

**CITY AND COUNTY OF SAN FRANCISCO  
Infrastructure Financing District No. 2  
(Port of San Francisco)**

**INFRASTRUCTURE FINANCING PLAN**

**Originally adopted:**

**Date:** \_\_\_\_\_, 20\_\_  
**Ordinance No.:** \_\_\_\_\_

### Schedule of Amendments

Date of Amendment	Ordinance No.	Purpose of Amendment

### LIST OF APPENDICES

Appendix	Related Project Area
A	A (Seawall Lot 330)
B	B (Piers 30-32)
C	C (Pier 28)
D	D (Pier 26)
E	E (Seawall Lot 351)
F	F (Pier 48)
G	G (Pier 70)
G-1	Sub-Project Area G-1 (Pier 70 - Historic Core)
H	H (Rincon Point-South Point Project Area)

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**CITY AND COUNTY OF SAN FRANCISCO**  
**Infrastructure Financing District No. 2**  
**(Port of San Francisco)**

**INTRODUCTION**

**IFD.** On March 27, 2012, the Board of Supervisors (the “**Board of Supervisors**”) of the City and County of San Francisco (the “**City**”), pursuant to the provisions of Government Code Section 53395 et seq. (the “**IFD Law**”), and for the public purposes set forth therein, adopted its Resolution No. 110-12 (the “**Original Resolution of Intention**”), pursuant to which it declared its intention to conduct proceedings to establish the “City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)” (the “**IFD**”), including project areas within the IFD (each, a “**Project Area**”).

Subsequently, (i) on June 12, 2012, the Board of Supervisors adopted its Resolution No. 227-12 (the “**First Amending Resolution**”), pursuant to which it ratified and amended the Original Resolution of Intention and (ii) on November 17, 2015, the Board of Supervisors adopted its Resolution No. 421-15 (the “**Second Amending Resolution**”), pursuant to which it ratified and amended the Original Resolution of Intention as previously amended by the First Amending Resolution. Together, the Original Resolution of Intention, the First Amending Resolution and the Second Amending Resolution are referred to in this Infrastructure Financing Plan as the “**Resolution of Intention**.”

In the Resolution of Intention, the Board of Supervisors declared its intention that the IFD will constitute a waterfront district (as defined in Section 53395.8 of the IFD Law), and that one or more of the Project Areas will constitute Pier 70 districts (as defined in Section 53395.8 of the IFD Law) or special waterfront districts (as defined in Section 53395.81 of the IFD Law).

**Project Areas.** Pursuant to Section 53395.8(g) of the IFD Law, an infrastructure financing district may be divided into project areas, each of which may be subject to distinct time limitations.

In the Resolution of Intention, the Board of Supervisors declared its intention to establish the following initial Project Areas:

- a. Project Area A (Seawall Lot 330). The Board of Supervisors declared its intent to establish Project Area A as a special waterfront district.
- b. Project Area B (Piers 30-32). The Board of Supervisors declared its intent to establish Project Area B as a special waterfront district.
- c. Project Area C (Pier 28). The Board of Supervisors declared its intent to establish Project Area C as a special waterfront district.
- d. Project Area D (Pier 26). The Board of Supervisors declared its intent to establish Project Area D as a special waterfront district .

- e. Project Area E (ASeawall Lot 351). The Board of Supervisors declared its intent to establish Project Area E as a waterfront district.
- f. Project Area F (Pier 48). The Board of Supervisors declared its intent to establish Project Area F as a waterfront district.
- g. Project Area G (Pier 70). The Board of Supervisors declared its intent to establish Project Area G as a Pier 70 district.
- h. Sub-Project Area G-1 (Pier 70 - Historic Core). The Board of Supervisors declared its intent to establish Project Area G as a Pier 70 district.
- i. Project Area H (Rincon Point-South Point Project Area). The Board of Supervisors declared its intent to establish Project Area H as a waterfront district.

In the Resolution of Intention, the Board of Supervisors also declared its intention to establish additional Project Areas within the boundaries of the IFD from time to time in compliance with the IFD Law. The Board of Supervisors will only allocate tax increment to the IFD with respect to territory that is in a Project Area after the Board of Supervisors has approved an appendix to this Infrastructure Financing Plan for the Project Area and with respect to which the Port and the City have entered into a memorandum of understanding relating to the Project Area.

***Infrastructure Financing Plan Requirements.*** Pursuant to the Resolution of Intention, the Board of Supervisors ordered the executive director of the Port of San Francisco to prepare a proposed infrastructure financing plan that is consistent with the General Plan of the City. The Board of Supervisors also directed preparation of a Pier 70 enhanced financing plan (as such term is used in Section 53395.81 of the IFD Law) for Sub-Project Area G-1.

Pursuant to Sections 53395.8 and 53395.81 of the IFD Law, the infrastructure financing plan must include all of the following:

(a) A map and legal description of the proposed IFD, which may include all or a portion of the IFD designated by the Board of Supervisors in the Resolution of Intention.

(b) A description of the public improvements and facilities required to serve the development proposed in the IFD including those to be provided by the private sector, those to be provided by governmental entities without assistance under the IFD Law, those public facilities to be financed with assistance from the proposed IFD (the “**Facilities**”), and those to be provided jointly. The description shall include the proposed location, timing, and projected costs of the public improvements and facilities. The description may consist of a reference to the capital plan for the territory in the IFD that is approved by the Board of Supervisors, as amended from time to time.

(c) A financing section, which must contain all of the following information:

(1) A specification of the maximum portion of the incremental tax revenue of the City and of any affected taxing entity proposed to be committed to the IFD, and an affirmation that the infrastructure financing plan will not allocate any portion of the incremental tax revenue of the local educational agencies to the IFD. In the Resolution of Intention, the Board of Supervisors declared that the IFD will not use incremental

property tax revenue from any affected taxing entities to finance the Facilities, except to the extent permitted by Section 53395.8(h) of the IFD Law.

(2) Limitations on the use of levied taxes allocated to and collected by the IFD that are consistent with the IFD Law.

The IFD Law establishes certain set-aside requirements.

(a) For waterfront districts, Section 53395.8 requires that not less than 20% of the amount allocated to the IFD shall be set aside to be expended solely on shoreline restoration, removal of bay fill, or waterfront public access to or environmental remediation of the City's waterfront.

(b) For special waterfront districts that include one or more of Seawall Lot 330, Pier 19, Pier 23 and Pier 29, Section 53395.81 establishes a different set-aside in lieu of the set-aside requirement described in the previous sentence: it requires 20% in the aggregate of the special waterfront district Education Revenue Augmentation Fund ("ERAF") share allocated to a Port America's Cup district under Section 53395.81 to be set aside to finance costs of planning, design, acquisition and construction of improvements to waterfront lands owned by federal, state or local trustee agencies, such as the National Park Service or the California State Parks. Any improvements listed in the previous sentence do not need to be located in the IFD.

(3) A projection of the amount of incremental tax revenues expected to be received by the IFD, assuming that the IFD receives incremental tax revenues for a period ending no later than 45 years after the City projects that the IFD will have received \$100,000 in incremental tax revenues under the IFD Law.

(4) Projected sources of financing for the Facilities, including debt to be repaid with incremental tax revenues, projected revenues from future leases, sales, or other transfers of any interest in land within the IFD, and any other legally available sources of funds. The projection may refer to the capital plan for the territory in the IFD that is approved by the Board of Supervisors, as amended from time to time.

(5) A limitation on the aggregate number of dollars of levied taxes that may be divided and allocated to the IFD, subject to amendment of the infrastructure financing plan. The Project Areas may share this limit and the limit may be divided among any Project Areas or a separate limit may be established for a Project Area.

(6) The following time limits: (A) a date on which the effectiveness of the infrastructure financing plan and all tax allocations to the IFD will end and (B) a time limit on the IFD's authority to repay indebtedness with incremental tax revenues received under the IFD Law, not to exceed 45 years from the date the IFD actually received \$100,000 in incremental tax revenues under the IFD Law.

(7) An analysis of (A) the costs to the City for providing facilities and services to the IFD while the IFD is being developed and after the IFD is developed and (B) the taxes, fees, charges, and other revenues expected to be received by the City as a result of expected development in the IFD.

(8) An analysis of the projected fiscal impact of the IFD and the associated development upon any affected taxing entity. If no affected taxing entities exist within the IFD because the plan does not provide for collection by the IFD of any portion of property tax revenues allocated to any taxing entity other than the City, the IFD has no obligation to any other taxing entity.

(9) A statement that the IFD will maintain accounting procedures in accordance, and otherwise comply, with Section 6306 of the Public Resources Code for the term of the infrastructure financing plan.

(d) Section 53395.8(g)(3)(D) establishes additional requirements for a “Pier 70 enhanced financing plan.” A Pier 70 enhanced financing plan must contain all of the following:

(1) A time limit on the issuance of new ERAF-secured debt to finance the Pier 70 district, which may not exceed 20 fiscal years from the fiscal year in which any Pier 70 district subject to a Pier 70 enhanced financing plan first issues debt. The ERAF-secured debt may be repaid over the period of time ending on the time limit established under paragraph (6) above. This time limit on the issuance of new ERAF-secured debt will not prevent a Pier 70 district from subsequently refinancing, refunding, or restructuring ERAF-secured debt as described in the IFD Law.

(2) A statement that the Pier 70 district shall be subject to a limitation on the number of dollars of the ERAF share that may be divided and allocated to the Pier 70 district pursuant to the Pier 70 enhanced financing plan, including any amendments to the plan, which shall be established in consultation with the county tax collector. The ERAF share will not be divided and shall not be allocated to the Pier 70 district beyond that limitation.

(e) Section 53395.81 requires the infrastructure financing plan for a special waterfront district to contain a provision substantially similar to a Pier 70 enhanced financing plan under Section 53395.8(g)(3)(D), with only those changes deemed necessary by the Board of Supervisors, as the legislative body of the special waterfront district, to implement the financing of the improvements described in Section 53395.81(c)(1). Accordingly, a special waterfront district enhanced financing plan must contain all of the following:

(1) A time limit on the issuance of new special waterfront district ERAF-secured debt, which may not exceed 20 fiscal years from the fiscal year in which the special waterfront district subject to a special waterfront district enhanced financing plan first issues debt. The special waterfront district ERAF-secured debt may be repaid over the period of time ending on the time limit established under paragraph (6) above. The 20-year time limit does not prevent a special waterfront district from subsequently refinancing, refunding, or restructuring special waterfront district ERAF-secured debt as described in the IFD Law.

(2) A statement that the special waterfront district is subject to a limitation on the number of dollars of the special waterfront ERAF share (as defined in Section 53395.81 of the IFD Law) that may be divided and allocated to the special waterfront district pursuant to the special waterfront district enhanced financing plan, including any amendments to the plan, which must be established in consultation with the county tax collector. Section 53395.81 declares that the maximum amount of the county ERAF portion of incremental tax revenues that may be committed to a special waterfront district



under Section 53395.81 may not exceed \$1,000,000 in any fiscal year, and declares that the special waterfront district ERAF share may not be divided and may not be allocated to the special waterfront district beyond that limitation.

In addition, Section 53395.81 of the IFD Law requires a special waterfront district enhanced financing plan for a Port America's Cup district to provide that the proceeds of special waterfront district ERAF-secured debt (as defined in Section 53395.81 of the IFD Law) are restricted for use to finance directly, reimburse the Port for its costs related to, or refinance other debt incurred in, the construction of the Port's maritime facilities at Pier 27, including public access and public open-space improvements, and for any other purposes for which the ERAF share can be used, subject to the set-aside requirements under the IFD Law (described above).

This Infrastructure Financing Plan for the IFD, including all exhibits and appendices (the "**Infrastructure Financing Plan**"), is intended to comply with the requirements of the IFD Law.

***Infrastructure Financing Plan for Project Areas.*** This Infrastructure Financing Plan will include certain provisions that apply to only one or a limited subset of the Project Areas, some of which may conflict with or be supplemental to the more general provisions of this Infrastructure Financing Plan. Therefore, this Infrastructure Financing Plan shall include Project Area-specific appendices. This approach will allow the City to establish infrastructure financing plans and unique time limits on a Project Area-specific basis. In the event of any inconsistency between the general provisions of this Infrastructure Financing Plan and an appendix, the provisions of the appendix shall govern with respect to the affected Project Area.

The Board of Supervisors may, at various times, amend or supplement this Infrastructure Financing Plan by ordinance to establish new Project Areas, to address the unique details of an existing Project Area and for other purposes permitted by the IFD Law.

## **I. Boundaries of Proposed IFD**

The boundaries of the proposed IFD, including the boundaries of the initial proposed Project Areas, are described in the map attached to this Infrastructure Financing Plan as Exhibit A. The legal description of the proposed IFD is also attached to this Infrastructure Financing Plan as Exhibit A.

Exhibit A also includes a map and a legal description of Sub-Project Area G-1 (Pier 70 - Historic Core). Similar maps and legal descriptions of other Project Areas will be added to Exhibit A at the same time as appendices for those Project Areas are added to this Infrastructure Financing Plan with the approval of the Board of Supervisors.

Exhibit A may be amended from time to time to reflect the establishment of new Project Areas.

## **II. Description of Public Improvements and Facilities**

Exhibit A to the Resolution of Intention lists the type of public facilities proposed to be financed by the IFD. The public improvements and facilities required to serve the development proposed in the area of the IFD are described in Exhibit B, which initially consists of the Port of San Francisco 10-Year Capital Plan (FY 2015-2024). All of the public improvements and

facilities listed in the 10-Year Capital Plan are public capital facilities of communitywide significance and provide significant benefits to an area larger than the area of the IFD.

The improvements and facilities described in the 10-Year Capital Plan (FY 2015-2024) are likely to change as development plans for the area of the IFD change, and, consequently, the Board of Supervisors may amend the Infrastructure Financing Plan to incorporate the changes in the Port's capital planning.

Because the Board of Supervisors will not allocate tax increment to the IFD with respect to any territory that is not in a Project Area, the following information will be included in the appendix for any Project Area but is not included in this Infrastructure Financing Plan for the area of the IFD that is not in a Project Area:

- A. Public improvements and facilities to be provided by the private sector.
- B. Public improvements and facilities to be provided by governmental entities without assistance under the IFD Law.
- C. Facilities to be financed with assistance from the proposed IFD.
- D. Public improvements and facilities to be provided jointly by the private sector and governmental entities.

### III. **Financing Section**

The following is the financing section for the proposed IFD.

A. **Special Fund.** Pursuant to Section 53396 of the IFD Law, the IFD will establish a special fund into which tax increment revenues allocated to the IFD will be deposited. In order to separately account for the tax increment revenues allocated to the IFD from each Project Area, the IFD will establish a sub-account within the special fund for each Project Area and, within each sub-account, an account to hold funds that are required to be set-aside for use for specific purposes, as set forth in Section 53395.8(g)(3)(C)(ii) and Section 53395.81(c)(3).

B. **Base Year; Commencement of Tax Increment Allocation.** The Base Year for each Project Area and the date on which tax increment from the Project Area will begin to be allocated to the IFD will be specified in the appendix for such Project Area. Because the Board of Supervisors will only allocate tax increment revenues to the IFD with respect to territory that is in a Project Area and after the Board of Supervisors has approved an appendix to this Infrastructure Financing Plan for the Project Area, this Infrastructure Financing Plan does not establish a base year for any territory that is not in a Project Area.

C. **Maximum Portion of Incremental Tax Revenue.**

The financing section must specify the maximum portion of the incremental tax revenue of the City and of each affected taxing entity proposed to be committed to the IFD. The maximum portion of incremental tax revenue of the City specified below is the maximum amount that may be allocated to the IFD; the actual amount of incremental tax revenue to be allocated to the IFD with respect to a specific Project Area will be specified in the appendix for the Project Area.

Maximum portion of incremental tax revenue of the City for each year: **100%**

Maximum portion of incremental tax revenue of other taxing entities for each year (not including any ERAF share (as defined in the IFD Law) that is allocated by the IFD Law to a Project Area): **0%**

This Infrastructure Financing Plan does not allocate any portion of the incremental tax revenue of the local educational agencies to the IFD.

Nothing in this Section III.C will prevent the IFD from exercising its rights under Section 53395.8(h) of the IFD Law or with respect to the ERAF share as permitted by the IFD Law.

D. Limitations on the Use of Incremental Tax Revenue.

Incremental tax revenue allocated to the IFD will be used within the IFD for the purposes authorized under the IFD Law and this Infrastructure Financing Plan.

There are two set-aside requirements established by the IFD Law:

(i) Pursuant to Section 53395.8(g)(3)(C)(ii), 20% of the tax increment generated in a Project Area that is a waterfront district that is allocated to the IFD must be set aside to be expended solely on shoreline restoration, removal of bay fill, or waterfront public access to or environmental remediation of the San Francisco waterfront. Except as described in clause (ii) below, this set-aside requirement applies to waterfront districts and Pier 70 districts.

(ii) Pursuant to Section 53395.81(c)(3), 20% in the aggregate of the special waterfront district ERAF share generated in a special waterfront district that includes one or more of Seawall Lot 330, Pier 19, Pier 23 and Pier 29 that is allocated to the IFD must be set aside to finance costs of planning, design, acquisition and construction of improvements to waterfront lands owned by federal, state or local trustee agencies, such as the National Park Service or the California State Parks. Any improvements listed in the previous sentence do not need to be located in the IFD.

To the extent permitted by law, and as set forth in the appendices for the affected Project Areas, the IFD may satisfy the set-aside requirements on a cross-Project Area basis.

E. Projection of Incremental Tax Revenue.

**General.** The financing section must include a projection of the amount of incremental tax revenues expected to be received by the IFD, assuming that the IFD receives incremental tax revenues for a period ending no later than 45 years after the City projects that the IFD will have received \$100,000 in incremental tax revenues under the IFD Law.

**Portion of the IFD that is not initially in a Project Area.** Because the Board of Supervisors will not allocate tax increment to the IFD with respect to any territory that is not in a Project Area, this Infrastructure Financing Plan does not contain a projection for that portion of the IFD that is not in an initial Project Area.

**Project Areas.** For the initial Project Areas and all subsequent Project Areas, the appendix for a Project Area includes the projection for such Project Area.

F. Projected Sources of Financing for the Public Facilities.

The financing section must include the projected sources of financing for the Facilities, including debt to be repaid with incremental tax revenues, projected revenues from future leases, sales, or other transfers of any interest in land within the IFD, and any other legally available sources of funds.

Because of the speculative nature of any future development and sources of financing in that portion of the IFD that is not in a Project Area, this Infrastructure Financing Plan only includes information about the projected sources of financing for the Facilities with respect to the Project Areas in each Project Area's respective appendix.

