.6 million loan agreement is an enforceable obligation and is part of the Successor Agency's project work. No payments are being made, and a loan amendment will be required. It will require staff time of the Successor Agency to implement and close-out.
129	FFS (1300 on Fillmore) Working Capital Loan. This \$624,000 loan agreement is an enforceable obligation and is part of the Successor Agency's project work. Partial payments are being made, and a loan amendment will be required. It will require staff time of the Successor Agency to implement and close-out.
130	Sheba Lounge TI Loan. This \$290,000 loan agreement is an enforceable obligation and is part of the Successor Agency's project work. Partial payments are being made, and a loan amendment will be required. It will require staff time of the Successor Agency to implement and close-out.
131	Sheba Lounge Prevailing Wage Loan. This \$95,000 loan agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out. It is forgiven if borrower makes 24 payments on the Sheba Lounge TI Loan.
132	Rasselas TI Loan. This \$1.2 million loan agreement is an enforceable obligation and is part of the Successor Agency's project work. Rasselas recently emerged from a bankruptcy proceeding, and partial payments are being made according to the plan approved in bankruptcy court. It will require staff time of the Successor Agency to implement and close-out.
133	1450 Franklin Street OPA. The OPA is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement, monitor, and close-out. Construction started in June 2013 and should be completed by June 2015.
134	1301 Divisadero OPA. Construction has been completed, and units are being sold. The OPA is an enforceable obligation and is part of the Successor Agency's project work. The only remaining work is to complete a "certificate of completion" for this OPA and have it recorded against the property.
135	1210 Scott Street OPA. This enforceable obligation allows for development of the classroom and gymnasium in phases and gives the JCHS until April 2018 to complete construction of both facilities (JCHS plans to start construction on the gym in 2014.). Staff time will involve design review, EOP compliance, and overall DDA management for each stage of construction. Additionally, the DDA has long-term community benefits regarding the use of the gym that survives the termination of the OPA. It will require staff time of the Successor Agency to implement.
136	ECR with Safeway and Western Commercial Partnership. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out. Work includes property management and disposition services.
137	MoAD - this is a museum operating agreement that includes funds for operations and capital improvements. Under the operating agreement, MoAD is supposed receive \$100,000 each quarter during FY 2014-15 to help fund operations (the operating agreement expires at the end of FY 2014-2015) plus \$303,000 for capital improvements. There is a deficit of \$44,533 for operations. During this ROPS period, \$157,467 comprised of existing taxable bond proceeds will be expended for operations. In addition, if not expended in the prior ROPS period, \$303,000 of existing tax-exempt bond proceeds will be expended during this ROPS period for capital improvements.



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January 1, 2015 through June 30, 2015

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138	<p>Jessie Square Garage (reimbursements to City for debt service payments). Estimated payment of NOI paid to the City from garage revenues. This payment is made every six months (in Feb and Aug) and is a portion of the total debt service for the bonds, which mature on 9/1/2018. The balance in ROPS Column I can fluctuate up or down depending on the Successor Agency's ability to repay the debt service. In cases where the Successor Agency cannot repay the full debt service amount due, interest charges accrue and the total debt service increases. The amount in Column I is calculated as of June 30, 2014. Source of funds is garage revenue. These bonds will be defeased as part of the sale of the Jessie Square Garage to Millennium Partners under the PSA for a mixed-use project at 706 Mission Street (See ROPS Line #359). This disposition was approved by DOF under a separate property management plan for 706 Mission Street. This transfer is expected to occur during 2015.</p>
139	<p>Jessie Square Garage (payments to operator and tax collector). Estimated reimbursements (\$70,000/mo) to City Park, the garage operator under the Subcontract for Jessie Square Garage Operations Management, and estimated parking taxes to the City (\$40,000/mo), paid from garage revenues. These payments continue indefinitely until the Successor Agency sells the garage, pursuant to the PSA with Millennium Partners for the development of a mixed-use project at 706 Mission Street (See ROPS Line #359). This disposition was approved by DOF under a separate property management plan for 706 Mission Street. This transfer is expected to occur during 2015.</p>