G. Incremental Property Tax Revenue Limit.

**General.** The financing section must include a limit on the total number of dollars of levied taxes that may be allocated to the IFD pursuant to the Infrastructure Financing Plan, subject to amendment of the Infrastructure Financing Plan.

**Portion of the IFD that is not initially in a Project Area.** Because the Board of Supervisors will not allocate tax increment to the IFD with respect to any territory that is not in a Project Area, the limit for the portion of the IFD that is not initially in a Project Area is initially established at \$0.

**Project Areas.** For the initial Project Areas and all subsequent Project Areas (including territory that initially is in the IFD but is not initially in a Project Area), the appendix for a Project Area includes the limit on the total number of dollars of levied taxes that may be allocated to the IFD with respect to such Project Area.

H. Time Limits.

**General.** The financing section must include the following time limits: (A) a date on which the effectiveness of the infrastructure financing plan and all tax allocations to the IFD will end and (B) a time limit on the IFD's authority to repay indebtedness with incremental tax revenues received under the IFD Law, not to exceed 45 years from the date the IFD actually received \$100,000 in incremental tax revenues under the IFD Law.

**Portion of the IFD that is not initially in a Project Area.** Because the Board of Supervisors will not allocate tax increment to the IFD with respect to any territory that is not initially in a Project Area, this Infrastructure Financing Plan does not establish time limits applicable to such territory.

**Project Areas.** For the initial Project Areas and all subsequent Project Areas (including territory that initially is in the IFD but is not initially in a Project Area), the appendix for a Project Area includes the time limits for such Project Area.

I. Cost and Revenue Analysis.

**General.** The financing section must include an analysis of (A) the costs to the City for providing facilities and services to the IFD while the IFD is being developed and after the IFD is

developed and (B) the taxes, fees, charges, and other revenues expected to be received by the City as a result of expected development in the IFD.

***Portion of the IFD that is not initially in a Project Area.*** Because the Board of Supervisors will not allocate tax increment to the IFD with respect to any territory that is not initially in a Project Area, this Infrastructure Financing Plan does not include a cost and revenue analysis for such territory.

***Project Areas.*** For the initial Project Areas and all subsequent Project Areas (including territory that initially is in the IFD but is not initially in a Project Area), the appendix for a Project Area includes a cost and revenue analysis. Each appendix will analyze the costs to San Francisco's general fund for providing facilities and services to the Project Area while the Project Area is being developed and after the Project Area is developed, and of the taxes, fees, charges and other revenues expected to be received by the City's general fund as a result of the expected development of the Project Area.

J. Fiscal Impact on Affected Taxing Entities.

The financing section must include an analysis of the projected fiscal impact of the IFD and the associated development upon any affected taxing entity, as that term is defined in Section 53395.8 of the IFD Law.

As explained above, the City is the only taxing entity that will allocate tax increment to the IFD, and the City is excluded from the definition of affected taxing entity. Accordingly, there is no affected taxing entity that will be impacted by the IFD.

Nothing in this Section III.J will prevent the IFD from exercising its rights under Section 53395.8(h) of the IFD Law or with respect to the ERAF share as permitted by the IFD Law.

K. Accounting Procedures.

The IFD will maintain accounting procedures in accordance with and otherwise comply with Section 6306 of the Public Resources Code for the duration of this Infrastructure Financing Plan.

L. Enhanced Financing Plans.

The IFD Law establishes additional requirements for a Pier 70 enhanced financing plan and for special waterfront district enhanced financing plans.

The appendix for each Project Area that is subject to an enhanced financing plan will address the additional requirements.

IV. Amendments

The Board of Supervisors reserves the right to amend this Infrastructure Financing Plan to the extent permitted by the IFD Law.

## **CONCLUSION**

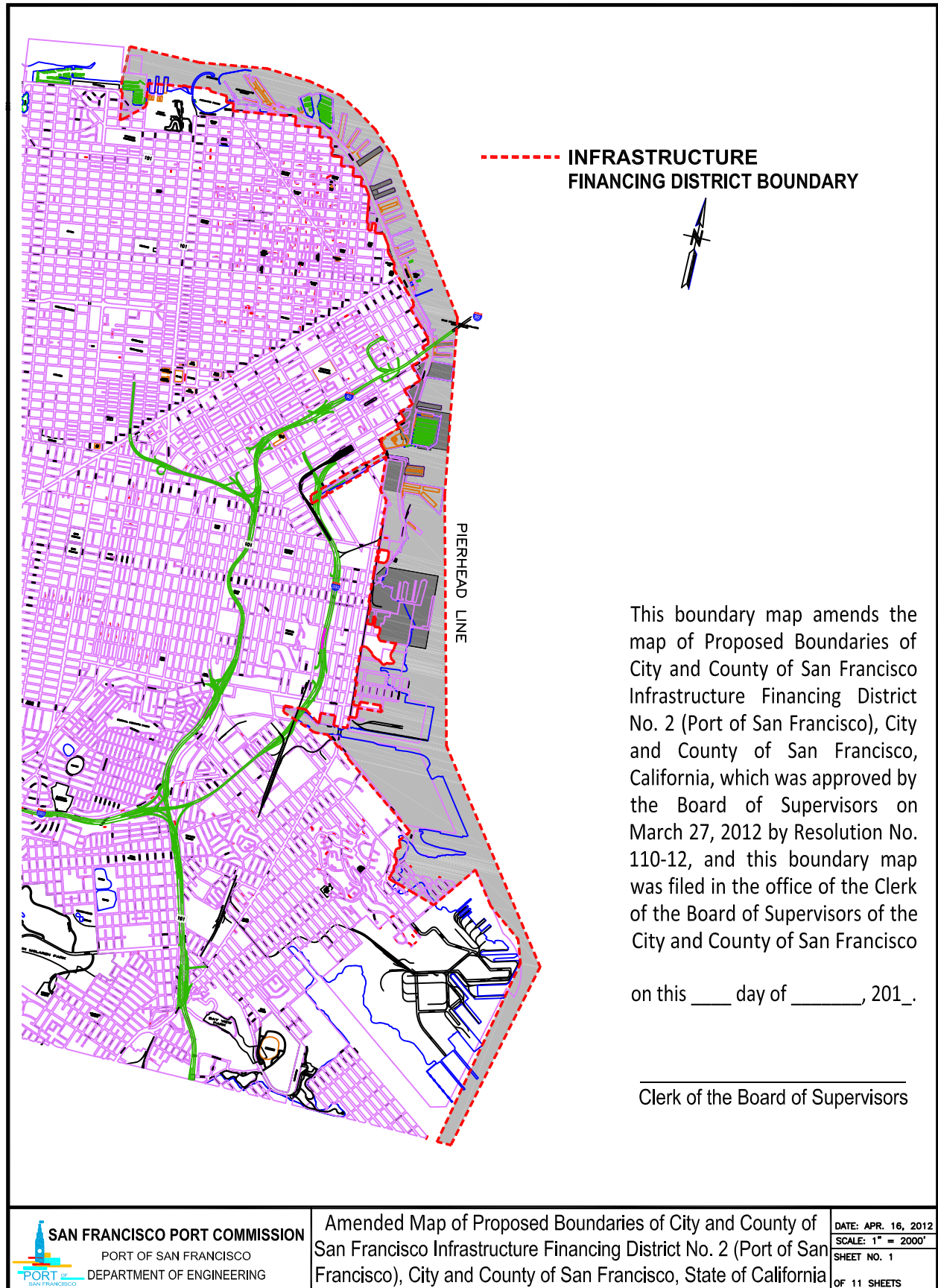
This Infrastructure Financing Plan meets the requirements of the IFD Law and shall be distributed as required by the Resolution of Intention and the IFD Law.

By: \_\_\_\_\_  
Executive Director  
Port of San Francisco

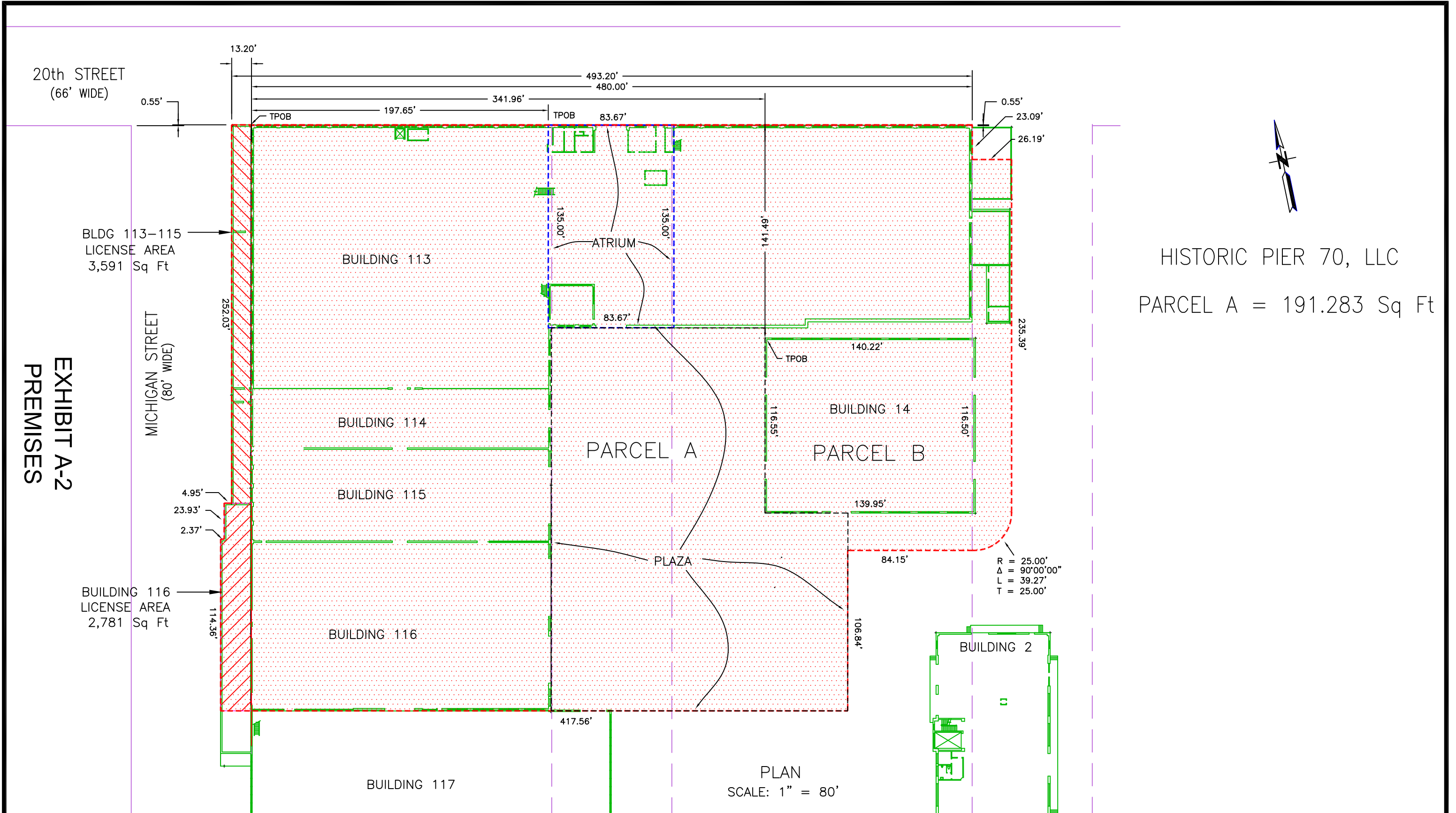
**EXHIBIT A**

**PROPOSED BOUNDARIES OF INFRASTRUCTURE FINANCING DISTRICT**

**(Boundary map and legal descriptions to be attached.)**







APPROVED BY  
SAN FRANCISCO PORT COMMISSION  
DATE \_\_\_\_\_

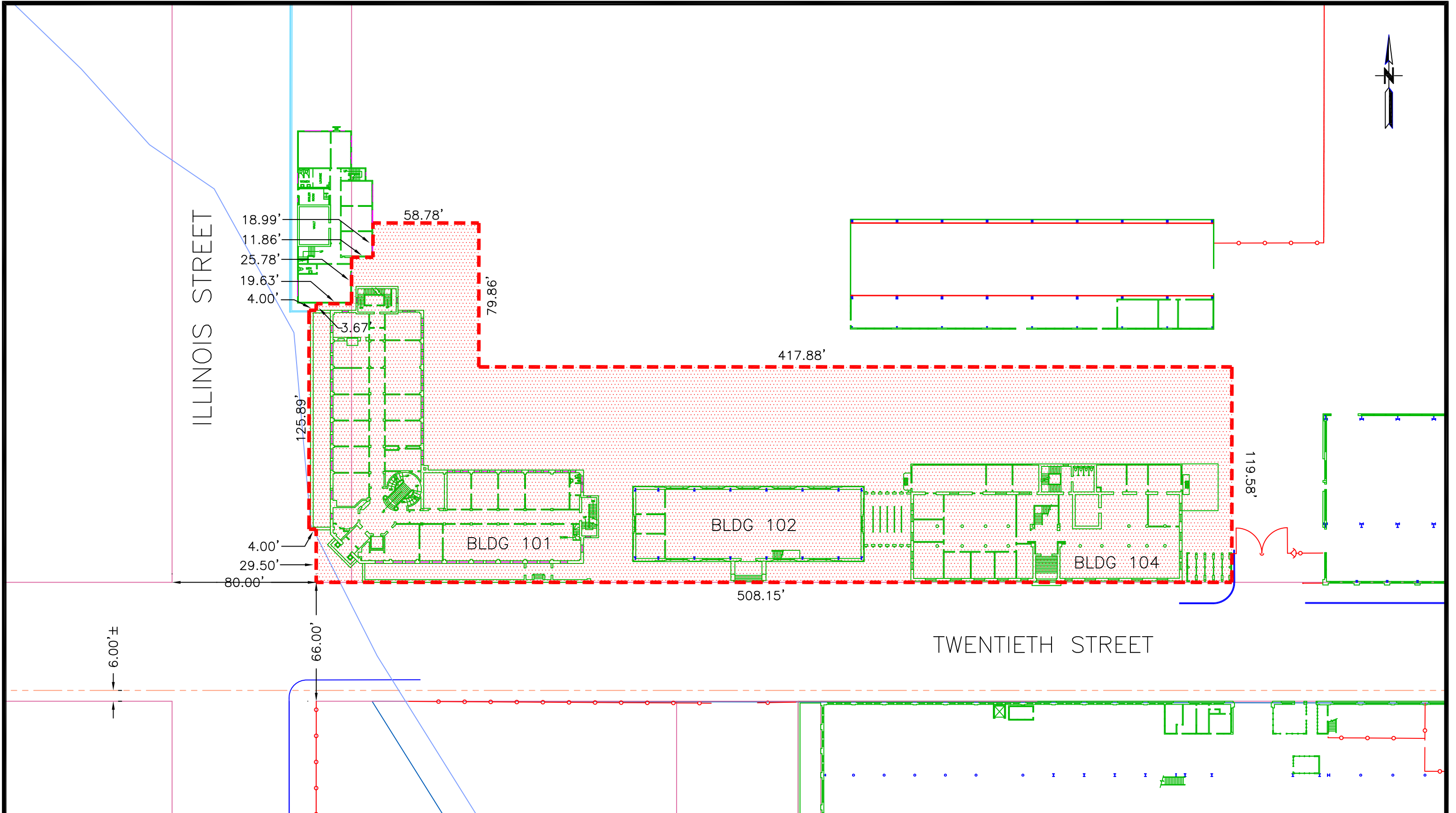
CHIEF HARBOR ENGINEER




SAN FRANCISCO PORT COMMISSION  
PORT OF SAN FRANCISCO  
DEPARTMENT OF ENGINEERING

HISTORIC PIER 70, LLC  
A CALIFORNIA LIMITED LIABILITY COMPANY

PREPARED BY: ECC	CHECKED BY: P. WILLIAMSON
DRAWN BY: ECC	DATE: MAR 23, 2015
CONTRACT NO.	SCALE: 1" = 60'
DRAWING NO.	SHEET NO.
	OF SHEETS



APPROVED BY  
 SAN FRANCISCO PORT COMMISSION  
 DATE \_\_\_\_\_  
 \_\_\_\_\_  
 CHIEF HARBOR ENGINEER

 SAN FRANCISCO PORT COMMISSION  
 PORT OF SAN FRANCISCO  
 DEPARTMENT OF ENGINEERING

HISTORIC PIER 70, LLC  
 A CALIFORNIA LIMITED LIABILITY COMPANY

PREPARED BY:	CHECKED BY:
DRAWN BY: ECC	DATE: OCT 29, 2015
CONTRACT NO.	SCALE: 1" = 50'
DRAWING NO.	SHEET NO.
	OF SHEETS

## PARCEL A :

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, BEING PARCELS A & B AS SHOWN ON THAT MAP TITLED "RECORD OF SURVEY 8565 ORTON LEASE AT PIER 70" RECORDED ON APRIL 30, 2015 ON MAP BOOK FF PAGES 59-61 OF SURVEY MAPS AT THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, DESCRIBED AS FOLLOWS;

BEGINNING AT A POINT ON THE NORTHERLY PROJECTION OF THE EASTERLY LINE OF MICHIGAN STREET (80.00 FEET WIDE) DISTANT 0.55 FOOT NORTHERLY FROM ITS INTERSECTION WITH THE SOUTHERLY LINE OF TWENTIETH STREET (66.00 FEET WIDE), AS SAID STREETS EXIST TODAY; RUNNING THENCE EASTERLY PARALLEL TO THE SOUTHERLY LINE OF TWENTIETH STREET 480.00 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 23.09 FEET; THENCE AT A RIGHT ANGLE EASTERLY 26.19 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 235.39 FEET; THENCE SOUTHWESTERLY ALONG A TANGENT CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 25.00 FEET, A CENTRAL ANGLE OF 90°00'00", AND AN ARC DISTANCE OF 39.27 FEET; CONTINUING THENCE WESTERLY TANGENT TO THE PRECEDING CURVE 84.15 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 106.84 FEET; THENCE AT A RIGHT ANGLE WESTERLY 417.56 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 114.36 FEET; THENCE AT A RIGHT ANGLE EASTERLY 2.37 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 23.93 FEET; THENCE AT A RIGHT ANGLE EASTERLY 4.95 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 252.03 FEET; THENCE AT A RIGHT ANGLE EASTERLY 13.20 FEET TO THE TRUE POINT OF BEGINNING, CONTAINING 191,283 SQUARE FEET OF LAND, MORE OR LESS.