140	<p>Expenditures on this line are for capital improvements in Yerba Buena Gardens (YBG), which the Successor Agency owns.</p> <p>The Successor Agency uses a software program to forecast and budget for known cyclic repair and replacement requirements that extend the life of the YBG's buildings and systems and maintain them in usable condition. The Gardens were built over an underground convention center so maintaining the waterproofing barriers between the structures of this 20-year old facility has been a significant expense for the Successor Agency over the past few years and is projected to be an ongoing expense in future fiscal years as the properties continue to age. Based on output from the capital forecasting software program, the capital repair and replacement needs in YBG total about \$32 million over the next 20 years.</p> <p>Based on this forecasting model, the Successor Agency expects to expend \$2,950,058 during fiscal year 2014-15 on capital improvements in the Gardens. Of that amount, \$400,000 was requested during the ROPS 14-15 A period. The Successor Agency is requesting the balance, \$2,550,058, during this ROPS 14-15B period. During this fiscal year, this money will be spent on: (1) repairing multiple water leaks (in the waterproof barriers) throughout the Gardens, (2) completing required code/safety repairs to the children's garden fountain/play stream, (3) replacing the childcare center's pedestrian elevator, (4) installing security improvements to the perimeter of the childcare center, (5) removing and replacing hazardous trees, (6) repairing paved surfaces throughout the Gardens, (7) overhauling electrical systems that are at the end of their useful life, (8) replacing boilers, (9) replacing an orchestra pit lift, and (10) other capital repairs.</p> <p>Sources of Revenue for capital improvements during this ROPS period: \$2,219,558 in lease revenues/developer fees (some of which is carried forward from ROPS 13-14B period) and \$330,500 in restricted fees from the 680 Folsom Street OPA (see ROPS Line #152) to be used for child care (\$110,550) and open space (\$220,000) improvements. If new lease revenue/restricted fees do not materialize as expected, the Successor Agency will use capital account balances restricted for this purpose.</p>
141	<p>The funds to pay for this contract come from lease revenues and developer fees from Yerba Buena Gardens. MJM is the Successor Agency's full-time, on-site property manager responsible for overall operations, maintenance, security, event coordination, and capital repair/replacement work at YBG. The money under this contract pays (1) a fixed management fee to MJM and (2) variable annual operating expenses for YBG. The existing contract expires 6/30/2015, but the Successor Agency expects to extend this contract for at least another 2.5 years (to December 2017). This contract will be transferred to the City in 2015 when YBG is transferred to the City, pursuant to the property management plan approved by DOF. At that time, the City will assume the Agency's role under the contract until the contract expires in 2017. The \$8,500,000 total outstanding balance on the ROPS is based on \$3,400,000/year payments for 2.5 years.</p>
142	<p>This is an operating agreement for a children's discovery museum. The funds to pay for this \$600,000/year contract come from lease revenues and developer fees from Yerba Buena Gardens. The Successor Agency owns the museum building/carousel and has a 25-year operating agreement with a non-profit to operate the museum and the carousel. Payments are made quarterly as follows: Qtr 1 40% (\$240,000); Qtr 2 30% (\$180,000); Qtr 3 20% (\$120,000); and, Qtr 4 10% (60,000).</p>
143	<p>This is an operating agreement for a cultural facility. The funds to pay for this contract come from lease revenues and developer fees from Yerba Buena Gardens. The Successor Agency owns the Center for the Arts buildings and has a long-term operating agreement with a non-profit to operate the cultural facilities. The initial term ends 6/30/2019. Payments are made in equal quarterly installments of \$832,500 each.</p>
144	<p>This is an agreement to provide outdoor event programming in the public open space at Yerba Buena Gardens. The funds to pay for this contract come from new lease revenues and developer fees from Yerba Buena Gardens. The initial term (FY 2000/01) was for one year. The contract allows for ongoing two-year extensions and the current two-year term expires on June 30, 2015. The Successor Agency intends to extend this contract for 2.5 years (to December 2017). This contract will be transferred to the City in 2015 when YBG is transferred to the City, pursuant to the property management plan approved by DOF. At that time, the City will assume the Agency's role under the contract until the contract expires in 2017. The \$187,500 total outstanding balance on the ROPS is based on \$75,000/year payments for 2.5 years. Payments are made quarterly as follows: Qtr 1 40% (\$30,000); Qtr 2 20% (\$15,000); Qtr 3 20% (\$15,000); and, Qtr 4 20% (\$15,000).</p>
145	<p>The funds to pay these fees comes from new lease revenues and developer fees from Yerba Buena Gardens. The Tax Collector collects the assessment via secured property tax bills issued annually and passes the assessment on to the CBD. This payment is made annually in December. The final CBD assessment is due in December 2015. Unless the CBD is renewed (still TBD), this line will be retired on ROPS 15-16A. If renewed, this expense will transfer to the City with the transfer of Yerba Buena Gardens.</p>
147	<p>Legal fees related to various YBG legal issues and for YBG disposition legal work. The funds to pay for these services come from lease revenues and developer fees from Yerba Buena Gardens. The Successor Agency expects to transfer YBG to the City by December 2015, pursuant to the Successor Agency's property management plan approved by DOF. At that time, this line will be retired from the ROPS.</p>

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
151	The Mexican Museum Grant Agreement -- this is a \$10.566 million grant agreement for predevelopment and tenant improvements for a museum. The Successor Agency Commission has authorized the disbursement of \$2,780,881 of predevelopment funds to date. Of that amount, \$515,441 of general funds which were approved to be retained for this enforceable obligation through the Non-Housing Due Diligence Review, may be carried over from the prior ROPS period for expenditure during this ROPS period. The remaining balance of \$7,785,119 is tax exempt bond proceeds reserved for future tenant improvements.