EXCEPTING THEREFROM ALL SUBSURFACE MINERAL DEPOSITS, INCLUDING OIL AND GAS DEPOSITS, TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS ON SAID LAND FOR EXPLORATION, DRILLING AND EXTRACTION OF SUCH MINERAL, OIL AND GAS DEPOSITS, AS EXCEPTED AND RESERVED BY THE STATE OF CALIFORNIA IN THAT CERTAIN ACT OF LEGISLATURE (THE "BURTON ACT") SET FORTH IN CHAPTER 1333 OF THE STATUTES OF 1968 AND AMENDMENTS THERETO, AND UPON TERMS AND PROVISIONS SET FORTH THEREIN.

 <b>SAN FRANCISCO PORT COMMISSION</b> PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING		<b>HISTORIC PIER 70, LLC</b> A CALIFORNIA LIMITED LIABILITY COMPANY		APPROVED _____ DATE _____	
IN CHARGE OF	MADE BY: ECC	TRACED BY	CHKD. BY	DATE	SCALE
					DRAWING NO. _____ SHEET NO. _____ OF _____

## PARCEL C:

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, BEING PARCELS C, D & E AS SHOWN ON THAT MAP TITLED "RECORD OF SURVEY 8565 ORTON LEASE AT PIER 70" RECORDED ON APRIL 30, 2015 ON MAP BOOK FF PAGES 59-61 OF SURVEY MAPS AT THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, DESCRIBED AS FOLLOWS;

COMMENCING AT THE POINT OF INTERSECTION OF THE NORTHERLY LINE OF TWENTIETH STREET (66.00 FEET WIDE) AND THE EASTERLY LINE OF ILLINOIS STREET (80.00 FEET WIDE), AS SAID STREETS EXIST TODAY, SAID POINT BEING THE TRUE POINT OF BEGINNING; RUNNING THENCE NORTHERLY ALONG THE EASTERLY LINE OF ILLINOIS STREET 29.50 FEET; THENCE AT A RIGHT ANGLE WESTERLY 4.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 121.50 FEET; THENCE AT A RIGHT ANGLE EASTERLY 4.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 3.67 FEET TO A POINT ON THE SOUTHERLY WALL OF BUILDING No. 40; THENCE AT A RIGHT ANGLE EASTERLY 19.63 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 25.78 FEET; THENCE AT A RIGHT ANGLE EASTERLY 11.86 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 18.99 FEET; THENCE AT A RIGHT ANGLE EASTERLY 58.78 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 79.86 FEET; THENCE AT A RIGHT ANGLE EASTERLY 417.88 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 119.58 FEET TO A POINT ON THE NORTHERLY LINE OF TWENTIETH STREET; THENCE AT A RIGHT ANGLE WESTERLY ALONG SAID NORTHERLY LINE OF TWENTIETH STREET 508.15 FEET TO THE TRUE POINT OF BEGINNING, CONTAINING 67,354± SQUARE FEET (1.546) Ac) OF LAND, MORE OR LESS.

EXCEPTING THEREFROM ALL SUBSURFACE MINERAL DEPOSITS, INCLUDING OIL AND GAS DEPOSITS, TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS ON SAID LAND FOR EXPLORATION, DRILLING AND EXTRACTION OF SUCH MINERAL, OIL AND GAS DEPOSITS, AS EXCEPTED AND RESERVED BY THE STATE OF CALIFORNIA IN THAT CERTAIN ACT OF LEGISLATURE (THE "BURTON ACT") SET FORTH IN CHAPTER 1333 OF THE STATUTES OF 1968 AND AMENDMENTS THERETO, AND UPON TERMS AND PROVISIONS SET FORTH THEREIN.

 <b>SAN FRANCISCO PORT COMMISSION</b> PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING		<b>HISTORIC PIER 70, LLC</b> A CALIFORNIA LIMITED LIABILITY COMPANY		APPROVED _____ DATE _____	
IN CHARGE OF	MADE BY: EDC	TRACED BY	CHECKED BY	DATE	SCALE
				DRAWING NO. _____ SHEET NO. _____ OF _____	

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## **EXHIBIT B**

### **DESCRIPTION OF PUBLIC IMPROVEMENTS AND FACILITIES REQUIRED TO SERVE THE DEVELOPMENT PROPOSED IN THE IFD**

[See attached Ten-Year Capital Plan FY 2015-2024 Update]



**APPENDIX A FOR PROJECT AREA A**

**(To be Attached.)**



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**APPENDIX B FOR PROJECT AREA B**

**(To be Attached.)**

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**APPENDIX C FOR PROJECT AREA C**

**(To be Attached.)**

**APPENDIX D FOR PROJECT AREA D**

**(To be Attached.)**

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**APPENDIX E FOR PROJECT AREA E**

**(To be Attached.)**

**APPENDIX F FOR PROJECT AREA F**

**(To be Attached.)**



**APPENDIX G FOR PROJECT AREA G**

**(To be Attached.)**

**Appendix G-1**  
**Sub-Project Area G-1**  
**(Pier 70 - Historic Core)**

*This Appendix supplements and amends the main body of the Infrastructure Financing Plan (the “IFP”) as it relates to Sub-Project Area G-1. In the event of any inconsistency between the main body of this Infrastructure Financing Plan and this Appendix, the provisions of this Appendix shall govern with respect to Sub-Project Area G-1.*

*The boundaries of the proposed IFD, including the boundaries of Sub-Project Area G-1, are described in the map attached to the main body of the Infrastructure Financing Plan as Exhibit A. The legal description of Sub-Project Area G-1 is also attached to the main body of the Infrastructure Financing Plan as Exhibit A.*

*Sub-Project Area G-1 is a “Pier 70 district,” as defined in Section 53395.8(c)(11) of the IFD Law, and this Appendix constitutes a “Pier 70 enhanced financing plan” as defined in Section 53395.8(c)(12) of the IFD Law. Other initially-capitalized terms used but not defined in this Appendix have the meanings ascribed to them in the IFD Law or the IFP.*

**A. Base Year; Commencement of Tax Increment Allocation**

The “**Base Year**” for Sub-Project Area G-1 is the fiscal year in which the assessed value of taxable property in Sub-Project Area G-1 was last equalized prior to the effective date of the ordinance adopted to create Sub-Project Area G-1 or a subsequent fiscal year. The Base Year for Sub-Project Area G-1 is FY 2015-2016.

Tax increment may begin to be allocated to the IFD from Sub-Project Area G-1 beginning in the fiscal year following the Base Year: FY 2016-2017.

**B. Allocation of Tax Increment**

- (1) The annual allocation of tax increment generated in Sub-Project Area G-1 to the IFD for purposes of Section 53396(b) of the IFD Law will be the amount appropriated in each fiscal year by the Board of Supervisors for deposit in the special fund established for Sub-Project Area G-1.
- (2) The Board of Supervisors will appropriate 100 percent of the “Allocated Tax Increment” (as defined below) for allocation to the IFD until the City and County of San Francisco (the “**City**”) acting by and through the San Francisco Port Commission (the “**Port**”) repays all debt (as defined in the IFD Law) payable from Allocated Tax Increment to fund the capital facilities (the “**Facilities**”) authorized by Section 53395.8(d) and listed in Table 1 of this Appendix G-1, including payment on a pay-go of all Facilities costs.

(3) In order for the Facilities to be developed concurrently with the Historic Core buildings, and because there will be some lag time between the construction of the Facilities and availability of Allocated Tax Increment, multiple sources of debt financing will be needed, and some of them will be repaid or payable from Allocated Tax Increment. The Port intends to finance the Facilities through a combination of:

- funds to be advanced by Historic Pier 70, LLC (the “Developer”), the master tenant of certain property in Sub-Project Area G-1, and repaid from Allocated Tax Increment;
- funds to be advanced by the Port to the IFD and repaid from Allocated Tax Increment;
- proceeds from bonds that would be issued by the IFD and/or a community facilities district that would be established by the City to include the property in Sub-Project Area G-1. Repayment of the bonds would be, in any case, secured by and payable Allocated Tax Increment; and
- directly from annual deposits of Allocated Tax Increment.

(4) For purposes of this Appendix G-1, Capitalized Terms are defined as follows:

“Gross Tax Increment” is 100% of the revenue produced by the application of the 1% ad valorem tax rate to the Incremental Assessed Property Value of property within Sub-Project Area G-1;

“Incremental Assessed Property Value” is, in any year, the difference between the assessed value of the property within Sub-Project Area G-1 for that fiscal year and the assessed value of the property within the Sub-Project Area G-1 in the Base Year, to the extent that the difference is a positive number;

“ERAF Tax Increment” is 25.33% of Gross Tax Increment. This “ERAF share” (as defined in Section 53395.8(c)(8) of the IFD Law) is available to be allocated to the IFD because Sub-Project Area G-1 is a Pier 70 district.

“City Share of Tax Increment” is 64.59% of Gross Tax Increment;

“Allocated Tax increment” is the sum of ERAF Tax Increment and City Share of Tax Increment.

**C. Maximum Portion of Tax Increment Revenue of San Francisco and Affected Taxing Agencies to be Committed to Sub-Project Area G-1**

100% of the City Share of Tax Increment and ERAF Tax Increment shall be allocated to Sub-Project Area G-1:

- City Share: 64.59% of every dollar of Gross Tax Increment;
- ERAF Tax Increment: 25.33% of every dollar of Gross Tax Increment. Section 53395.8(g)(3)(D) of the IFD Law provides that the portion of incremental property tax revenue of the City to be allocated to the IFD from Sub-Project Area G-1 must be equal to the portion of the incremental tax revenue of the ERAF share proposed to be committed to Sub-Project Area G-1.

The plan will not allocate any portion of tax increment of the local educational agencies to Sub-Project Area G-1.

#### **D. Projection of Tax Increment Revenue to Sub-Project Area G-1**

The financing section must include a projection of the amount of tax increment expected to be allocated to the IFD from Sub-Project Area G-1, assuming an allocation period of 45 years beginning on the date on which the City projects that the IFD will have received \$100,000 of tax increment from Sub-Project Area G-1 under the IFD Law.

The projection of Allocated Tax Increment from Sub-Project Area G-1 to be allocated to Sub-Project Area G-1 is attached as Rider #1 to this Appendix.

#### **E. Tax Increment Limit**

The financing section must include a limit on the total number of dollars of tax increment that may be allocated to the IFD pursuant to the Infrastructure Financing Plan, subject to amendment of the Infrastructure Financing Plan.

The tax increment limit for Sub-Project Area G-1 is initially established at \$64,000,000. This limit reflects the projected total Allocated Tax Increment of \$49,220,000 plus a contingency factor of 30%.

#### **F. Pier 70 ERAF Allocation Limit**

In accordance with Section 53395.8(g)(3)(D)(ii)(II) of the IFD Law, Sub-Project Area G-1 is subject to a limitation on the number of dollars of the ERAF share to be divided and allocated to the IFD from Sub-Project Area G-1 pursuant to this financing plan, which shall be established in consultation with the county tax collector.

The limit on the ERAF Tax Increment to be divided and allocated to the IFD from Sub-Project Area G-1 is initially established at \$18,000,000, which reflects the projected ERAF Tax Increment allocation to Sub-Project Area G-1 plus a contingency factor of 30%.

## **G. 20% Waterfront Set-Aside Requirement for Waterfront Districts**

Pursuant to Section 53395.8(g)(3)(C)(ii) of the IFD Law, 20% of the Allocated Tax (“**Set-Aside**”) must be set aside to be expended solely on shoreline restoration, removal of bay fill, or waterfront public access to or environmental remediation of the San Francisco waterfront (“**Authorized Set-Aside Uses**”). The development of Phase 2 of Crane Cove Park involves shoreline restoration and will provide public access to the waterfront; consequently, the costs associated with Phase 2 of Crane Cove Park are an Authorized Set-Aside Use. On a cumulative basis, it is estimated that approximately 64% of the Allocated Tax Increment to the IFD from Sub-Project Area G-1 will be used for Authorized Set-Aside Uses. The IFD Law allows the Set-Aside Requirement applicable to Project Area G (Pier 70) to be met on an Project Area G (Pier 70)-wide basis rather than on a Sub-Project Area basis. As such, the fact that the Port is spending more than 20% of the Allocated Tax Increment from Sub-Project Area G-1 on Authorized Set-Aside Uses would allow the Port, at its discretion, to spend less than 20% of Allocated Tax Increment from other Sub-Project Areas in Project Area G on Authorized Set-Aside Uses.

## **H. Time Limits**

The financing section must include the following time limits:

(A) a date on which the effectiveness of the infrastructure financing plan and all tax increment allocations to Sub-Project Area G-1 will end not to exceed 45 years from the date the IFD actually received \$100,000 in incremental tax revenues from Sub-Project Area G-1 under the IFD Law;

(B) a time limit on the IFD’s authority to repay indebtedness with incremental tax revenues received in Sub-Project Area G-1 under the IFD Law, not to exceed 45 years from the date the IFD actually received \$100,000 in incremental tax revenues from Sub-Project Area G-1 under the IFD Law; and

(C) A time limit on the issuance of new ERAF-secured debt (as defined in Section 53395.8(c)(7) of the IFD law) to finance the Facilities, which (with certain exceptions described in the IFD Law) may not exceed 20 fiscal years from the fiscal year in which any Pier 70 district subject to a Pier 70 enhanced financing plan first issues debt.

For Sub-Project Area G-1, the following are the applicable time limits:

Date on which the effectiveness of the infrastructure financing plan with respect to Sub-Project Area G-1 and all tax increment allocations to Sub-Project Area G-1 will end: ***45 years from the date the IFD actually receives \$100,000 of Allocated Tax Increment from Sub-Project Area G-1 under the IFD Law.***

Date after which the IFD may no longer repay indebtedness with incremental tax revenues received under the IFD Law from Sub-Project Area G-1: ***45 years from the date the IFD actually receives \$100,000 of Allocated Tax Increment from Sub-Project Area G-1 under the IFD Law.***

Date after which the IFD may not issue new ERAF-secured debt with respect to Sub-Project Area G-1: ***June 30, 2037.*** The IFD law allows the IFD to issue ERAF-secured debt after this date in certain circumstances, and this Appendix incorporates those provisions by this reference as if they were fully incorporated herein.

## **I. Description of Public Improvements and Facilities**

The IFD Law requires an infrastructure financing plan to contain the following information with respect to Sub-Project Area G-1.

### **(1) Public improvements and facilities to be provided by the private sector.**

Under the terms of the Lease Disposition and Development Agreement (LDDA) between the Port and the Developer, the Developer is responsible for developing an outdoor plaza/venue and an indoor lobby/atrium in Building 113, both of which will be made accessible to the public. The plaza will be a multi-use space available for public plaza uses, special events, loading, and tenant yard uses.

These costs will not be repaid to the Developer from Allocated Tax Increment generated in Sub-Project Area G-1.

### **(2) Public improvements and facilities to be provided by governmental entities without assistance under the IFD Law.**

The Port is currently in the process of designing Crane Cove Park and intends to construct the park in two phases. Phase I, with a budget of \$31.48 million, will consist of: the creation of a beach shoreline to the north, two new pier overlooks, a sediment cap to contain contamination, a new multi-purpose lawn area, children's play area, a sun deck, adaptive reuse of Building 49 for a human powered aquatic center, a dog play area, landscape beds, pathways, site interpretation including artifacts, site furnishings, and ship building slipway 4 and its components including two new cranes. The Port has secured funds for Phase 1 and does not anticipate seeking funding from the IFD for Phase 1.

### **(3) Facilities to be financed with assistance from Sub-Project Area G-1.**

The Facilities that will be funded with Sub-Project Area G-1's Allocated Tax Increment are listed in Table 1. The Facilities are Infrastructure, Public Facilities and Shoreline Protection Facilities as defined in Lease No. L-15814 between the Developer and the Port. These improvements can be grouped into three general categories:

- a) Improvements to adjacent streets and sidewalks that will serve Pier 70. The street and sidewalk improvements need to be completed in the near term to serve the new Pier 70 tenants.
- b) The relocation of electrical systems now in Building 102 that serve the BAE shipyard (located in Project Area G, north of Sub-Project Area G-1) that the Port is responsible to undertake pursuant to the terms of the LDDA.
- c) Phase 2 improvements to Crane Cove Park. Phase 2 will include the adaptive reuse of historic Building 109, shoreline clean-up on the eastern shoreline and a sediment cap, a new pier overlook, new native shoreline landscape areas, pathways, site interpretation and artifacts, and furnishings. These improvements will comply with the Port's Remedial Action Plan for Pier 70, which the Regional Water Quality Control Board approved in 2012. The schedule for Phase 2 will be driven by the availability of funding. It is anticipated that the IFD will provide approximately \$13.9 million of the \$30 million budgeted for the Phase 2 improvements. Given that it is anticipated that the IFD will not generate sufficient funding for all of the Phase 2 improvements, the Port will need to secure other funding to complete Phase 2.

**Exhibit G-1a**

<b>Facilities to be funded by IFD</b>	<b>Estimated Cost, 2015 Dollars</b>	<b>Target Completion Schedule</b>
Street, sidewalk, traffic signal improvements	\$1,271,000	FY 2016/2017 – FY 2017/2018
Bldg. 102 Electrical Relocation/Improvements	\$3,090,000	FY 2016/2017
Phase 2 of Crane Cove Park	\$13,899,000 <sup>1</sup>	No set date – driven by availability of funding
<b>Total</b>	<b>\$18,260,000</b>	

(4) Public improvements and facilities to be provided jointly by the private sector and governmental entities

There are no improvements or facilities that will be jointly provided by the private and governmental entities.

**J. Projected Sources of Financing for the Public Facilities**

The financing section must include the projected sources of financing for the Facilities, including debt to be repaid with Allocated Tax Increment, projected revenues from future

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<sup>1</sup> This reflects the amount of funding anticipated to be available from Sub-Project Area G-1 for Crane Cove Park. Phase 2 costs are anticipated to total \$30 million, which exceeds the amount of available funding from Sub-Project Area G-1.

leases, sales, or other transfers of any interest in land within Sub-Project Area G-1, and any other legally available sources of funds.

The financing plan is presented in Table 2. As summarized in Exhibit G-1b, it is anticipated that the Facilities will be financed with a combination of bridge financing to be advanced by the Developer (to be repaid by the IFD with Allocated Tax Increment from Sub-Project G-1), bridge financing to be advanced by the Port (to be repaid by the IFD with Allocated Tax Increment from Sub-Project G-1), Allocated Tax Increment from Sub-Project Area G-1 and used on a pay-go basis, and bond proceeds. At this time, it is contemplated that either IFD bonds or CFD bonds will be issued; in both cases, Allocated Tax Increment will be used to pay debt service. The type of bond to be issued will be determined based on market conditions approaching the time of issuance.