152	680 Folsom Street OPA. This OPA is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to implement and close-out.
153	The Paramount/680 Mission LDA. Certificate of Completion issued, however certain obligations survive. Successor Agency consent required for renegotiation of California Historical Society's lease with Third and Mission Associates pursuant to LDA. In August 2014, the Successor Agency Commission gave its consent to a lease amendment, pursuant to the LDA, which reduced the California Historical Society's square footage in The Paramount by 10,000 square feet. Under the Lease Amendment, the Successor Agency will receive payments totaling \$946,949 plus 1% interest in four annual installments, beginning in 2015 and ending in 2018. This figure represents the pro-rata share of a \$1,000,000 land discount given to the Developer in 1999 for reserving 15,000 square feet of space in The Paramount specifically for CHS, since that public benefit will no longer exist. Because the land on which the Paramount sits was originally acquired by the Agency with federal urban renewal funds, these payments are CDBG program income and will be transferred by the Successor Agency to the Mayor's Office of Housing and Community Development, as the administrator of San Francisco's CDBG program.
154	The W Hotel LDA. This agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to manage. Work includes dealing with issues related to enforcement of public access to easement areas.
155	The Westin Hotel LDA. The LDA, and related easement agreements, is an enforceable obligation. It will require ongoing staff time of the Successor Agency to monitor these agreements.
156	San Francisco Museum of Modern Art DDA. The DDA is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to manage. Work includes monitoring long-term community benefits required under the DDA.
157	Jessie Square REA. The REA is an enforceable obligation. It will require ongoing staff time of the Successor Agency to monitor and implement.
158	St. Patrick's Church OPA. The agreements between the Agency/Successor Agency and St. Patrick's Church require staff time to deal with issues related to parking and easements, which arise occasionally.
159	Emporium/Bloomingdale's OP/DDA. These agreements are enforceable obligations and are part of the Successor Agency's project work. It will require staff time of the Successor Agency to manage the agreements. Work includes dealing with issues related to ongoing monitoring of OP/DDA obligations.
161	FINAL & CONCLUSIVE DETERMINATION (12.14.12) (shown as line 123 on the F&C which used the ROPS III numbering system): Pursuant to HPS Phase 2 DDA, obligation to provide capital funding to rebuild Alice Griffith Public Housing development of 504 units with five phases, of which Phases 1 and 2 have already been funded. The current total outstanding obligation is roughly estimated at \$43M. ROPS 14-15B funding estimated at \$16.5M for Phase 3 construction loan commitment per AB 471, including balance of \$5M predevelopment loan for Phase 3 listed on previous ROPS. .
177	Loan for construction of Phases 2 & 3 of new affordable housing as part of revitalization of Hunters View public housing project. \$21.7 million provided through loan agreement in ROPS 13-14b period. Outstanding Balance amount is remaining amount for Phase 3.
185	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$934,367,978 of the YBC Housing Obligation, SOI at p. 12.) (SB2113 funding)
186	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$596,969,243 of the Golden Gateway Housing Obligation, SOI at p. 2.) (SB2113 funding)
187	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$447,222,703 of Western Addition A-2 Housing Obligation, SOI at p.17.) (SB2113 funding)
188	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$239,451,448 of Rincon Point-South Beach Housing Obligation, SOI at p.22.) (SB2113 funding)
189	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$26,469,865 Hunters Point Housing Obligation, SOI at p.27.) (SB2113 funding)
190	PLACEHOLDER FOR FUTURE ROPS: Replacement Housing Obligation under Sections 33333.7 and 33333.8 of Cal. Health & Safety Code. Obligation to fund affordable housing to replace a portion of the 6700 units previously destroyed by Agency (total outstanding debt estimated to be \$32,032,823 of India Basin Housing Obligation, SOI at p.32.) (SB2113 funding)
191	PLACEHOLDER FOR FUTURE ROPS: Future funding for construction of affordable housing to satisfy Replacement Housing Obligation.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

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218	FINAL & CONCLUSIVE DETERMINATION (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; 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. Contract expiration date reflects OCII 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 (funded by LMIHF), and the Tax Allocation Pledge Agreement; also the Phase 1 affordable housing obligation to construct 218 affordable units (funded by LMIHF). This legal authority under the Plan to collect tax increment expires in 12-31-2057. \$2.5M in funding for first affordable housing project under this obligation is contained in ROPS 14-15B Line 395 and the estimated outstanding obligation amount on this line has been reduced to reflect the amount placed in the new ROPS line.