#### Exhibit G-1b

<b>Anticipated Sources and Uses of Funds</b>		
	<b>2015/16 Dollars</b>	<b>Nominal Dollars</b>
<b>Anticipated Sources of Funds</b>		
Developer Loan for Street Improvements	\$746,000	\$783,000
Port Loan for Bldg.102 and 20 <sup>th</sup> Street Sidewalk improvements	\$3,110,000	\$3,203,000
IFD or CFD Bond Proceeds	\$6,559,000	\$7,832,000
Port Loan for Street Improvements funded by Required Developer Reimbursements	\$504,000	\$526,000
Allocated Tax Increment	\$23,412,000	\$49,220,000
<b>Total Sources</b>	<b>\$34,331,000</b>	<b>\$61,564,000</b>
<b>Uses of Funds (Facilities)</b>		
Phase 2 Crane Cove Park	\$13,899,000	\$31,490,000
Streetscape Improvements	\$1,271,000	\$1,329,000
Bldg. 102 Electrical Improvements	\$3,090,000	\$3,183,000
Repay Developer Loan	\$806,000	\$887,000
Repay Port Loans	\$3,999,000	\$4,684,000
Bond Debt Service	\$11,267,000	\$19,991,000
<b>Total Uses</b>	<b>\$34,331,000</b>	<b>\$61,564,000</b>

Under the terms of the LDDA, the Port may ask the Developer to advance funds to pay for certain public improvements (aka “Other Tasks” or “Potential Port Benefit Tasks”). Approximately \$746,000 of the streetscape improvements to be funded by the IFD are eligible “Other Tasks” and the Port will request the Developer to advance funds for those improvements<sup>2</sup>. The Developer will be repaid with interest from Allocated Tax Increment. This advance is referenced in this IFP Appendix as the “Developer Loan.” The Developer Loan will accrue interest at the rate equal to the rate set forth in the most senior construction loan for the improvements to be undertaken by the Developer. The Developer's most recent

<sup>2</sup> Table 8.



project pro forma estimates this rate at 4.5% per annum. It is anticipated that the Developer Loan will be fully repaid from Allocated Tax Increment by FY 2019-2020.

The Port will be advancing \$3.1 million to fund the Building 102 electrical improvements and construction of a sidewalk on the north side of 20<sup>th</sup> Street. This advance is referenced in this IFP Appendix as a component of the “Port Loan”. The Port Loan will be due and payable in 15 years and will accrue interest at the rate of 4.4%. The Port Loan will be repaid from a combination of annual Allocated Tax Increment and bond proceeds. It is anticipated that the Port Loan will be fully repaid after bond proceeds are available in FY 2021-2022.

Under the terms of the LDDA, the Developer is also obligated to advance funds for all Required ODI Tasks (aka “Required Port Benefit Tasks”). Although the Port is obligated under the LDDA to reimburse the Developer for the advance, any such reimbursement will be reduced by 100% of the outstanding Deferred Port Transaction Costs. It is estimated that approximately \$504,000 of the streetscape improvements to be funded by the IFD are Required Port Benefit Tasks. Given that accrued Deferred Port Transaction Costs currently total approximately \$800,000, the funding of the streetscape improvements will be credited against the owed balance of \$800,000 and the Developer will not be reimbursed for the advance. The dedication of the \$504,000 of funds (which are owed to the Port for transaction costs) is effectively an advance from the Port and is a component of the “Port Loan.”

As shown in Table 2, in order to serve the Historic Core Pier 70 development, approximately \$3.8 million of Facilities will need to be constructed in FY 2016-2017 and \$708,000 in FY 2017-2018. While Allocated Tax Increment is anticipated to be allocated to the IFD from Sub-Project Area G-1 starting in FY 2016-2017 as a result of supplemental assessments, deposits through FY 2018-2019 will not be sufficient to pay the scheduled public facility costs in a timely manner. The Developer Loan and the Port Loan will be repaid from Allocated Tax Increment and a portion of the net proceeds of the IFD or CFD bonds. It is anticipated that the bonds will be issued at the beginning of FY 2021-2022, after the assessed value of the taxable property in Sub-Project Area G-1 has reached stabilization. It is estimated that the bonds will yield approximately \$7.8 million of net proceeds, which will be sufficient to retire the outstanding balance on the Port Loan and contribute \$4.7 million towards the development of Phase 2 of Crane Cove Park. 100% of the debt service on the bonds will be paid with Allocated Tax Increment from Sub-Project Area G-1.

The obligation of the IFD to use the Allocated Tax Increment as described in this Appendix constitutes “debt” as defined in the IFD Law. The IFD will include the total amount of such debt in each applicable Statement of Indebtedness for the IFD. The Port will act as the agency of the IFD to implement this Appendix.

## **K. Accounting Procedures**

The Sub-Project Area G-1 will maintain accounting procedures in accordance, and otherwise comply, with Section 6306 of the Public Resources Code for the term of this Appendix.

## **L. Cost and Revenue Analysis**

The financing section must include an analysis of: (A) the costs to the City's General Fund for providing facilities and services to Sub-Project Area G-1 while Sub-Project Area G-1 is being developed and after it is developed and (B) the taxes, fees, charges, and other revenues expected to be received by the City's General Fund as a result of expected development in Sub-Project Area G-1.

### **(1) Costs to the City's General Fund for providing facilities and services to Sub-Project Area G-1 while it is being developed and after Sub-Project Area G-1 is developed.**

Estimates of costs to the City's General Fund for providing facilities and services to Sub-Project Area G-1 while it is being developed and after it is developed are detailed in Attachment 1: "Fiscal and Economic Impact Analysis – Historic Core Pier 70" and summarized in the following Exhibit G-1c. As shown, the annual cost to the City's General Fund to provide services to the project will approximate \$91,000 upon anticipated build-out in FY 2018-2019. Service costs during the entire construction period are estimated at \$76,000. General Fund costs are comprised of costs to provide police, fire, and emergency medical services to the project. The cost of maintaining and operating Crane Cove Park and other spaces/facilities will not be funded by the General Fund. 100% of these costs will be funded by the combination of a CFD maintenance tax and the Developer.

### **(2) Taxes, fees, charges and other revenues expected to be received by the City's General Fund as a result of expected development in Sub-Project Area G-1.**

Taxes, fees, charges and other revenues expected to be received by the City's General Fund as a result of expected development in Sub-Project Area G-1 are detailed in Attachment 1: "Fiscal and Economic Impact Analysis – Historic Core Pier 70" and summarized in the following Exhibit G-1c. As shown, upon stabilization in FY 2018-2019, the Project is anticipated to annually generate from \$264,000 to \$425,000 of revenue to the City's General Fund. The range of revenues reflects differing assumptions about the average level of gross receipts of the businesses to locate within the Project, which impacts the calculation of gross receipts taxes.

As shown in Exhibit G-1c, it is estimated that the Historic Core Pier 70 development will annually generate a net fiscal surplus to the City's General Fund ranging from \$174,000 to \$334,000 per year, expressed in nominal dollars. After discounting the projection for

inflation and the value of time, the present value of the annual General Fund surplus approximates \$142,000 to \$273,000.

**Exhibit G-1c**

Estimated General Fund Revenue / Expenditure	Lower Revenue Scenario - Gross Receipts Tax Does Not Apply			Higher Revenue Scenario - Gross Receipts Tax Applies to All		
	During Construction FY 15 - FY 17	Post Construction FY 2018/19	Total IFD Term	During Construction FY 15 - FY 17	Post Construction FY 2018/19	Total IFD Term
<b>Revenues</b>						
Possessory Interest Tax						
Not Deposited in IFD	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	0	0	0	\$119,400	\$193,400	\$17,343,100
Sales Tax	\$78,300	\$68,300	\$6,156,700	\$78,300	\$68,300	\$6,156,700
Utility Users Tax	\$42,700	\$51,300	\$4,607,600	\$42,700	\$51,300	\$4,607,600
Prop. Tax In-Lieu of VLF	\$46,900	\$63,900	\$5,835,500	\$46,900	\$63,900	\$5,835,500
Business Registration Fee	\$48,900	\$58,100	\$5,225,400	\$21,000	\$24,900	\$2,239,500
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0
Other Taxes and Fees	\$114,500	\$22,800	\$2,144,200	\$114,500	\$22,800	\$2,144,200
<b>Total Revenues</b>	<b>\$331,300</b>	<b>\$264,400</b>	<b>\$23,969,400</b>	<b>\$422,800</b>	<b>\$424,600</b>	<b>\$38,326,600</b>
<b>Expenditures</b>						
Police	\$17,500	\$20,900	\$1,881,300	\$17,500	\$20,900	\$1,881,300
Fire and EMS	\$58,100	\$69,800	\$6,271,400	\$58,100	\$69,800	\$6,271,400
<b>Total Expenditures</b>	<b>\$75,600</b>	<b>\$90,700</b>	<b>\$8,152,700</b>	<b>\$75,600</b>	<b>\$90,700</b>	<b>\$8,152,700</b>
<b>Net General Fund Impact</b>						
<i>Nominal Dollars</i>	<b>\$256,000</b>	<b>\$174,000</b>	<b>\$15,817,000</b>	<b>\$347,000</b>	<b>\$334,000</b>	<b>\$30,174,000</b>
<b>\$2015 (3% discount)</b>	<b>\$234,000</b>	<b>\$159,000</b>	<b>\$7,392,000</b>	<b>\$318,000</b>	<b>\$306,000</b>	<b>\$13,929,000</b>
<b>NPV (7% discount)</b>	<b>\$209,000</b>	<b>\$142,000</b>	<b>\$5,117,000</b>	<b>\$283,000</b>	<b>\$273,000</b>	<b>\$8,041,000</b>

- (1) The Assessor is currently determining the magnitude of transfer tax due as a result of the lease. Given that the amount has not yet been established, this analysis does not include any transfer tax revenue.

## Appendix G-1

### Rider No 1

#### PROJECTION OF ALLOCATED TAX INCREMENT, PROJECT AREA G-1 (PIER 70 – HISTORIC CORE)

FY 2015/16	Base Year - \$0
FY 2016/17	\$36,000
FY 2017/18	\$359,000
FY 2018/19	\$539,000
FY 2019/20	\$719,000
FY 2020/21	\$733,000
FY 2021/22	\$749,000
FY 2022/23	\$762,000
FY 2023/24	\$779,000
FY 2024/25	\$794,000
FY 2025/26	\$811,000
FY 2026/27	\$827,000
FY 2027/28	\$841,000
FY 2028/29	\$876,000
FY 2029/30	\$895,000
FY 2030/31	\$911,000
FY 2031/32	\$930,000
FY 2032/33	\$948,000
FY 2033/34	\$968,000
FY 2034/35	\$986,000
FY 2035/36	\$1,008,000
FY 2036/37	\$1,027,000
FY 2037/38	\$1,047,000
FY 2038/39	\$1,069,000
FY 2039/40	\$1,089,000
FY 2040/41	\$1,112,000
FY 2041/42	\$1,123,000

**Appendix G-1**  
**Rider No 1 Continued**

FY 2042/43	\$1,135,000
FY 2043/44	\$1,157,000
FY 2044/45	\$1,179,000
FY 2045/46	\$1,202,000
FY 2046/47	\$1,227,000
FY 2047/48	\$1,253,000
FY 2048/49	\$1,277,000
FY 2049/50	\$1,302,000
FY 2050/51	\$1,328,000
FY 2051/52	\$1,356,000
FY 2052/53	\$1,381,000
FY 2053/54	\$1,409,000
FY 2054/55	\$1,438,000
FY 2055/56	\$1,467,000
FY 2056/57	\$1,496,000
FY 2057/58	\$1,525,000
FY 2058/59	\$1,556,000
FY 2059/60	\$1,587,000
FY 2060/61	\$1,619,000
FY 2061/62	\$1,651,000
Cumulative Total, Rounded	\$49,220,000

**Table 1**  
**Appendix G-1**  
**Improvements to be Funded by IFD**  
**IFD Public Facility Improvement Schedule**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**

<u>Location of Improvements</u>	<u>Description of Improvements</u>	<u>2015/16 Cost Est.</u>
Illinois St., in front of Bldgs. 101 and 40	East sidewalk - Upgrade curb ramps to meet ADA standards, replace historical fence, remove fence around Bldg. 101, remove asphalt	\$27,517 <sup>1</sup>
20th and Illinois	Upgrade traffic signal - 20% share of cost	\$70,643 <sup>2</sup>
20th St., north side (west of Georgia)	North sidewalk - Patch concrete segments, fix historical fence, remove chain link fence	\$31,165 <sup>1</sup>
20th St. at Georgia	North sidewalk - Install Ped/ADA path of travel improvements, install crosswalk and ADA-compliant ramps	\$31,937 <sup>1</sup>
20th, east of Georgia	North sidewalk - Overlay asphalt sidewalk, shoring of Bldg. 103, and remove chain-link fence	\$20,125 <sup>1</sup>
20th and Louisiana	Intersection - Add ADA-compliant curb ramps, remove SW corner of Bldg. 113 landing, rebuild concrete sidewalk, install bollards on the north side, add crosswalks (west and south), and add stop signs	\$54,477 <sup>1</sup>
Louisiana Street	Add overlay of new asphalt pavement, regrade parking area, install retaining wall, install asphalt sidewalk with curb on east side, install crosswalk and ADA-compliant curb cut, install ped/ADA path of travel, remove and install chain-link fence, modify electrical equipment at NE face of Bldg 113	\$340,809 <sup>1</sup>
20th St, south side	South sidewalk - Install ramp and stairs adjacent to west end of bldg. 113, patch sidewalk between Michigan and Bldg 113 entrance, patch sidewalk between bldg 113 and Louisiana, install ADA-compliant curb ramps at Bldg. 113 entry and at Michigan, add railing along edge, add crosswalk at west of Bldg 113	\$97,486 <sup>1</sup>
Michigan Street	Add ped/ADA path of travel on west side, add asphalt overlay, add crosswalk at south end and curb and gutter on east side	\$284,252 <sup>1</sup>
Louisiana, Georgia, Michigan, 20th	Install street lighting	\$312,142 <sup>1</sup>
Building 102	Remove PCBs and transformers from ODI option parcel, increase power reliability to BAE, purchase & install new transformers & switchgear, remove & dispose of old transformers, install new electric feeder lines east of ODI leasehold	\$3,090,000 <sup>3</sup>
Crane Cove Park	Phase 2. Construct public park and removal of bay fill. Work will include adaptive reuse of bldg. 109, shoreline cleanup, sediment cap, new pier overlook, new native shoreline landscape areas, pathways, site interpretation and artifacts, and furnishings. Improvements will comply with the Port's Remedial Action Plan.	Ph. 2 cost = \$30 million. IFD's funding capacity est. at \$13.9 mil. <sup>4</sup>
<b>Est. Improvement Costs to be Funded by IFD</b>		<b>\$18,259,676</b>

<sup>1</sup> Based on cost 2014 estimate prepared by CHS Consulting, provided as Table 3. 2015/16 cost estimate reflects 3% inflation adjustment.

<sup>2</sup> Required mitigation measure of the project. ODI will fund 20% of project to be reimbursed. Balance is being funded by SFMTA.

<sup>3</sup> Work is needed for the BAE shipyard. Port has already budgeted this task into supplemental FY 2015/16 budget.

<sup>4</sup> Cost estimate prepared by Port staff. It is estimated that IFD will generate sufficient funds for approximately 46% of the costs of Phase 2. Funding for the balance will be secured from other sources.

**Table 2**  
**Appendix G-1**  
**Sources and Uses of Funds**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**  
**Port of San Francisco**

		Total 2015/16 Dollars	Total Nominal Dollars	IFD Year <sup>1</sup> FY 16/17	Year 1 FY 17/18	Year 2 FY 18/19	Year 3 FY 19/20	Year 4 FY 20/21	Year 5 FY 21/22	Year 6 FY 22/23	Year 7 FY 23/24	Year 8 FY 24/25	Year 9 FY 25/26
<b>Available Property /Possessory Interest Tax Increment Revenue to IFD<sup>2</sup></b>													
General Fund	100%	\$16,815,978	\$35,354,000	\$26,000	\$258,000	\$387,000	\$516,000	\$526,000	\$538,000	\$547,000	\$560,000	\$570,000	\$583,000
ERAF	100%	\$6,595,934	\$13,866,000	\$10,000	\$101,000	\$152,000	\$203,000	\$207,000	\$211,000	\$215,000	\$219,000	\$224,000	\$228,000
Annual Total		\$23,411,912	\$49,220,000	\$36,000	\$359,000	\$539,000	\$719,000	\$733,000	\$749,000	\$762,000	\$779,000	\$794,000	\$811,000
<b>IFD Sources of Funds</b>													
Annual Tax Increment		\$23,411,912	\$49,220,000	\$36,000	\$359,000	\$539,000	\$719,000	\$733,000	\$749,000	\$762,000	\$779,000	\$794,000	\$811,000
Developer Loan - Not Required Tasks <sup>3</sup>		\$746,350	\$782,777	\$300,844	\$481,933	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan, Bldg. 102 + 20th St. Sidewalk <sup>3</sup>		\$3,110,125	\$3,203,429	\$3,203,429	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan of Required Dev. Rmbmts <sup>3</sup>		\$504,079	\$525,776	\$300,049	\$225,726								
Bond Proceeds <sup>3</sup>		\$6,558,879	\$7,831,644	\$0	\$0	\$0	\$0	\$0	\$7,831,644	\$0	\$0	\$0	\$0
Prior Year Net Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Sources of Funds</b>		<b>\$34,331,344</b>	<b>\$61,563,625</b>	<b>\$3,840,322</b>	<b>\$1,066,659</b>	<b>\$539,000</b>	<b>\$719,000</b>	<b>\$733,000</b>	<b>\$8,580,644</b>	<b>\$762,000</b>	<b>\$779,000</b>	<b>\$794,000</b>	<b>\$811,000</b>
<b>IFD Uses of Funds</b>													
Bond Debt Service <sup>3</sup>		\$11,266,552	\$19,990,909	\$0	\$0	\$0	\$0	\$0	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364
Repay Developer Loan <sup>4</sup>		\$806,218	\$886,720	\$18,000	\$179,500	\$269,500	\$419,720	\$0	\$0	\$0	\$0	\$0	\$0
Repay Port Loan <sup>4</sup>		\$3,998,898	\$4,684,291	\$18,000	\$179,500	\$269,500	\$299,280	\$733,000	\$3,185,011	\$0	\$0	\$0	\$0
Crane Cove Park Improvements		\$13,899,123	\$31,489,724	\$0	\$0	\$0	\$0	\$0	\$4,729,269	\$95,636	\$112,636	\$127,636	\$144,636
Building 102 Electrical Improvements		\$3,090,000	\$3,182,700	\$3,182,700	\$0								
Streetscape Improvements		\$1,270,553	\$1,329,281	\$621,622	\$707,659	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Uses of Funds</b>		<b>\$34,331,344</b>	<b>\$61,563,625</b>	<b>\$3,840,322</b>	<b>\$1,066,659</b>	<b>\$539,000</b>	<b>\$719,000</b>	<b>\$733,000</b>	<b>\$8,580,644</b>	<b>\$762,000</b>	<b>\$779,000</b>	<b>\$794,000</b>	<b>\$811,000</b>
<b>Net IFD Fund Balance</b>		<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
				\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Cumulative Waterfront Expenditures as a % of													
Cumulative IFD Increment Deposits				0%	0%	0%	0%	0%	151%	124%	106%	93%	83%

<sup>1</sup> Term is 45 years from the date that Project Area E1 receives one hundred thousand (\$100,000) in incremental property tax revenue.