219	FINAL & CONCLUSIVE DETERMINATION (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 (total outstanding debt in Statement of Indebtedness (9.30.11) ("SOI") estimated to be \$1,074,632,964 from HPS Housing Obligation, SOI at p. 57, less the \$65.4 million estimated for the 218 units per the Phase 1 DDA, and an unspecified portion from BVHP Housing Obligation, SOI at p. 52, over life of project); required payments of housing set-aside to LMIHF. Binding agreements per § 34171 (d) (1)(E); 7 (amts owing to LMIHF, §34171 (d) (1)(G). Contract expiration date reflects OCII 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 (funded by LMIHF), and the Tax Allocation Pledge Agreement; also the Phase 1 affordable housing obligation to construct 218 affordable units (funded by LMIHF). This legal authority under the Plan to collect tax increment expires in 12-31-2057.
220	FINAL & CONCLUSIVE DETERMINATION (1.24.14); 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 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 \$320M, taking out the amounts included in that number for the housing debt service obligations included on separate ROPS lines: Series 2006A (\$9M, 2007A (\$30M), 2009A (\$4M), 2009E (\$2M), 2011E (\$3M). The \$1M RPTTF estimate for ROPS 14-15B is for housing share of Mission Bay North RPTTF above the Mission Bay North housing debt service requirements listed on the debt service lines below. <b>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.</b>
226	FINAL & CONCLUSIVE DETERMINATION (1.24.14); 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 \$436M, taking out the amounts included in that number for housing debt service obligations included on separate ROPS lines: Series 2009A (\$6M), 2009E (\$10M), 2011E (\$19M), and taking out reported expenditures from this line on ROPS I, II, III, 13-14A and 13-14B, and taking out outstanding obligations for individual MBS housing projects that have their own separate ROPS lines (228 for MBS Parcel 7W, 392 for MBS Parcel 6E, and 393 for MBS Parcel 3E). The \$2M RPTTF estimate for ROPS 14-15B is for housing share of Mission Bay South RPTTF above the Mission Bay South housing debt service requirements listed on the debt service lines below. <b>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.</b>
228	Budget for this housing project approved in ROPS 13-14B and committed to the project per AB 471. As funds expended in future, will be applied to budget retained from ROPS 13-14B.
237	FINAL & CONCLUSIVE DETERMINATION (4.15.13): Requirement of 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, SOI at p. 47); required payments of housing set-aside to LMIHF. Binding agreement per state law obligation § 34171 (d)(1)(C) 7 (amts owing to LMIHF, §34171 (d) (1)(G). Funding for the specific affordable housing projects 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). Total outstanding obligation lowered by amounts placed on separate ROPS lines 363, 374 and 291.
238	RETIRED
239	\$17 million loan including \$3.4M for predevelopment plus \$13.6M toward construction financing for an 85 unit affordable housing project in Transbay Block 7 per AB 471, as mandated by CA Public Resources Code Sec. 5027.1 (per final and conclusive determination regarding Transbay housing umbrella obligation on ROPS Line 237. The source of the funding is restricted Developer Impact Fees (San Francisco Planning Code Section 415) paid by market rate developers.
250	Port Lease N-1A. This lease is associated with South Beach Harbor. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The funding source for these payments is harbor revenues. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included them in this ROPS period as well.
251	Port Lease N-1B. This lease is associated with South Beach Harbor. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The funding source for these payments is harbor revenues. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included them in this ROPS period as well.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
252	Port Lease N-2. This lease is associated with South Beach Harbor. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The funding source for these payments is harbor revenues. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included them in this ROPS period as well.
255	Carmen's Sublease. This sublease agreement is an enforceable obligation and is part of the Successor Agency's project work. It will require staff time of the Successor Agency to manage and close-out. The sublease terminated on April 6, 2013 and is now on a month-to-month basis pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. Until then, work includes lease management, possible bankruptcy/litigation work, landlord responsibilities, and property management. The lease terminations with the Port of San Francisco are expected to occur before the end of 2014, but to be prudent, the Successor Agency has included this sublease agreement on ROPS 14-15B in case the lease terminations don't occur as planned.