<sup>2</sup> Projection of Assessed Value is provided in Table 4. Projection of possessory interest/ property tax increment is provided in Table 5.

<sup>3</sup> Table 6.

<sup>4</sup> Table 7.

**Table 2**  
**Appendix G-1**  
**Sources and Uses of Funds**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, on the 8th Street**  
**Port of San Francisco**

	Year 10 FY 26/27	Year 11 FY 27/28	Year 12 FY 28/29	Year 13 FY 29/30	Year 14 FY 30/31	Year 15 FY 31/32	Year 16 FY 32/33	Year 17 FY 33/34	Year 18 FY 34/35	Year 19 FY 35/36	Year 20 FY 36/37	Year 21 FY 37/38
<b>Available Property /Possessory Interest Tax Inc</b>												
General Fund <i>100%</i>	\$594,000	\$604,000	\$618,000	\$629,000	\$643,000	\$654,000	\$668,000	\$681,000	\$695,000	\$708,000	\$724,000	\$738,000
ERAF <i>100%</i>	\$233,000	\$237,000	\$242,000	\$247,000	\$252,000	\$257,000	\$262,000	\$267,000	\$273,000	\$278,000	\$284,000	\$289,000
Annual Total	\$827,000	\$841,000	\$860,000	\$876,000	\$895,000	\$911,000	\$930,000	\$948,000	\$968,000	\$986,000	\$1,008,000	\$1,027,000
<b>IFD Sources of Funds</b>												
Annual Tax Increment	\$827,000	\$841,000	\$860,000	\$876,000	\$895,000	\$911,000	\$930,000	\$948,000	\$968,000	\$986,000	\$1,008,000	\$1,027,000
Developer Loan - Not Required Tasks <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan, Bldg. 102 + 20th St. Sidewalk <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan of Required Dev. Rmbmts <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Bond Proceeds <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Prior Year Net Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Sources of Funds</b>	\$827,000	\$841,000	\$860,000	\$876,000	\$895,000	\$911,000	\$930,000	\$948,000	\$968,000	\$986,000	\$1,008,000	\$1,027,000
<b>IFD Uses of Funds</b>												
Bond Debt Service <sup>3</sup>	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364
Repay Developer Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Repay Port Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Crane Cove Park Improvements	\$160,636	\$174,636	\$193,636	\$209,636	\$228,636	\$244,636	\$263,636	\$281,636	\$301,636	\$319,636	\$341,636	\$360,636
Building 102 Electrical Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Streetscape Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Uses of Funds</b>	\$827,000	\$841,000	\$860,000	\$876,000	\$895,000	\$911,000	\$930,000	\$948,000	\$968,000	\$986,000	\$1,008,000	\$1,027,000
<b>Net IFD Fund Balance</b>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Cumulative Waterfront Expenditures as a % of												
Cumulative IFD Increment Deposits	76%	70%	65%	61%	58%	56%	54%	52%	51%	50%	49%	48%

<sup>1</sup> Term is 45 years from the date that Project Area E1 receives one hundred thousand (\$100,000) in incremental property tax revenue.

<sup>2</sup> Projection of Assessed Value is provided in Table 4. Projection of possessory interest/ property tax increment is provided in Table 5.

<sup>3</sup> Table 6.

<sup>4</sup> Table 7.



**Table 2**  
**Appendix G-1**  
**Sources and Uses of Funds**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, South of Highway 84, San Francisco**  
**Port of San Francisco**

	Year 22 FY 38/39	Year 23 FY 39/40	Year 24 FY 40/41	Year 25 FY 41/42	Year 26 FY 42/43	Year 27 FY 43/44	Year 28 FY 44/45	Year 29 FY 45/46	Year 30 FY 46/47	Year 31 FY 47/48	Year 32 FY 48/49	Year 33 FY 49/50
<b>Available Property /Possessory Interest Tax Inc</b>												
General Fund <i>100%</i>	\$752,000	\$768,000	\$782,000	\$799,000	\$816,000	\$831,000	\$847,000	\$863,000	\$881,000	\$900,000	\$917,000	\$935,000
ERAF <i>100%</i>	\$295,000	\$301,000	\$307,000	\$313,000	\$319,000	\$326,000	\$332,000	\$339,000	\$346,000	\$353,000	\$360,000	\$367,000
<b>Annual Total</b>	<b>\$1,047,000</b>	<b>\$1,069,000</b>	<b>\$1,089,000</b>	<b>\$1,112,000</b>	<b>\$1,135,000</b>	<b>\$1,157,000</b>	<b>\$1,179,000</b>	<b>\$1,202,000</b>	<b>\$1,227,000</b>	<b>\$1,253,000</b>	<b>\$1,277,000</b>	<b>\$1,302,000</b>
<b>IFD Sources of Funds</b>												
Annual Tax Increment	\$1,047,000	\$1,069,000	\$1,089,000	\$1,112,000	\$1,135,000	\$1,157,000	\$1,179,000	\$1,202,000	\$1,227,000	\$1,253,000	\$1,277,000	\$1,302,000
Developer Loan - Not Required Tasks <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan, Bldg. 102 + 20th St. Sidewalk <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan of Required Dev. Rmbmts <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Bond Proceeds <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Prior Year Net Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Sources of Funds</b>	<b>\$1,047,000</b>	<b>\$1,069,000</b>	<b>\$1,089,000</b>	<b>\$1,112,000</b>	<b>\$1,135,000</b>	<b>\$1,157,000</b>	<b>\$1,179,000</b>	<b>\$1,202,000</b>	<b>\$1,227,000</b>	<b>\$1,253,000</b>	<b>\$1,277,000</b>	<b>\$1,302,000</b>
<b>IFD Uses of Funds</b>												
Bond Debt Service <sup>3</sup>	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364	\$666,364
Repay Developer Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Repay Port Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Crane Cove Park Improvements	\$380,636	\$402,636	\$422,636	\$445,636	\$468,636	\$490,636	\$512,636	\$535,636	\$560,636	\$586,636	\$610,636	\$635,636
Building 102 Electrical Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Streetscape Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Uses of Funds</b>	<b>\$1,047,000</b>	<b>\$1,069,000</b>	<b>\$1,089,000</b>	<b>\$1,112,000</b>	<b>\$1,135,000</b>	<b>\$1,157,000</b>	<b>\$1,179,000</b>	<b>\$1,202,000</b>	<b>\$1,227,000</b>	<b>\$1,253,000</b>	<b>\$1,277,000</b>	<b>\$1,302,000</b>
<b>Net IFD Fund Balance</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
Cumulative Waterfront Expenditures as a % of												
Cumulative IFD Increment Deposits	47%	47%	46%	46%	46%	45%	45%	45%	45%	45%	46%	46%

<sup>1</sup> Term is 45 years from the date that Project Area E1 receives one hundred thousand (\$100,000) in incremental property tax revenue.

<sup>2</sup> Projection of Assessed Value is provided in Table 4. Projection of possessory interest/property tax increment is provided in Table 5.

<sup>3</sup> Table 6.

<sup>4</sup> Table 7.

**Table 2**  
**Appendix G-1**  
**Sources and Uses of Funds**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, on the 8th Street**  
**Port of San Francisco**

	Year 34 FY 50/51	Year 35 FY 51/52	Year 36 FY 52/53	Year 37 FY 53/54	Year 38 FY 54/55	Year 39 FY 55/56	Year 40 FY 56/57	Year 41 FY 57/58	Year 42 FY 58/59	Year 43 FY 59/60	Year 44 FY 60/61	Year 45 FY 61/62
<b>Available Property /Possessory Interest Tax Inc</b>												
General Fund <i>100%</i>	\$954,000	\$974,000	\$992,000	\$1,012,000	\$1,033,000	\$1,054,000	\$1,075,000	\$1,095,000	\$1,118,000	\$1,140,000	\$1,163,000	\$1,186,000
ERAF <i>100%</i>	\$374,000	\$382,000	\$389,000	\$397,000	\$405,000	\$413,000	\$421,000	\$430,000	\$438,000	\$447,000	\$456,000	\$465,000
<b>Annual Total</b>	<b>\$1,328,000</b>	<b>\$1,356,000</b>	<b>\$1,381,000</b>	<b>\$1,409,000</b>	<b>\$1,438,000</b>	<b>\$1,467,000</b>	<b>\$1,496,000</b>	<b>\$1,525,000</b>	<b>\$1,556,000</b>	<b>\$1,587,000</b>	<b>\$1,619,000</b>	<b>\$1,651,000</b>
<b>IFD Sources of Funds</b>												
Annual Tax Increment	\$1,328,000	\$1,356,000	\$1,381,000	\$1,409,000	\$1,438,000	\$1,467,000	\$1,496,000	\$1,525,000	\$1,556,000	\$1,587,000	\$1,619,000	\$1,651,000
Developer Loan - Not Required Tasks <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan, Bldg. 102 + 20th St. Sidewalk <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Port Loan of Required Dev. Rmbmts <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Bond Proceeds <sup>3</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Prior Year Net Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Sources of Funds</b>	<b>\$1,328,000</b>	<b>\$1,356,000</b>	<b>\$1,381,000</b>	<b>\$1,409,000</b>	<b>\$1,438,000</b>	<b>\$1,467,000</b>	<b>\$1,496,000</b>	<b>\$1,525,000</b>	<b>\$1,556,000</b>	<b>\$1,587,000</b>	<b>\$1,619,000</b>	<b>\$1,651,000</b>
<b>IFD Uses of Funds</b>												
Bond Debt Service <sup>3</sup>	\$666,364	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Repay Developer Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Repay Port Loan <sup>4</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Crane Cove Park Improvements	\$661,636	\$1,356,000	\$1,381,000	\$1,409,000	\$1,438,000	\$1,467,000	\$1,496,000	\$1,525,000	\$1,556,000	\$1,587,000	\$1,619,000	\$1,651,000
Building 102 Electrical Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Streetscape Improvements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Uses of Funds</b>	<b>\$1,328,000</b>	<b>\$1,356,000</b>	<b>\$1,381,000</b>	<b>\$1,409,000</b>	<b>\$1,438,000</b>	<b>\$1,467,000</b>	<b>\$1,496,000</b>	<b>\$1,525,000</b>	<b>\$1,556,000</b>	<b>\$1,587,000</b>	<b>\$1,619,000</b>	<b>\$1,651,000</b>
<b>Net IFD Fund Balance</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Cumulative Waterfront Expenditures as a % of												
Cumulative IFD Increment Deposits	46%	48%	50%	52%	54%	55%	57%	59%	60%	61%	63%	64%

<sup>1</sup> Term is 45 years from the date that Project Area E1 receives one hundred thousand (\$100,000) in incremental property tax revenue.

<sup>2</sup> Projection of Assessed Value is provided in Table 4. Projection of possessory interest/property tax increment is provided in Table 5.

<sup>3</sup> Table 6.

<sup>4</sup> Table 7.

**Table 3**  
**Appendix G-1**  
**Cost Estimate for Streetscape Improvements**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Historic Core, Pier 70)**  
**Port Of San Francisco**

ITEMS	PROJECT							
	QUANTITY	UNIT	BASE UNIT COST	DESIGN COST (10%)	MANAGEMENT (5%)	CONTINGENCY (30%)	TOTAL UNIT COST	AMOUNT
<b>Illinois St. East Sidewalk (in front of Bldgs 101 and 40)</b>								
Remove chain-link fence around Bldg 101	145	linear feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$2,103
Replace historic fence around Bldg 101	145	linear feet	\$20.00	\$2.00	\$1.00	\$6.00	\$29.00	\$4,205
Remove Asphalt	40	square feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$580
Upgrade curb ramps at the east side of Illinois at 20th to meet ADA standards	4	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$17,400
<b>Subtotal</b>								<b>\$24,288</b>
<b>Estimate Permit Costs</b>	10%							<b>\$2,429</b>
<b>Total Cost</b>								<b>\$26,716</b>
<b>20th St. North Side (West of Georgia)</b>								
Patch concrete segments and clean up debris (20% of total square feet)	1,120	square feet	\$11.00	\$1.10	\$0.55	\$3.30	\$15.95	\$17,864
Fix historical fence (Bldg 101)	170	linear feet	\$30.00	\$3.00	\$1.50	\$9.00	\$43.50	\$7,395
Remove chain link fence (Bldg 104)	155	linear feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$2,248
<b>Subtotal</b>								<b>\$27,507</b>
<b>Estimate Permit Costs</b>	10%							<b>\$2,751</b>
<b>Total Cost</b>								<b>\$30,257</b>
<b>20th St. at Georgia</b>								
Ped/ADA path of travel improvements leading north to the parking lot with bollards AND truncated domes (no curb and gutters)	90	linear feet	\$100.00	\$10.00	\$5.00	\$30.00	\$145.00	\$13,050
Install a continental style crosswalk (north) per Sherwood plan dated 3/6/14	35	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$914
Install a continental style crosswalk (west) per Sherwood plan dated 3/6/14	45	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$1,175
Install ADA-compliant curb ramps per Sherwood plan	3	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$13,050
<b>Subtotal</b>								<b>\$28,188</b>
<b>Estimate Permit Costs</b>	10%							<b>\$2,819</b>
<b>Total Cost</b>								<b>\$31,007</b>
<b>20th St. north Side (east of Georgia)</b>								
Remove chain-link fence	225	linear feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$3,263
Shoring of Bldg 103 to open sidewalk	215	linear feet	N/A					N/A
Overlay asphalt sidewalk and clean up debris (100%)	2,500	square feet	\$4.00	\$0.40	\$0.20	\$1.20	\$5.80	\$14,500
<b>Subtotal</b>								<b>\$17,763</b>
<b>Estimate Permit Costs</b>	10%							<b>\$1,776</b>
<b>Total Cost</b>								<b>\$19,539</b>
<b>20th and Louisiana Intersection</b>								
Add ADA-compliant curb ramps per Sherwood plan	4	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$17,400
Add crosswalk (west) per Sherwood plan	45	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$1,175
Install bollards on the north side (spaced 5' OC) to prevent parking	9	each	\$400.00	\$40.00	\$20.00	\$120.00	\$580.00	\$5,220
Add crosswalk (south) per Sherwood plan	50	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$1,305
Partial removal of Bldg 113 landing at the SW corner (approximately 23' from building corner), should align with gap between 1st and 2nd window	1,725 (25'*23'*3')	cubic feet	\$5.00	\$0.50	\$0.25	\$1.50	\$7.25	\$12,506
Rebuild concrete sidewalk at the SW corner	575	square feet	\$11.00	\$1.10	\$0.55	\$3.30	\$15.95	\$9,171
Add stop signs at 20th and Louisiana	3	each	\$300.00	\$30.00	\$15.00	\$90.00	\$435.00	\$1,305
<b>Subtotal</b>								<b>\$48,082</b>
<b>Estimate Permit Costs</b>	10%							<b>\$4,808</b>
<b>Total Cost</b>								<b>\$52,890</b>

<b>Louisiana St.</b>								
Regrade parking area	8,700 (290*20*1.5')	cubic feet	\$3.50	\$0.35	\$0.18	\$1.05	\$5.08	\$44,153
Install retaining wall	260	linear feet	\$60.00	\$6.00	\$3.00	\$18.00	\$87.00	\$22,620
Install 10' wide asphalt sidewalk with a 6" curb on the east side only	3,000	square feet	\$4.00	\$0.40	\$0.20	\$1.20	\$5.80	\$17,400
Modify electrical equipment at the NE face of Bldg 113	1	each	\$1,000.00	\$100.00	\$50.00	\$300.00	\$1,450.00	\$1,450
Add an overlay new asphalt pavement	10,000	square feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$145,000
Remove chain-link fence	350	linear feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$5,075
Install chain-link fence	300	linear feet	\$20.00	\$2.00	\$1.00	\$6.00	\$29.00	\$8,700
Install crosswalk at south side of Bldg 14	50	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$1,305
Install ADA-compliant curb cut at southeast of Bldg 14	1	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$4,350
Install ped/ADA path of travel toward courtyard (bollards and truncated domes)	350	linear feet	\$100.00	\$10.00	\$5.00	\$30.00	\$145.00	\$50,750
<b>Subtotal</b>								<b>\$300,803</b>
<b>Estimate Permit Costs</b>	10%							<b>\$30,080</b>
<b>Total Cost</b>								<b>\$330,883</b>
<b>20th St. South Side</b>								
Patch concrete sidewalk between Michigan and Bldg 113 entrance (50%)	1,500	square feet	\$11.00	\$1.10	\$0.55	\$3.30	\$15.95	\$23,925
Patch asphalt sidewalk between Bldg 113 and Louisiana (100%)	3,000	square feet	\$4.00	\$0.40	\$0.20	\$1.20	\$5.80	\$17,400
Install ADA-compliant curb ramps at Bldg 113 entry	2	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$8,700
Install a 2-5% ramp adjacent to street at west end of Bldg 113	800	cubic feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$20,880
Install stairs adjacent to West end of Bldg 113	50	cubic feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$1,305
Add railing along edge where drop off exceeds 18"	60	linear feet	\$50.00	\$5.00	\$2.50	\$15.00	\$72.50	\$4,350
Add ADA-compliant curb ramps at Michigan	2	each	\$3,000.00	\$300.00	\$150.00	\$900.00	\$4,350.00	\$8,700
Add a crosswalk at west of Bldg 113	30	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$783
<b>Subtotal</b>				\$0.00	\$0.00	\$0.00	\$0.00	<b>\$86,043</b>
<b>Estimate Permit Costs</b>	10%							<b>\$8,604</b>
<b>Total Cost</b>								<b>\$94,647</b>
<b>Michigan St.</b>								
Add a ped/ADA path of travel on west side of street	360	linear feet	\$100.00	\$10.00	\$5.00	\$30.00	\$145.00	\$52,200
Add asphalt overlay	12,500	square feet	\$10.00	\$1.00	\$0.50	\$3.00	\$14.50	\$181,250
Add a crosswalk at south end of Michigan	28	linear feet	\$18.00	\$1.80	\$0.90	\$5.40	\$26.10	\$731
Curb and gutter for the east side of Michigan	360	linear feet	\$32.00	\$3.20	\$1.60	\$9.60	\$46.40	\$16,704
<b>Subtotal</b>								<b>\$250,885</b>
<b>Estimate Permit Costs</b>	10%							<b>\$25,088</b>
<b>Total Cost</b>								<b>\$275,973</b>
<b>Install Street Lighting (spaced 140' OC)</b>								
Louisiana	3	each	\$10,000.00	\$1,000.00	\$500.00	\$3,000.00	\$14,500.00	\$43,500
Georgia	1	each	\$10,000.00	\$1,000.00	\$500.00	\$3,000.00	\$14,500.00	\$14,500
Michigan	3	each	\$10,000.00	\$1,000.00	\$500.00	\$3,000.00	\$14,500.00	\$43,500
20th	12	each	\$10,000.00	\$1,000.00	\$500.00	\$3,000.00	\$14,500.00	\$174,000
<b>Subtotal</b>								<b>\$275,500</b>
<b>Estimate Permit Costs</b>	10%							<b>\$27,550</b>
<b>Total Cost</b>								<b>\$303,050</b>
<b>Phase 1 Project Improvements Total</b>								<b>\$1,164,962</b>