257	South Beach Harbor Operating Costs and Rincon Park Maintenance-- source of funds South Beach Harbor revenues and subtenant lease revenues. These costs exclude OCII staff salaries and benefits which are included on Line 1 in the "other" column. The Successor Agency will be responsible for the harbor's operating costs until the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The funding source for these payments is harbor revenues and sublease revenues. The lease terminations are expected to occur before the end of 2014, but to be prudent, the Successor Agency has included these costs in this ROPS period as well. The amount has been increased to reflect actual charges in FY 13-14 which came in higher than expected, and ongoing Rincon Park Maintenance costs-- resulting in the need to charge about \$630K from FY 13-14 to this line in ROPS 14-15A, which means that most of the annual costs will need to be attributed to ROPS 14-15B if the leases are not terminated yet.
258	Full bond year 2015 debt service requirement in compliance with bond indentures
261	1998C series has no debt service payments until 8/1/2023 (due to trustees 6/30/2023)
264 - 342	Full bond year 2015 debt service requirement in compliance with bond indentures
345	Consultant legal and financial analysis services related to debt portfolio management. The \$650,000 bond proceeds budget includes allowance cost of issuance payments from bond proceeds for for 2 potential refunding efforts-- the first is for bonds excluding Mission Bay which is planned to be issued during the ROPS 14-15A period, but is included in ROPS 14-15B budget as well in case the issuance gets delayed to the "B" period, and a further \$350K is to allow for a second refunding effort for eligible Mission Bay bonds. The \$60K in RPTTF is for fiscal consultant fees that would need to be paid from RPTTF if the issuance were cancelled and there were not bond proceeds available (other consultants are on a contingency basis and would not be paid if the issuance does not go through, but the fiscal consultant needs to be paid regardless).
346	Tax increment related to South Beach Harbor area pledged to 1986A bond debt service, with balance of debt service requirement coming from Harbor revenues. Tax increment expected to be between \$200K and \$300K. Total debt service in the ROPS 14-15B period is \$691,200, so other revenues budget for this payment was initially set at \$491,200 in case tax increment comes in low. We added a further \$502,000 to the "other" payments budget to make up for payments during the ROPs 13-14A period that were inadvertently left off of the ROPS 13-14A prior period adjustment worksheet during submission of ROPS 14-15A. <b>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.</b>
348	CalBoating Loan payment, Source: South Beach Harbor revenues. The \$535,955 August 2013 payment was inadvertently left off of the ROPS 13-14A true-up, and so will need to be charged to ROPS 14-15A, using up all of the payment authority on that ROPS. This means the August 2014 payment needs payment authority in this ROPS 14-15B.
349	Source of funds: Developer reimbursement. 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.
354	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
355	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
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 PSA authorizes the sale of the following three properties to an affiliate of Millennium Partners for the development of the 706 Mission Street/Mexican Museum project: (1) an improved subterranean public parking garage commonly known as the Jessie Square Garage located generally below Jessie Square Plaza; (2) an approximately 9,778-square-foot undeveloped parcel fronting Mission Street between Third and Fourth Streets adjacent to Jessie Square Plaza; and (3) a 3,690-square-foot air rights parcel located above Jessie Square Plaza. The Developer is required under the PSA to pay the Successor Agency (1) \$5,312,719 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) \$1,661,348 in open space fees. The Successor Agency expects to receive the \$86,400 traffic improvement fee in the first half of 2015, and the Successor Agency is required under the PSA to either (1) contract with the City for these services, or (2) contract with the community benefit district for these services. The Successor Agency also expects to receive the \$1,661,348 open space fee in the first half of 2015 and, as required by the PSA, the payment will be split between Yerba Buena Gardens and other public open spaces in the adjacent South of Market Area. The Successor Agency also expects to receive the first installment of the \$5,312,719 affordable housing fee (approximately \$1.1 million) in the first half of 2015, and is currently programmed to be spent on Mision Bay South housing pursuant to the enforceable obligation in ROPS Line 226.

### Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
360	Remaining Funds from The Gap for Security at Rincon Park. A 1995 Disposition and Development Agreement ("DDA") with The Gap required the retailer to build a waterfront park (now known as Rincon Park) and contribute \$100,000 a year for 10 years (for a total of \$1.0 million) for security services at the park. Rincon Park was completed in 2003 and the Gap began making its \$100,000 annual payments that year. To date, the Gap has made seven payments for a total of \$700,000. The Gap still owes \$300,000 under the DDA for security at Rincon Park. The SFRA used the \$700,000 paid to date to reimburse the Port of San Francisco (the "Port"), which has been maintaining the park. The final \$300,000 The Gap still owes to the Successor Agency under the DDA will likely be received under ROPS 14-15A, and transferred to the Port for security services at the park, under the spending authority given under ROPS 14-15A. However, in the event that does not happen, the payment is included on this ROPS 14-15B period as well.