## PIER 70 INFRASTRUCTURE FINANCING DISTRICT PHASE 2 IMPROVEMENTS

### COST ESTIMATES

ITEMS	PROJECT							
	QUANTITY	UNIT	BASE UNIT COST	DESIGN COST (10%)	MANAGEMENT (5%)	CONTINGENCY (30%)	TOTAL UNIT COST	AMOUNT
Illinois St. East Sidewalk (in front of Bldgs 101 and 40)								
Upgrade traffic signal at 20th/Illinois (new pole, signal head, and controller box), and remove abandoned equipment (poles, conduit, and utility boxes)	1	lump sum	\$215,000.00	\$21,500.00	\$10,750.00	\$64,500.00	\$311,750.00	\$311,750
Subtotal								\$311,750
Estimate Permit Costs	10%							\$31,175
Total Cost								\$342,925
Phase 2 Project Improvements Total								\$342,925
Pier 70 Infrastructure Financing District Improvements Total								\$1,507,887

**Table 4**  
**Appendix G-1**  
**Assessed Value and Possessory Income Tax Projection - Capitalized Income Approach to Valuation**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**  
**Port of San Francisco**

	FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27	FY 27/28	FY 28/29
<b>Total Revenue per 3/27/15 pro forma, 2018</b>					<b>\$7,995,755</b>									
Expenses					<b>\$2,398,537</b>									
Adjusted NOI					<b>\$5,597,218</b>									
Cap Rate					<b>7.00%</b>									
Assessed Value (\$000)		\$3,998	\$39,980	\$59,970	\$79,960	\$81,559	\$83,191	\$84,854	\$86,552	\$88,283	\$90,048	\$91,849	\$93,686	\$95,560
Escalation factor		0.05	0.5	0.75	1	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02
Sale of Leasehold		0	0	0	0	0	0	0	\$0	\$0	\$0	\$0	\$0	\$0
AV for projection		\$3,998	\$39,980	\$59,970	\$79,960	\$81,559	\$83,191	\$84,854	\$86,552	\$88,283	\$90,048	\$91,849	\$93,686	\$95,560

Table 4

## Appendix G-1

Assessed Value and Possessory Interest

## Infrastructure Financing Plan

Infrastructure Financing District No. 2

Port of San Francisco

	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46
<b>Total Revenue per 3/27/15 pro forma,</b>																	
Expenses																	
Adjusted NOI																	
Cap Rate																	
Assessed Value (\$000)	\$97,471	\$99,421	\$101,409	\$103,437	\$105,506	\$107,616	\$109,768	\$111,964	\$114,203	\$116,487	\$118,817	\$121,193	\$123,617	\$126,089	\$128,611	\$131,183	\$133,807
Escalation factor	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02
Sale of Leasehold	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
AV for projection	\$97,471	\$99,421	\$101,409	\$103,437	\$105,506	\$107,616	\$109,768	\$111,964	\$114,203	\$116,487	\$118,817	\$121,193	\$123,617	\$126,089	\$128,611	\$131,183	\$133,807

**Table 4**

**Appendix G-1**

**Assessed Value and Possessory Interest**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 8**  
**Port of San Francisco**

	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51	FY 51/52	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61	FY 61/62
<b>Total Revenue per 3/27/15 pro forma,</b>																
Expenses																
Adjusted NOI																
Cap Rate																
Assessed Value (\$000)	\$136,483	\$139,213	\$141,997	\$144,837	\$147,734	\$150,688	\$153,702	\$156,776	\$159,912	\$163,110	\$166,372	\$169,700	\$173,094	\$176,555	\$180,087	\$183,688
Escalation factor	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02	1.02
Sale of Leasehold	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
AV for projection	\$136,483	\$139,213	\$141,997	\$144,837	\$147,734	\$150,688	\$153,702	\$156,776	\$159,912	\$163,110	\$166,372	\$169,700	\$173,094	\$176,555	\$180,087	\$183,688

Table 5  
Appendix G-1  
Assessed Value and Property Tax Projection  
Infrastructure Financing Plan  
Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)  
Port of San Francisco

Property Tax Projection	NPV <sup>2</sup>	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27	FY 27/28
Incremental AV on Tax Roll (\$1,000s) <sup>1</sup>		\$3,998	\$39,980	\$59,970	\$79,960	\$81,559	\$83,191	\$84,854	\$86,552	\$88,283	\$90,048	\$91,849	\$93,686
Property Tax Increment at 1% <span style="color: blue;">1.00%</span>	\$26,036,766	\$39,980	\$399,801	\$599,702	\$799,603	\$815,595	\$831,907	\$848,545	\$865,516	\$882,826	\$900,482	\$918,492	\$936,862
<b>Property Tax Distributed to IFD</b>													
General Fund <span style="color: blue;">64.59%</span>	\$16,815,784	\$25,800	\$258,000	\$387,000	\$516,000	\$526,000	\$538,000	\$547,000	\$560,000	\$570,000	\$583,000	\$594,000	\$604,000
ERAF <span style="color: blue;">25.33%</span>	\$6,596,031	<u>\$10,100</u>	<u>\$101,000</u>	<u>\$152,000</u>	<u>\$203,000</u>	<u>\$207,000</u>	<u>\$211,000</u>	<u>\$215,000</u>	<u>\$219,000</u>	<u>\$224,000</u>	<u>\$228,000</u>	<u>\$233,000</u>	<u>\$237,000</u>
<b>Total</b> <span style="color: blue;">89.92%</span>	\$23,411,815	\$35,900	\$359,000	\$539,000	\$719,000	\$733,000	\$749,000	\$762,000	\$779,000	\$794,000	\$811,000	\$827,000	\$841,000

<sup>1</sup> Table 4



Table 5  
Appendix G-1  
Assessed Value and Property Tax Projection  
Infrastructure Financing Plan  
Infrastructure Financing District No. 2, Sub-Project Area 8  
Port of San Francisco

Property Tax Projection	NPV <sup>2</sup>	FY 28/29	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39	FY 39/40
Incremental AV on Tax Roll (\$1,000s) <sup>1</sup>		\$95,560	\$97,471	\$99,421	\$101,409	\$103,437	\$105,506	\$107,616	\$109,768	\$111,964	\$114,203	\$116,487	\$118,817
Property Tax Increment at 1% <b>1.00%</b>	\$26,036,766	\$955,599	\$974,711	\$994,205	\$1,014,089	\$1,034,371	\$1,055,059	\$1,076,160	\$1,097,683	\$1,119,637	\$1,142,029	\$1,164,870	\$1,188,167
<b>Property Tax Distributed to IFD</b>													
General Fund <b>64.59%</b>	\$16,815,784	\$618,000	\$629,000	\$643,000	\$654,000	\$668,000	\$681,000	\$695,000	\$708,000	\$724,000	\$738,000	\$752,000	\$768,000
ERAF <b>25.33%</b>	\$6,596,031	<u>\$242,000</u>	<u>\$247,000</u>	<u>\$252,000</u>	<u>\$257,000</u>	<u>\$262,000</u>	<u>\$267,000</u>	<u>\$273,000</u>	<u>\$278,000</u>	<u>\$284,000</u>	<u>\$289,000</u>	<u>\$295,000</u>	<u>\$301,000</u>
<b>Total</b> <b>89.92%</b>	\$23,411,815	\$860,000	\$876,000	\$895,000	\$911,000	\$930,000	\$948,000	\$968,000	\$986,000	\$1,008,000	\$1,027,000	\$1,047,000	\$1,069,000

<sup>1</sup> Table 4

Table 5  
Appendix G-1  
Assessed Value and Property Tax Projection  
Infrastructure Financing Plan  
Infrastructure Financing District No. 2, Sub-Project Area 8  
Port of San Francisco

Property Tax Projection	NPV <sup>2</sup>	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51	FY 51/52
Incremental AV on Tax Roll (\$1,000s) <sup>1</sup>		\$121,193	\$123,617	\$126,089	\$128,611	\$131,183	\$133,807	\$136,483	\$139,213	\$141,997	\$144,837	\$147,734	\$150,688
Property Tax Increment at 1% <span style="color: blue;">1.00%</span>	\$26,036,766	\$1,211,931	\$1,236,169	\$1,260,893	\$1,286,111	\$1,311,833	\$1,338,069	\$1,364,831	\$1,392,127	\$1,419,970	\$1,448,369	\$1,477,337	\$1,506,884
<b>Property Tax Distributed to IFD</b>													
General Fund <span style="color: blue;">64.59%</span>	\$16,815,784	\$782,000	\$799,000	\$816,000	\$831,000	\$847,000	\$863,000	\$881,000	\$900,000	\$917,000	\$935,000	\$954,000	\$974,000
ERAF <span style="color: blue;">25.33%</span>	\$6,596,031	<u>\$307,000</u>	<u>\$313,000</u>	<u>\$319,000</u>	<u>\$326,000</u>	<u>\$332,000</u>	<u>\$339,000</u>	<u>\$346,000</u>	<u>\$353,000</u>	<u>\$360,000</u>	<u>\$367,000</u>	<u>\$374,000</u>	<u>\$382,000</u>
<b>Total</b> <span style="color: blue;">89.92%</span>	\$23,411,815	\$1,089,000	\$1,112,000	\$1,135,000	\$1,157,000	\$1,179,000	\$1,202,000	\$1,227,000	\$1,253,000	\$1,277,000	\$1,302,000	\$1,328,000	\$1,356,000

<sup>1</sup> Table 4

Table 5  
Appendix G-1  
Assessed Value and Property Tax Projection  
Infrastructure Financing Plan  
Infrastructure Financing District No. 2, Sub-Project Area 8  
Port of San Francisco

Property Tax Projection	NPV <sup>2</sup>	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61	FY 61/62
Incremental AV on Tax Roll (\$1,000s) <sup>1</sup>		\$153,702	\$156,776	\$159,912	\$163,110	\$166,372	\$169,700	\$173,094	\$176,555	\$180,087	\$183,688
Property Tax Increment at 1% <span style="color: blue;">1.00%</span>	\$26,036,766	\$1,537,021	\$1,567,762	\$1,599,117	\$1,631,099	\$1,663,721	\$1,696,996	\$1,730,935	\$1,765,554	\$1,800,865	\$1,836,883
<b>Property Tax Distributed to IFD</b>											
General Fund <span style="color: blue;">64.59%</span>	\$16,815,784	\$992,000	\$1,012,000	\$1,033,000	\$1,054,000	\$1,075,000	\$1,095,000	\$1,118,000	\$1,140,000	\$1,163,000	\$1,186,000
ERAF <span style="color: blue;">25.33%</span>	\$6,596,031	<u>\$389,000</u>	<u>\$397,000</u>	<u>\$405,000</u>	<u>\$413,000</u>	<u>\$421,000</u>	<u>\$430,000</u>	<u>\$438,000</u>	<u>\$447,000</u>	<u>\$456,000</u>	<u>\$465,000</u>
<b>Total</b> <span style="color: blue;">89.92%</span>	<u>\$23,411,815</u>	\$1,381,000	\$1,409,000	\$1,438,000	\$1,467,000	\$1,496,000	\$1,525,000	\$1,556,000	\$1,587,000	\$1,619,000	\$1,651,000

<sup>1</sup> Table 4

**Table 6**  
**Appendix G-1**  
**Loan Advances to be Repaid by IFD**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**  
**Port of San Francisco**

Loan Terms				
	Interest Rate	Term	DCR	Issuance Costs
Port Loan	4.41%	15		
Developer Loan	<sup>1</sup> 4.50%	15		1%
IFD or CFD Bond	6.50%	30	110%	10%

Interest rate shall be rate set forth in the most senior construction loan for the initial improvements. ODI pro forma dated

<sup>1</sup> 3/27/15 reflects a construction loan rate of 4.5%.

	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	Total
<b>Gross Loan Amounts</b>							
Port Loan for Bldg. 102	\$3,203,429	\$0	\$0	\$0	\$0	\$0	\$3,203,429
Developer Required Reimbursements to Port (Amounts to be credited against outstanding Deferred Port Transaction Costs. Effectively a Port Loan to IFD)	\$300,049	\$225,726	\$0	\$0	\$0	\$0	\$525,776
Developer Loan for "Not Required/Other Tasks"	\$303,883	\$486,801	\$0	\$0	\$0	\$0	\$790,684
IFD or CFD Bonds				\$0	\$0	\$8,701,827	\$8,701,827
<b>Net Loan Proceeds</b>							
Port Loan for Bldg. 102	\$3,203,429	\$0	\$0	\$0	\$0	\$0	\$3,203,429
Developer Required Reimbursements to Port (Effectively a Port Loan to IFD)	\$300,049	\$225,726	\$0	\$0	\$0	\$0	\$525,776
Developer Loan for "Not Required Tasks"	\$300,844	\$481,933	\$0	\$0			\$782,777
IFD or CFD Bonds	\$0	\$0	\$0	\$0	\$0	\$7,831,644	\$7,831,644

**Table 7**  
**Appendix G-1**  
**Amortization of Developer and Port Loans**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**  
**Port of San Francisco**

	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22
<b>Developer Loan #1 - Other Tasks</b>						
Beginning Balance	\$303,883	\$299,558	\$133,538	\$0	\$0	
Payments	\$18,000	\$179,500	\$139,547	\$0	\$0	
Interest	\$13,675	\$13,480	\$6,009	\$0	\$0	
Remaining Balance	\$299,558	\$133,538	\$0	\$0	\$0	
<b>Developer Loan #2 - Other Tasks</b>						
Beginning Balance		\$486,801	\$508,707	\$401,646	\$0	
Payments		\$0	\$129,953	\$419,720	\$0	
Interest		\$21,906	\$22,892	\$18,074	\$0	
Remaining Balance		\$508,707	\$401,646	\$0	\$0	
<b>Port Loan #1 - Bldg 102</b>						
Beginning Balance	\$3,203,429	\$3,326,700	\$3,293,907	\$3,169,669	\$3,010,171	\$2,409,920
Payments	\$18,000	\$179,500	\$269,500	\$299,280	\$733,000	\$2,516,197
Interest	\$141,271	\$146,707	\$145,261	\$139,782	\$132,749	\$106,277
Remaining Balance	\$3,326,700	\$3,293,907	\$3,169,669	\$3,010,171	\$2,409,920	\$0
<b>Port Loan #2 - Req'd Reimbursement , 2016/17</b>						
Beginning Balance	\$300,049	\$313,281	\$327,097	\$341,522	\$356,583	\$372,308
Payments	\$0	\$0	\$0	\$0	\$0	\$388,727
Interest	\$13,232	\$13,816	\$14,425	\$15,061	\$15,725	\$16,419
Remaining Balance	\$313,281	\$327,097	\$341,522	\$356,583	\$372,308	\$0
<b>Port Loan #3 - Req'd Reimbursement , 2017/18</b>						
Beginning Balance		\$225,726	\$235,681	\$246,075	\$256,926	\$268,257
Payments		\$0	\$0	\$0	\$0	\$280,087
Interest		\$9,955	\$10,394	\$10,852	\$11,330	\$11,830
Remaining Balance		\$235,681	\$246,075	\$256,926	\$268,257	\$0

**Table 8**  
**Appendix G-1**  
**IFD Public Facility Improvement Schedule**  
**Infrastructure Financing Plan**  
**Infrastructure Financing District No. 2, Sub-Project Area G-1 (Pier 70 - Historic Core)**  
**Port of San Francisco**

**Public Facilities to be Funded by IFD**

	<u>Total Cost</u>	<u>Est.</u>	<u>Party to</u>	<u>ODI Funding</u>	<u>Estimated Allocation</u>	
	<u>2015/16</u>	<u>Completion</u>	<u>Advance</u>	<u>Requirements per DDA<sup>1</sup></u>	<u>Required</u>	<u>Other</u>
Illinois St., East Sidewalk	\$27,517	FY 2016/17	ODI	Required/Other	\$13,759	\$13,759
Traffic Signal at 20th /Illinois <sup>2</sup>	\$70,643	FY 2017/18	ODI	Required	\$70,643	
20th St., north side (west of Georgia)	\$31,165	FY 2016/17	ODI	Required	\$31,165	
20th St. at Georgia	\$31,937	FY 2016/17	ODI	Other task		\$31,937
20th St., north side (east of Georgia)	\$20,125	FY 2016/17	Port			
20th and Louisiana Intersection	\$54,477	FY 2016/17	ODI	Required/Other	\$27,239	\$27,239
Louisiana Street	\$340,809	FY 2016/17	ODI	Required/Other	\$170,405	\$170,405
20th Street, south side	\$97,486	FY 2016/17	ODI	Required/Other	\$48,743	\$48,743
Michigan Street	\$284,252	FY 2017/18	ODI	Required/Other	\$142,126	\$142,126
Street Lighting	\$312,142	FY 2017/18	ODI	Other task	0	\$312,142
Bldg. 102 Electrical Improvements	\$3,090,000	FY 2016/17	Port		\$504,079	\$746,350
Total facilities, before Crane Cove Park	\$4,360,553					
Crane Cove Park Improvements	\$13,899,123					
<b>Total Public Facilities to be funded by IFD</b>	<b>\$18,259,676</b>					

<sup>1</sup> Under the DDA, Orton must advance funds to pay for all Required ODI Tasks (aka Required Port Benefit Tasks). Although Orton will be reimbursed for the Certified Port Benefit Costs, such costs will be reduced by 100% of the outstanding deferred Port Transaction Costs, if any, and the remaining balance of Certified Port Benefit Costs after application of any outstanding Deferred Port Transaction Costs ("Outstanding Port Benefit Cost") will accrue simple interest on a monthly basis at a rate equal to the monthly interest rate set forth in the most senior construction loan for the initial improvements. Port Transaction Costs total \$1 million. Given that Required Port Benefit Tasks total approximately \$504,000, it is assumed that ODI's advance of these funds will be credited against the Port Transaction Cost obligation.

**ATTACHMENT 1:**  
**FISCAL AND ECONOMIC IMPACT ANALYSIS**  
**PIER 70 – HISTORIC CORE**



# KEYSER MARSTON ASSOCIATES

## **FISCAL AND ECONOMIC IMPACT ANALYSIS PIER 70 – HISTORIC CORE**

*Prepared for*  
**Port of San Francisco**

*Prepared by:*  
**Keyser Marston Associates, Inc.**

**November 4, 2015**



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## I. EXECUTIVE SUMMARY

This report has been prepared to comply with Threshold Criteria 5 of the adopted and amended “Guidelines for the Establishment and Use of an Infrastructure Financing District (IFD) with Project Areas on Land under the Jurisdiction of the San Francisco Port Commission”. Pursuant to the Guidelines, the financing plan for each Port IFD must: 1) demonstrate that the Project will generate a net economic benefit; and 2) project the net fiscal impact to the City’s General Fund over the term of the IFD.<sup>1</sup>

The subject Project is the rehabilitation of the 20<sup>th</sup> Street historic buildings on Pier 70 to be undertaken by Historic Pier 70, LLC, which is a development entity formed by Orton Development, Inc. (ODI). A more detailed description of the Project is provided in Section IIA. The Port and ODI have executed a series of transaction documents, including a Lease Disposition and Development Agreement (LDDA) and Lease No. L-15814 to govern the construction and operation of the property over the 66-year lease term. This analysis reflects the terms of the governing agreements and the operating projections contained in the development pro forma submitted by ODI on March 27, 2015, which is the most recent available pro forma.

This analysis is an update of the fiscal and economic impact estimates contained in the “Fiscal Responsibility and Feasibility” report submitted by the Port for the Pier 70 – Historic Core Project, which was adopted by the Board of Supervisors in 2012.

1. ***Fiscal Benefits to the City of San Francisco.*** The rehabilitated buildings are anticipated to generate a significant annual net surplus to the City’s General Fund. On-going revenues to the City directly generated by the Project include new gross receipts taxes, sales taxes, property taxes in-lieu of motor vehicle license fees, utility user taxes, and other taxes. General Fund expenses generated by the Project will be comprised of police, fire, and emergency medical services. It is estimated that the net present value of the surplus over the Infrastructure Financing District (IFD) term to the City’s General Fund will total from \$5.1 million to \$8.0 million, depending on the magnitude of gross receipts tax to be generated by the Project’s tenants. On an annual basis, it is estimated that upon stabilization, the Project will generate an annual net General Fund Surplus of \$142,000 to \$273,000 per year.
2. ***Direct, Indirect, and Induced Economic Benefits to the City.*** It is estimated that the Project will create approximately 460 full-time jobs, with an average annual payroll of \$31 million and output of \$72 million. In addition to the direct benefits to be generated by the Project, the new businesses and employees will support other businesses in San Francisco and the region through expenditures on materials, retail goods, and services. Total direct,

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<sup>1</sup> Threshold Criteria 6,7, and 8 of the Guidelines, which relate to the share to tax increment allocated to the City and ERAF and ERAF’s excess share of tax increment are addressed in the Infrastructure Financing Plan for Pier 70 – Historic Core.

indirect, and induced impacts are anticipated to be 780 jobs with annual payroll of \$50 million and output of \$106 million. Project construction is expected to generate a total direct, indirect, and induced impact of 705 jobs, \$45 million of payroll, and \$115 million of output during the construction period.

3. ***Long-Term Project Operating and Maintenance Costs.*** The Project will generate an additional demand for police, fire, and emergency medical services from the City of San Francisco. Fire department costs are estimated to total \$2.9 million and police department costs are estimated to total \$900,000 over the term of the IFD. The Project will not generate any new maintenance costs to be borne by the City. The cost to operate and maintain Crane Cover Park is estimated at \$400,000 per year but 100% of these costs will be funded through a Maintenance Community Facilities District. The cost of maintaining the public plaza within the Historic Core leasehold will be privately funded by the tenant.
4. ***Debt Load to be Carried by the City or the Port.*** The public investment is \$24 million from the City through its Seismic Safety Loan program, which is funded via a general obligation bond, and \$1.5 million to be provided by the Port for Building 113 seismic improvements and \$3 million to be advanced by the Port for improvements to Building 102 to serve the BAE shipbuilding operation. The Port's contribution will be funded from available cash resources.

## **II. INTRODUCTION**

This report has been prepared to comply with Threshold Criteria 5 of the adopted and amended “Guidelines for the Establishment and Use of an Infrastructure Financing District (IFD) with Project Areas on Land under the Jurisdiction of the San Francisco Port Commission”. Pursuant to the Guidelines, the financing plan for each Port IFD must: 1) demonstrate that the Project will generate a net economic benefit; and 2) project the net fiscal impact to the City’s General Fund over the term of the IFD.

This report evaluates the anticipated performance of the proposed rehabilitation project of the 20<sup>th</sup> Street historic buildings on Pier 70 to be undertaken by Orton Development, Inc. (ODI) relative to these two criteria.

The Port and ODI have executed a series of transaction documents, including a Lease Disposition and Development Agreement (LDDA) and Lease No. L-15814 to govern the construction and operation of the property over the 66-year lease term. This analysis reflects the terms of the governing agreements and the operating projections contained in the development pro forma submitted by ODI on March 27, 2015, which is the most recent available pro forma.

### **Project Description**

The Project focuses on the rehabilitation and tenanting of eight historic structures on Pier 70. These buildings are in need of substantial investment. Several are “red-tagged” due to structural problems and unusable in their current state. Two are unreinforced masonry buildings. All need full system replacements to provide new electrical, fire safety, phone, data, water, sewer and gas utilities. The buildings need to be modernized to address current code requirements for structural stability, exiting, accessibility, and life safety. New roofs are required in most cases as well as remediation of asbestos, lead paint and other hazardous building conditions. A recent Port 10 year Capital Plan estimated that returning these buildings to their current use would cost \$109 million. Transferring this obligation to ODI and bringing these buildings back to productive use is the primary public, financial, and fiscal benefit of this project.

As detailed below, the buildings to be rehabilitated by ODI total 267,000 square feet. The Developer will return the buildings to profitable use while maintaining their historic fabric. As proposed, the Project will be occupied by a mix of light industrial, office, health care, and restaurant uses. Building 101 and 104, as former Bethlehem steel and Union Ironworks office buildings, will return to office use with the technological capabilities required for modern businesses. The former powerhouse (Building 102) will become a restaurant. The Union Ironworks Machine shop (Building 113) will be occupied by health care uses. Surrounding warehouses (Buildings 114/115/116 and Building 14) will return to industrial and educational use as food technology and artisanal production centers, mirroring the high-quality “maker” type

businesses currently thriving in the Dogpatch neighborhood. It is assumed that the tenant mix will be similar in nature to that occupying the neighboring American Industrial Center.

**Exhibit 1**

<b>Proposed Development Program Rehabilitation of 20th Street Historic Buildings at Pier 70</b>			
<b>Building</b>	<b>Land Use</b>	<b>Gross SF</b>	<b>Net SF</b>
Building 101	Office / Light Industrial	61,311	58,245
Building 102	Restaurant	11,266	10,703
Building 104	Office	45,759	43,471
Building 113	Healthcare	77,530	60,743
Building 114	Light Industrial	16,088	15,444
Building 115	Light Industrial	13,078	12,555
Building 116	Light Industrial	25,270	24,259
Building 14	Light Industrial	16,315	15,662
<b>Total</b>		<b>266,617</b>	<b>241,082</b>

### III. FINANCIAL BENEFITS

#### A. Fiscal Benefits to the General Fund of the City of San Francisco

##### 1. Net General Fund Fiscal Impacts

While the primary objective of the Project is to rehabilitate the historic buildings and make them a vibrant part of the surrounding community, the Project is also anticipated to generate a significant amount of annual net revenue to the General Fund of the City and County of San Francisco. As summarized below, it is estimated that in the first year of stabilization (FY 2018/19), the Project will generate approximately \$174,000 in a lower revenue scenario and \$304,000 in a higher revenue scenario, to the General Fund. The net present value of the General Fund surplus over the term of the IFD is estimated to range from \$5.1 million to \$8.04 million.

**Exhibit 2**

Estimated General Fund Revenue / Expenditure	Lower Revenue Scenario - Gross Receipts Tax Does Not Apply			Higher Revenue Scenario - Gross Receipts Tax Applies to All		
	During Construction FY 15 - FY 17	Post Construction FY 2018/19	Total IFD Term	During Construction FY 15 - FY 17	Post Construction FY 2018/19	Total IFD Term
<b>Revenues</b>						
Possessory Interest Tax						
Not Deposited in IFD	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	0	0	0	\$119,400	\$193,400	\$17,343,100
Sales Tax	\$78,300	\$68,300	\$6,156,700	\$78,300	\$68,300	\$6,156,700
Utility Users Tax	\$42,700	\$51,300	\$4,607,600	\$42,700	\$51,300	\$4,607,600
Prop. Tax In-Lieu of VLF	\$46,900	\$63,900	\$5,835,500	\$46,900	\$63,900	\$5,835,500
Business Registration Fee	\$48,900	\$58,100	\$5,225,400	\$21,000	\$24,900	\$2,239,500
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0
Other Taxes and Fees	\$114,500	\$22,800	\$2,144,200	\$114,500	\$22,800	\$2,144,200
<b>Total Revenues</b>	<b>\$331,300</b>	<b>\$264,400</b>	<b>\$23,969,400</b>	<b>\$422,800</b>	<b>\$424,600</b>	<b>\$38,326,600</b>
<b>Expenditures</b>						
Police	\$17,500	\$20,900	\$1,881,300	\$17,500	\$20,900	\$1,881,300
Fire and EMS	\$58,100	\$69,800	\$6,271,400	\$58,100	\$69,800	\$6,271,400
<b>Total Expenditures</b>	<b>\$75,600</b>	<b>\$90,700</b>	<b>\$8,152,700</b>	<b>\$75,600</b>	<b>\$90,700</b>	<b>\$8,152,700</b>
<b>Net General Fund Impact</b>						
<i>Nominal Dollars</i>	<b>\$256,000</b>	<b>\$174,000</b>	<b>\$15,817,000</b>	<b>\$347,000</b>	<b>\$334,000</b>	<b>\$30,174,000</b>
<b>\$2015 (3% discount)</b>	<b>\$234,000</b>	<b>\$159,000</b>	<b>\$7,392,000</b>	<b>\$318,000</b>	<b>\$306,000</b>	<b>\$13,929,000</b>
<b>NPV (7% discount)</b>	<b>\$209,000</b>	<b>\$142,000</b>	<b>\$5,117,000</b>	<b>\$283,000</b>	<b>\$273,000</b>	<b>\$8,041,000</b>

\* Parking tax; payroll tax; license, permit, and franchise fees; and fines, forfeitures, and penalties.

The greatest of the anticipated General Fund revenue sources is gross receipts taxes, which could potentially account for 45% of expected revenues. Since businesses generating less than

\$1 million of gross receipts are exempt from the tax and the exact nature of future Project businesses is not known, KMA has analyzed a lower revenue scenario in which the Project businesses are exempt from the gross receipts tax and a higher revenue scenario in which all businesses generate sufficient receipts to be subject to the tax.

The net revenues are made up of Project-generated gross receipts taxes, sales taxes, property taxes in-lieu of motor vehicle license fees, utility users taxes, business registration taxes, parking taxes, and other taxes less anticipated Project service costs attributed to Police, Fire and Emergency Medical Services, as further described below.

## **2. General Fund Revenues**

The Project is estimated to generate approximately \$264,000 to \$425,000 of General Fund revenues in the first stabilized year (FY 2018/19). Over the term of the IFD, General Fund revenues are estimated to total \$11 million to \$18 million, expressed in 2015 dollars. Gross receipts taxes (in the higher revenue scenario), followed by sales taxes, property tax in-lieu of motor vehicle license fees, utility users taxes, and business registration fees, are expected to be the leading categories of General Fund revenue to be generated by the Project. One hundred percent (100%) of General Fund property tax revenues will be dedicated to the Project's IFD, and will not be available to the General Fund until FY 2062/63.

- **Gross Receipts Tax Revenues** – In November 2012, San Francisco voters approved Proposition E instituting a gross receipts tax on businesses operating in the City and County and changing business registration fees. The gross receipts tax replaces the City and County's payroll tax, and phases in from 2014 to 2018.

Businesses generating less than \$1 million each year in gross receipts are exempt from the tax. Since exact information on the operations of businesses to occupy Pier 70 is not available at this time, KMA has estimated General Fund revenues under two scenarios. In the lower revenue scenario the Project businesses are exempt from the tax, and in the higher revenue scenario they are not.

The gross receipts tax is a share of total gross receipts. KMA estimates gross receipts of \$76 million at 100% occupancy based on the relationship between gross receipts and employees determined by the Minnesota IMPLAN Group for San Francisco County. The Minnesota IMPLAN Group produces economic flow models that track inputs and outputs within given geographic areas. KMA then adjusts estimated total gross receipts to reflect Project occupancy in each year of the projection, as outlined in Orton Development Inc.'s 20th Street Historic Buildings Pro Forma. Gross receipts are further adjusted by a 75% factor to reflect certain tax exclusions, such as for receipts generated outside San Francisco, and for bio-tech and clean-tech activities in the first years the tax is in place. The gross receipts phase-in rate is then applied, starting at 25% in 2015 and increasing to 100% in 2018. The gross receipts tax is calculated based on an estimated rate of 0.341% of gross receipts. Per the San

Francisco Business and Tax Regulations Code, Article 12-A-1: Gross Receipts Tax, the tax rate varies by business type and by the amount of gross receipts generated. The 0.341% rate is an average of the rates for business types that we believe are representative of those expected to occupy the Project (retail, wholesale, and services; manufacturing / transportation / warehousing, information, biotechnology, clean technology, and food services; private education / health, administrative, and miscellaneous; and financial / insurance, professional, scientific, and technical services). The average is taken at the most conservative tax rate tier, for gross receipts between \$1 million and \$2.5 million.

Gross receipts taxes are estimated to total \$7.9 million throughout the IFD term (expressed in uninflated dollars), with approximately \$193,000 of gross receipts taxes accruing to the General Fund in FY 2018/19.

- **Sales Tax Revenues** – Sales tax revenues will be generated from Project employee expenditures and restaurant sales. Employee expenditures have been estimated based on weekly urban worker spending in the vicinity of office employment centers as reported in ICSC’s 2012 report, “Office-Worker Retail Spending in a Digital Age.” Restaurant sales have been estimated using an assumed sales productivity level of \$500 per square foot of rentable area. Total employee food spending has been adjusted to eliminate overlap with the projection of gross restaurant sales. The City General Fund portion of sales tax is 1% of taxable sales. This is estimated to generate \$68,000 in FY 2018/19.
- **Property Tax In-Lieu of Motor Vehicle License Fees** – The Project is estimated to generate approximately \$64,000 of property taxes in-lieu of motor vehicle license fees for the General Fund in the first year of stabilization. In accordance with SB 1096 and data from the California State Controller’s Office, revenue from the Project is based on the marginal growth of assessed value.
- **Assessed Value, Tax Increment and Possessory Interest** – The property’s assessed value in FY 2015/16 is zero (\$0). Future assessed value has been estimated based on the capitalized value of the Project’s net operating income upon stabilization, as projected in the Developer’s pro forma. This approach to valuation is based on discussions with representatives of the County’s tax assessor’s office. Given that the property is publicly owned, the private tenant will be responsible for paying possessory interest tax on the property. Because the lease term is longer than 35 years, it has been assumed that the leasehold interest will be valued as equivalent to fee interest for purposes of determining the possessory interest tax obligation. Based on this approach, it is estimated that the property’s assessed value will approximate \$80 million in FY 2019/20 and increase thereafter at the Prop. 13 statutory rate of 2% per year. It is assumed that 100% of the General Fund’s and ERAF’s share of annual possessory interest (tax increment) will be allocated to the IFD for the entire term of the IFD. Table 2a.



- **Utility Users Tax Revenues** – The City and County of San Francisco imposes a 7.5% tax on charges for certain utilities services. These include non-residential telephone, electricity, natural gas, steam, and water services, and both residential and non-residential cellular telephone services. For purposes of this analysis, the utility user's tax has been estimated based on City and County of San Francisco budget factors for FY 2015/16. The budget factors have been calculated on a per employee basis for electricity, natural gas, steam, and water taxes, and on a per service population basis for telephone services. It is estimated that utility users taxes will generate \$51,000 in the first year of stabilization.
  
- **Business Registration Fee Revenues** – Per the San Francisco Business and Tax Regulations Code, Article 12: Business Registration, the fee per business is charged by tier based on the level of gross receipts generated. The number of businesses in the Project is calculated using the number of employees per business at the American Industrial Center, which has a similar tenant mix to that proposed by Orton Development Inc. The American Industrial Center is adjacent to the Project and includes 800,000 square feet of a mix of office and light industrial uses. Dun and Bradstreet data indicate that this complex houses approximately 200 businesses with 1,200 employees, or 6 employees per business. Business registration fees are expected to total \$25,000 to \$58,000 in FY 2018/19.
  
- **Property Transfer Tax Revenues** – The assessor's office is currently in the process of determining the transfer tax obligation resulting from the execution of the lease. A future sale of the leasehold interest would also generate property transfer tax revenue. Transfer tax revenues have not been included in this analysis given that the obligation has not yet been established.
  
- **Other Tax Revenues** – The San Francisco City and County General Fund receives a 20% share of the 25% parking tax paid on parking fees per San Francisco Business and Tax Regulations Code Article 9: Tax on Occupancy of Parking in Parking Stations, and 2007's Proposition A. Monthly fees per parking space are estimated at \$100 for 285 parking spaces. Business and Tax Regulations Code Article 12-A: Payroll Expense Tax specifies that the payroll tax is based on business payroll generated in San Francisco and will be phased out by 2018 as the gross receipts tax is phased in. Licenses, permits, and franchise fees, and fines, forfeitures, and penalties are estimated based on an extrapolation of the current per service population amount generated by San Francisco's residents and employment base.
  