361	This represents HPS Developer commitment to provide funding for Alice Griffith Project to supplement Agency funding included in ROPS Line 161, which was finally and conclusively determined to be an enforceable obligation on December 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. The amount in ROPS 14-15B is the gap funding loan commitment for construction of Phase 3, per AB 471.
363	Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 237, Affordable Housing Program for Transbay, which was finally and conclusively determined to be an enforceable obligation on April 15, 2013. This is an estimate of funding required for commitment of construction loan per AB 471 for affordable housing on Transbay Block 9, including a ~\$50K allowance for a construction management consultant. The source of the loan is a restricted Developer Impact Fee (San Francisco Planning Code Section 415) to be paid by the market rate developer of Transbay Block 9 to finance the affordable housing development under the Transbay Redevelopment Plan. \$20.6M budget was included in ROPS 14-15A which will not be drawn upon. Since costs have escalated and schedule has been extended, we are requesting \$45M payment authority on ROPS 14-15B.
364	Estimated bond trustee fees due in Jan-June period, including for Series 1998C, 2003B & C, 2004 A&C&D, 2005A, 2011 A-E, 2014A
365	RETIRED - any bond arbitrage rebate consultant fees needed in future will be included in bond administration line 345.
366	No debt reserve needed to be created in this ROPS 14-15B Period
369	Port Lease -- Site J. This ground lease is associated with Delancey Street special needs housing. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The Successor Agency mistakenly retired this enforceable obligation under the assumption that the land transfer would have occurred by now. It has not, and the Successor Agency must continue to make these ground lease payments until the land transfer happens. The funding source for these payments is sublease revenues the Successor Agency generates by subleasing the Port's land. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included this lease in this ROPS period as well.
370	Port Lease -- Site K. This lease is associated with Steamboat Point affordable housing. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The Successor Agency mistakenly retired this enforceable obligation under the assumption that the land transfer would have occurred by now. It has not, and the Successor Agency must continue to make these lease payments until the land transfer happens. The funding source for these payments is sublease revenues the Successor Agency generates by subleasing the Port's land. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included this lease in this ROPS period as well.
371	Port Lease -- Site M-3, M-4A, S-1D. This lease is associated with a portion of South Beach Harbor parking lot and the truck turnaround near the ballpark. It will remain in place pending the termination of the Successor Agency's ground leases with the Port of San Francisco, and the reversion of the land back to the Port. The Successor Agency mistakenly retired this enforceable obligation under the assumption that the land transfer would have occurred by now. It has not, and the Successor Agency must continue to make these lease payments until the land transfer happens. The funding source for these payments is sublease revenues the Successor Agency generates by subleasing the Port's land. The lease termination is expected to occur before the end of 2014, but to be prudent, the Successor Agency has included this lease in this ROPS period as well.
372	Deferred Maintenance and Capital Improvements for Shoreview Park. The Successor Agency has an enforceable obligation to maintain this property until it is disposed of pursuant to the DOF-approved property management plan. This maintenance obligation requires improvements to the park to correct health and safety/disability access issues, and to replace broken benches, a malfunctioning irrigation system, and a hazardous play structure. A 2010 estimate for this work totaled \$1.25 million. Escalating that figure by 3% a year yields a current cost estimate of about \$1.41 million. To fund this cost, the Successor Agency seeks to use DDR-approved reserve balances of Community Development Block Grant (CDBG) funds (\$370,902), plus additional CDBG program income generated from the ground lease listed in ROPS Line Item #20 since July 1, 2012 (about \$933,098). This money will either be: (1) transferred to the City to use for this purpose when Shoreview Park is transferred to the City, pursuant to the DOF-approved property management plan or (2) spent by the Successor Agency for this purpose prior to transferring Shoreview Park to the City. This payment was included in ROPS 14-15A, but due to schedule delays it is not clear whether the work will be initiated during that period so the payment has been included on this ROPS 14-15B period as well.
373	Disposition Costs. The Successor Agency will be incurring certain costs associated with its disposition of property. These costs include appraisal costs, consultant costs, title and escrow costs, legal costs, marketing costs, and other costs associated with the disposition process. The Successor Agency has estimated these costs could potentially be \$75,000 during this fiscal year (the full amount is requested for the second half of 2014-15). The \$75,000 cost is broken down as follows: \$26,000 for outside appraisals, \$14,000 for outside title work, \$15,000 in legal bills, and \$20,000 for marketing costs. The funds will come from loan payments received from Western Addition borrowers (ROPS lines #127 through #132).

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

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Item #	Notes/Comments
374	Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 237, Affordable Housing Program for Transbay, which was finally and conclusively determined to be an enforceable obligation on April 15, 2013. This is an estimate of funding required for pre-construction activities of affordable housing on Transbay Block 8. The source of the loan is a restricted Transbay Jobs Housing Linkage Fee to be paid by a Transbay commercial building developer and used to finance the affordable housing development under the Transbay Redevelopment Plan. Predevelopment funding of \$3 million is in ROPS 14-15A, but due to change in project schedule we do not expect Agency funding to be required until the ROPS 15-16 periods.
375	Source of Funds:Navy Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. Security Services are required by Phase 1 DDA and the HPS Conveyance Agreement, Interim Lease, 6.5 Security Services.
376	Source of Funds: Developer Reimbursement. This is an ongoing cost which the Agency anticipates until the completion of the HPS project. The Phase 2 DDA Section 19. Agency Costs and the Interagency Cooperative Agreement Section 6.4 City's Cost Recovery both allow for reimbursement of City/Agency costs. These costs are captured within the amount listed under the Phase 2 DDA Item 30 and will be reimbursed pursuant to the Phase 2 DDA from RPTTF, CFD Bond Proceeds and developer sources. 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 12-31-2033 inclusive of excusable delays. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
377	Source of Funds: Developer Payment carried forward from ROPS 14-15A. In accordance with the Phase 2 Community development Plan the Legacy Foundation ( as described in line #26) is the recipient of the payments in fulfillment for the Scholarship fund. Payments will be disbursed over time.
378	Source: Developer Payment, carried forward from ROPS 14-15A. "Education Improvement Fund" payment pursuant to the Phase 2 Community Benefit Plan for education enhancement within Bayview Hunters Point. The work program is projected to be complete by 12-31-2023 inclusive of unavoidable delays. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012.
379	Source: Developer Payment. "Southeast Health Center" payments pursuant to the Phase 2 Community Benefit Plan for predevelopment expenses associated with the expansion of the Southeast Health Center. The work program is projected to be complete by 12-31-2023 inclusive of unavoidable delays. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012. No payments are anticipated during the ROPS 14-15B period.
380	Source: Developer Payment. "Wellness Contribution" payment pursuant to the Phase 2 Community Benefit Plan for predevelopment expenses associated with the expansion of the Southeast Health Center. The work program is projected to be complete by 12-31-2023 inclusive of unavoidable delays. This is an ancillary contract in compliance with item # 49, formerly line 67 on ROPS III, which was finally and conclusive determined to be an enforceable obligation on December 14, 2012. . No payments are anticipated during the ROPS 14-15B period.
381	Source of Funds: Developer Reimbursement. 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 OCII obligations pursuant to the Phase 1 and 2 DDAs Schedules of Performance, which include horizontal and vertical construction work programs.
382	2011 Hotel Tax Occupancy Bonds are funded by City of San Francisco hotel tax pledged for repayment of these refunding bonds-- the original proceeds were used for construction of the Moscone Convention Center and a nearby Children's Center.
383	TO BE RETIRED-- 1992 Moscone Center Lease Revenue Bonds fully paid off with 8/1/2014 debt service payment
384	Use of \$591,202 South of Market Excess Bond Proceeds (Series 1992A, 1994A, 1995A, 1996A, 1996B, 2000A, 2003B, 2009B and 2009F Tax Exempt Bond Issuances plus up to \$10K accrued interest) through a grant agreement with the City for eligible work consistent with the bond indentures, including pedestrian safety improvements on Sixth Street and alleyway improvements. This payment was Included on ROPS 14-15A, but since agreements may not be finalized by December 2014, we have included it again here on ROPS 14-15B. The amount was corrected from \$591K listed on ROPS 14-15A was updated to include accrued interest.
385	Use of \$83,262 Western Addition A-2 Excess Bond Proceeds (Series 1991A, 1992A, 1994A, 1995A and 1998A Tax Exempt Bond Issuances plus up to \$5K accrued interest) through a grant agreement with the City for eligible work consistent with the bond indentures, which will include capital improvements to the Ella Hill Hutch Community Center in the Western Addition A-2 neighborhood. This payment was Included on ROPS 14-15A, but since agreements may not be finalized by December 2014, we have included it again here on ROPS 14-15B.
386	Use of Bayview Hunters Point Excess Bond Proceeds (Series 1996B, 1998A, 2009B, 2009F Tax Exempt Bond Issuances plus accrued interest) through a grant agreement with the City for eligible work consistent with the bond indentures, including façade improvements along the Third Street commercial corridor, and Bayview community challenge grants for public art, sidewalk gardens and other greening projects. This payment was Included on ROPS 14-15A at \$434,000, but since agreements may not be finalized by December 2014, we have included it again here on ROPS 14-15B, increasing the amount to \$446,000 to reflect the \$434,157 balance of excess BVHP bond proceeds above the \$450K committed in ROPS Line 387 plus up to \$12K in accrued interest.
387	Formerly on ROPS 13-14B Line 367, which was inadvertently retired during preparation of ROPS 14-15A because the project was expected to be complete prior to ROPS 14-15A. Finalization of a letter agreement with MOHCD is now expected in the ROPS 14-15A period. This use of excess BVHP bond proceeds is authorized by Health and Safety Code Sec 34191.4(c)(2)(A) following a Finding of Completion. The Successor Agency will enter into a letter agreement with the City through MOHCD pursuant to HSC 34180(h) to provide funding for streetscape improvements through the "Model Block" program as part of the implementation of the HUD Choice Neighborhood Initiatives (CNI) grant. The proposed use is consistent with bond covenants requiring funds to be spent for public improvements in the Bayview Hunters Point Project Area.

**Recognized Obligation Payment Schedule (ROPS 14-15B) - Notes**

January 1, 2015 through June 30, 2015

Item #	Notes/Comments
388	Use of \$8,108,601 Pre-2011 Housing Tax-Exempt bond proceeds plus up to \$150K associated interest for purposes consistent with their indentures. Includes \$2,370,646 Series 1996B, \$649,724 Series 2000A, \$4,810,122 Series 2001A, and \$278,109 Series 2003B plus associated interest. The planned use is to transfer the funds to the Mayor's Office of Housing and Community Development (MOHCD) for 2 purposes: a. Approximately \$3M to facilitate urgent at four public housing sites and to modernize an additional five public housing elevators that were in constant disrepair, posing life safety hazards for residents; and b. The balance of approximately \$5M to facilitate rehabilitation work at existing affordable housing owned by non-profit affordable developers for the purpose of preserving the housing stock and/or creation of new units, with funds to be allocated through a competitive Request for Proposals, and disbursed through grant agreements between the providers and MOHCD.
389	\$1,090,950 from bond proceeds represents capitalized interest paid on 8/1/2014 inadvertently not included in ROPS 14-15A. RPTTF is for full bond year 2015 debt service, per bond indentures.
390	Source: Developer Payments remaining from Non-housing DDR: For work program related to International African Marketplace and Festival pursuant to the Phase 1 Community Benefit Agreement. The work program is projected to be complete by 12-31-2019.
391	Transbay underramp park construction, to be managed by the Transbay Joint Powers Authority (TJPA), as an ancillary contract in compliance with the Transbay Implementation Agreement, Item # 105. These expenditures are required pursuant to section 2.1 of the Transbay Implementation Agreement requiring the Successor Agency to "execute activities related to major infrastructure improvements." The construction administration and construction document review that will commence during this period will be paid for with \$900K of existing 2011 bond proceeds.
392	Ancillary contract in compliance with the Transbay Implementation Agreement, Item # 237, Affordable Housing Program for Transbay, which was finally and conclusively determined to be an enforceable obligation on April 15, 2013. The funding requested in ROPS 14-15B is an estimate of the amount required for pre-construction activities of affordable housing on Transbay Block 1. The source of the funds is affordable housing fees paid by market rate developers.
393	MBS Block 6E 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. In the ROPS 14-15B period, we expect to start pre-development work, using pledged Mission Bay increment approved in ROPS 13-14A and ROPS 14-15A lines 220 and 226. When expended the payments will be shown on the Prior Period Adjustment form as coming from Reserves.
394	MBS Block 3E 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. In the ROPS 14-15B period, we expect to start pre-development work, using pledged Mission Bay increment approved in ROPS 13-14A and ROPS 14-15A lines 220 and 226. When expended the payments will be shown on the Prior Period Adjustment form as coming from Reserves.
395	HPS Affordable Housing Block 54, per final and conclusive determination for HPS housing obligation in umbrella line 218. The activity in ROPS 14-15B period is estimated requirement for predevelopment work. The source of the funding is \$1M from HPS Phase 1 Block 49 developer fees, and \$1.5M from 680 Folsom developer fees.