- **Escalation** – Gross receipts, employee spending and restaurant sales, utility user spending, parking fees, payroll, licenses, permits, and franchise fees, and fines, forfeitures, and penalties are estimated to increase at an annual rate of 3% per year. The San Francisco Business and Tax Regulations Code specifies that business registration fees are to be adjusted annually according to the increase in the Consumer Price Index for All Urban Consumers in San Francisco / Oakland / San Jose, and this is estimated to be a 3% annual

increase as well. Assessed property values for the purposes of estimating property taxes in lieu of motor vehicle license fees are based on IFD assessed value projections. Assessed values are limited to a maximum increase of 2% per year under Proposition 13.

- ***Inflation Adjustments and Net Present Value*** – In order to measure the revenue projection on a comparable basis across revenue sources, each annual revenue estimate has been converted to 2015 dollars based on a discount rate of 3% per year. To account for the impact of time, net revenues have also been discounted at a rate of 7%.
- ***Employment and Service Population*** – The number of jobs in the Project is estimated based on an average density of two employees per 1,000 square feet. For purposes of estimating Project service population, the analysis assumes that an employee is equivalent to approximately one third of a resident in terms of revenue and expenditure generation. Employment and service population are calculated on Appendix Table A-2.

### ***3. General Fund Expenditures***

In the first stabilized year, the Project is estimated to generate \$70,000 of Fire and EMS costs that will impact the City and County General Fund. The Project is also anticipated to generate Police service costs of \$21,000 per year. The cost of maintaining the Project's open space will be funded by the tenant. The cost to operate and maintain Crane Cove Park is estimated to total \$400,000 per year, but this cost will be funded through the establishment of a Maintenance Community Facilities District, which is funded by private tenants. The General Fund will not be responsible for funding the operation/maintenance of Crane Cove Park or public spaces within the Project.

Fire and EMS, and Police expenditures have been estimated from factors based on the cost and service population analysis contained in Economic & Planning Systems, Inc.'s Findings of Fiscal Responsibility and Feasibility - Pier 70 Waterfront Site and Illinois Street Parcel Report from May 21, 2013.

- ***Fire and EMS Expenditures*** – According to the EPS report, the allocation of costs for the new Public Safety Building in Mission Bay (Station 4) to the Pier 70 Waterfront and Illinois Street parcels is \$2.4 million per year. Based on the service population estimated from the EPS analysis, KMA's analysis uses a factor of \$394 per unit of service population to calculate Fire and EMS costs.
- ***Police Expenditures*** – The factor for Police expenditures is \$118 per unit of service population, based on the cost of one patrol unit needed to serve the Pier 70 Waterfront and Illinois Street parcels in EPS's report.

- **Public Open Space** – The Project's tenant will be responsible for maintaining the Project's open space. Crane Cove Park will be maintained through the establishment of a Maintenance CFD to be funded by private tenants.
- **Employment and Service Population** – As for the Project revenue estimates, the number of jobs is estimated based on two employees per 1,000 square feet, and the service population assumes one employee is equivalent to one third of a resident.

## B. Economic Benefits to the City and County of San Francisco

It is estimated that the Project will create approximately 460 direct full-time jobs, with an average annual payroll of \$31 million and output of \$72 million, on an on-going basis once it is complete. In addition to the direct benefits, the new businesses and the employees will support other businesses in San Francisco and the region through expenditures on materials, retail goods, and services. Including these indirect and induced economic impacts, the Project is anticipated to result in a total of 780 jobs, \$50 million of annual payroll, and \$106 million of output city- and county-wide.

The construction of the Project is estimated to create 471 direct jobs, \$32 million of direct payroll, and \$79 million of direct output over the 3-year period during which building takes place. Total direct, indirect, and induced construction period impacts are expected to be approximately 707 jobs, \$45 million of payroll, and \$115 million of output.

Direct jobs are calculated based on project size, occupancy, and a density of 2 employees per 1,000 square feet. Direct payroll combines employment with the average Employment Development Department wages for occupations likely to be represented in the Project. Annual direct output is based on the relationship between jobs and output in San Francisco County according to the Minnesota IMPLAN Group.

Indirect and induced employment impacts are estimated using IMPLAN multipliers for San Francisco County which have been developed by the Minnesota IMPLAN Group. IMPLAN multipliers are applied to estimated direct economic impacts to arrive at the total direct, indirect, and induced impacts to be produced by the Project.

### Exhibit 3

Economic Benefits to the City and County of San Francisco	On-Going			Construction Period		
	Jobs	Payroll (\$M)	Output (\$M)	Jobs	Payroll (\$M)	Output (\$M)
Direct	458	\$31.4	\$71.8	471	\$31.6	\$79.0
Indirect and Induced	321	\$19.0	\$34.7	236	\$13.4	\$36.4
<b>Total Direct, Indirect, and Induced</b>	<b>779</b>	<b>\$50.4</b>	<b>\$106.5</b>	<b>707</b>	<b>\$45.0</b>	<b>\$115.4</b>

**Table 1**  
**Recurring City General Fund Revenues and Expenditures**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 4, 2015**

Revenue / Expenditure	\$2015 <sup>4</sup>	Total IFD Term	FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27
<b>General Fund Revenues <sup>1</sup></b>														
Property Tax Not Deposited to IFD	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$2,775,600	\$5,835,500	\$0	\$4,300	\$42,600	\$63,900	\$85,200	\$86,900	\$88,700	\$90,500	\$92,300	\$94,100	\$96,000	\$97,900
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax	\$2,822,800	\$6,156,700	\$0	\$14,700	\$63,600	\$68,300	\$70,300	\$72,400	\$74,600	\$76,800	\$79,100	\$81,500	\$84,000	\$86,500
Parking Tax	\$735,400	\$1,602,400	\$0	\$4,400	\$17,200	\$17,800	\$18,300	\$18,800	\$19,400	\$20,000	\$20,600	\$21,200	\$21,800	\$22,500
Payroll Tax	\$83,900	\$88,600	\$0	\$13,700	\$74,900	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	\$7,901,000	\$17,343,100	\$0	\$6,900	\$112,500	\$193,400	\$199,200	\$205,200	\$211,400	\$217,700	\$224,200	\$231,000	\$237,900	\$245,000
Business Registration Fee	\$0	\$0												
If Gr Receipts < \$1 M	\$2,387,000	\$5,225,400	\$0	\$4,300	\$44,600	\$58,100	\$59,900	\$61,700	\$63,500	\$65,400	\$67,400	\$69,400	\$71,500	\$73,600
If Gr Receipts > \$1 M	\$1,023,000	\$2,239,500	\$0	\$1,900	\$19,100	\$24,900	\$25,700	\$26,400	\$27,200	\$28,000	\$28,900	\$29,700	\$30,600	\$31,600
Utility Users Tax	\$2,104,500	\$4,607,600	\$0	\$3,600	\$39,100	\$51,300	\$52,800	\$54,400	\$56,000	\$57,700	\$59,400	\$61,200	\$63,000	\$64,900
License, Permit, Franchise Fees	\$177,200	\$387,900	\$0	\$300	\$3,300	\$4,300	\$4,400	\$4,600	\$4,700	\$4,900	\$5,000	\$5,200	\$5,300	\$5,500
Fines, Forfeitures, Penalties	\$29,800	\$65,300	\$0	\$100	\$600	\$700	\$700	\$800	\$800	\$800	\$800	\$900	\$900	\$900
	\$0	\$0												
<b>Total If Avg Gr Receipts &lt; \$1 M</b>	<b>\$11,116,200</b>	<b>\$23,969,400</b>	<b>\$0</b>	<b>\$45,400</b>	<b>\$285,900</b>	<b>\$264,400</b>	<b>\$291,600</b>	<b>\$299,600</b>	<b>\$307,700</b>	<b>\$316,100</b>	<b>\$324,600</b>	<b>\$333,500</b>	<b>\$342,500</b>	<b>\$351,800</b>
<b>Total If Avg Gr Receipts &gt; \$1 M</b>	<b>\$17,653,200</b>	<b>\$38,326,600</b>	<b>\$0</b>	<b>\$49,900</b>	<b>\$372,900</b>	<b>\$424,600</b>	<b>\$456,600</b>	<b>\$469,500</b>	<b>\$482,800</b>	<b>\$496,400</b>	<b>\$510,300</b>	<b>\$524,800</b>	<b>\$539,500</b>	<b>\$554,800</b>
<b>General Fund Expenditures <sup>2</sup></b>														
Police	\$859,300	\$1,881,300	\$0	\$1,500	\$16,000	\$20,900	\$21,600	\$22,200	\$22,900	\$23,600	\$24,300	\$25,000	\$25,700	\$26,500
Fire and EMS	\$2,864,400	\$6,271,400	\$0	\$4,900	\$53,200	\$69,800	\$71,900	\$74,000	\$76,200	\$78,500	\$80,900	\$83,300	\$85,800	\$88,400
Portion of Crane Cove Park	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$0	\$0												
<b>Total General Fund Expend.</b>	<b>\$3,723,800</b>	<b>\$8,152,700</b>	<b>\$0</b>	<b>\$6,400</b>	<b>\$69,200</b>	<b>\$90,700</b>	<b>\$93,500</b>	<b>\$96,200</b>	<b>\$99,100</b>	<b>\$102,100</b>	<b>\$105,200</b>	<b>\$108,300</b>	<b>\$111,500</b>	<b>\$114,900</b>
<b>Net General Fund Impact</b>														
<b>If Average Gr Receipts &lt; \$1 M</b>	<b>\$7,392,400</b>	<b>\$15,816,700</b>	<b>\$0</b>	<b>\$39,000</b>	<b>\$216,700</b>	<b>\$173,700</b>	<b>\$198,100</b>	<b>\$203,400</b>	<b>\$208,600</b>	<b>\$214,000</b>	<b>\$219,400</b>	<b>\$225,200</b>	<b>\$231,000</b>	<b>\$236,900</b>
<b>If Average Gr Receipts &gt; \$1 M</b>	<b>\$13,929,400</b>	<b>\$30,173,900</b>	<b>\$0</b>	<b>\$43,500</b>	<b>\$303,700</b>	<b>\$333,900</b>	<b>\$363,100</b>	<b>\$373,300</b>	<b>\$383,700</b>	<b>\$394,300</b>	<b>\$405,100</b>	<b>\$416,500</b>	<b>\$428,000</b>	<b>\$439,900</b>

<sup>1</sup> Table 4a.

<sup>2</sup> Table 6. Police and Fire protection services are the project's major service impacts. The project's public plaza will be privately maintained by the lessee. Crane Cove Park will be maintained through a CFD maintenance district. The project is not creating any new public infrastructure that is to be maintained by the General Fund. It is assumed that City service costs including Community Health, Human Welfare, and Culture and Recreation services are generated by residents and do not apply to the project.

<sup>4</sup> Discounted at 3%.

**Table 1**  
**Recurring City General Fund Revenues and Expenditures**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue / Expenditure	\$2015 <sup>4</sup>	Total IFD Term	FY 27/28	FY 28/29	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39
<b>General Fund Revenues <sup>1</sup></b>														
Property Tax Not Deposited to IFD	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$2,775,600	\$5,835,500	\$99,900	\$101,900	\$103,900	\$106,000	\$108,100	\$110,300	\$112,500	\$114,700	\$117,000	\$119,400	\$121,700	\$124,200
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax	\$2,822,800	\$6,156,700	\$89,100	\$91,700	\$94,500	\$97,300	\$100,200	\$103,200	\$106,300	\$109,500	\$112,800	\$116,200	\$119,700	\$123,300
Parking Tax	\$735,400	\$1,602,400	\$23,200	\$23,900	\$24,600	\$25,300	\$26,100	\$26,900	\$27,700	\$28,500	\$29,300	\$30,200	\$31,100	\$32,100
Payroll Tax	\$83,900	\$88,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	\$7,901,000	\$17,343,100	\$252,400	\$259,900	\$267,700	\$275,800	\$284,000	\$292,600	\$301,300	\$310,400	\$319,700	\$329,300	\$339,200	\$349,300
Business Registration Fee	\$0	\$0												
If Gr Receipts < \$1 M	\$2,387,000	\$5,225,400	\$75,900	\$78,100	\$80,500	\$82,900	\$85,400	\$87,900	\$90,600	\$93,300	\$96,100	\$99,000	\$101,900	\$105,000
If Gr Receipts > \$1 M	\$1,023,000	\$2,239,500	\$32,500	\$33,500	\$34,500	\$35,500	\$36,600	\$37,700	\$38,800	\$40,000	\$41,200	\$42,400	\$43,700	\$45,000
Utility Users Tax	\$2,104,500	\$4,607,600	\$66,900	\$68,900	\$71,000	\$73,100	\$75,300	\$77,500	\$79,900	\$82,300	\$84,700	\$87,300	\$89,900	\$92,600
License, Permit, Franchise Fees	\$177,200	\$387,900	\$5,600	\$5,800	\$6,000	\$6,200	\$6,300	\$6,500	\$6,700	\$6,900	\$7,100	\$7,300	\$7,600	\$7,800
Fines, Forfeitures, Penalties	\$29,800	\$65,300	\$900	\$1,000	\$1,000	\$1,000	\$1,100	\$1,100	\$1,100	\$1,200	\$1,200	\$1,200	\$1,300	\$1,300
	\$0	\$0												
<b>Total If Avg Gr Receipts &lt; \$1 M</b>	<b>\$11,116,200</b>	<b>\$23,969,400</b>	<b>\$361,500</b>	<b>\$371,300</b>	<b>\$381,500</b>	<b>\$391,800</b>	<b>\$402,500</b>	<b>\$413,400</b>	<b>\$424,800</b>	<b>\$436,400</b>	<b>\$448,200</b>	<b>\$460,600</b>	<b>\$473,200</b>	<b>\$486,300</b>
<b>Total If Avg Gr Receipts &gt; \$1 M</b>	<b>\$17,653,200</b>	<b>\$38,326,600</b>	<b>\$570,500</b>	<b>\$586,600</b>	<b>\$603,200</b>	<b>\$620,200</b>	<b>\$637,700</b>	<b>\$655,800</b>	<b>\$674,300</b>	<b>\$693,500</b>	<b>\$713,000</b>	<b>\$733,300</b>	<b>\$754,200</b>	<b>\$775,600</b>
<b>General Fund Expenditures <sup>2</sup></b>														
Police	\$859,300	\$1,881,300	\$27,300	\$28,100	\$29,000	\$29,800	\$30,700	\$31,700	\$32,600	\$33,600	\$34,600	\$35,600	\$36,700	\$37,800
Fire and EMS	\$2,864,400	\$6,271,400	\$91,000	\$93,800	\$96,600	\$99,500	\$102,500	\$105,500	\$108,700	\$112,000	\$115,300	\$118,800	\$122,400	\$126,000
Portion of Crane Cove Park	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$0	\$0												
<b>Total General Fund Expend.</b>	<b>\$3,723,800</b>	<b>\$8,152,700</b>	<b>\$118,300</b>	<b>\$121,900</b>	<b>\$125,600</b>	<b>\$129,300</b>	<b>\$133,200</b>	<b>\$137,200</b>	<b>\$141,300</b>	<b>\$145,600</b>	<b>\$149,900</b>	<b>\$154,400</b>	<b>\$159,100</b>	<b>\$163,800</b>
<b>Net General Fund Impact</b>														
<b>If Average Gr Receipts &lt; \$1 M</b>	<b>\$7,392,400</b>	<b>\$15,816,700</b>	<b>\$243,200</b>	<b>\$249,400</b>	<b>\$255,900</b>	<b>\$262,500</b>	<b>\$269,300</b>	<b>\$276,200</b>	<b>\$283,500</b>	<b>\$290,800</b>	<b>\$298,300</b>	<b>\$306,200</b>	<b>\$314,100</b>	<b>\$322,500</b>
<b>If Average Gr Receipts &gt; \$1 M</b>	<b>\$13,929,400</b>	<b>\$30,173,900</b>	<b>\$452,200</b>	<b>\$464,700</b>	<b>\$477,600</b>	<b>\$490,900</b>	<b>\$504,500</b>	<b>\$518,600</b>	<b>\$533,000</b>	<b>\$547,900</b>	<b>\$563,100</b>	<b>\$578,900</b>	<b>\$595,100</b>	<b>\$611,800</b>

<sup>1</sup> Table 4a.

<sup>2</sup> Table 6. Police and Fire protection services are the project's major service impacts. The project's public plaza will be privately maintained by the lessee. Crane Cove Park will be maintained through a CFD maintenance district. The project is not creating any new public infrastructure that is to be maintained by the General Fund. It is assumed that City service costs including Community Health, Human Welfare, and Culture and Recreation services are generated by residents and do not apply to the project.

<sup>4</sup> Discounted at 3%.

**Table 1**  
**Recurring City General Fund Revenues and Expenditures**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue / Expenditure	\$2015 <sup>4</sup>	Total IFD Term	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51
<b>General Fund Revenues <sup>1</sup></b>														
Property Tax Not Deposited to IFD	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$2,775,600	\$5,835,500	\$126,700	\$129,200	\$131,800	\$134,400	\$137,100	\$139,800	\$142,600	\$145,500	\$148,400	\$151,400	\$154,400	\$157,500
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax	\$2,822,800	\$6,156,700	\$127,000	\$130,800	\$134,700	\$138,800	\$142,900	\$147,200	\$151,600	\$156,200	\$160,900	\$165,700	\$170,700	\$175,800
Parking Tax	\$735,400	\$1,602,400	\$33,000	\$34,000	\$35,000	\$36,100	\$37,200	\$38,300	\$39,400	\$40,600	\$41,800	\$43,100	\$44,400	\$45,700
Payroll Tax	\$83,900	\$88,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	\$7,901,000	\$17,343,100	\$359,800	\$370,600	\$381,700	\$393,200	\$405,000	\$417,100	\$429,600	\$442,500	\$455,800	\$469,500	\$483,600	\$498,100
Business Registration Fee	\$0	\$0												
If Gr Receipts < \$1 M	\$2,387,000	\$5,225,400	\$108,100	\$111,400	\$114,700	\$118,200	\$121,700	\$125,400	\$129,100	\$133,000	\$137,000	\$141,100	\$145,300	\$149,700
If Gr Receipts > \$1 M	\$1,023,000	\$2,239,500	\$46,300	\$47,700	\$49,200	\$50,600	\$52,200	\$53,700	\$55,300	\$57,000	\$58,700	\$60,500	\$62,300	\$64,200
Utility Users Tax	\$2,104,500	\$4,607,600	\$95,400	\$98,200	\$101,200	\$104,200	\$107,300	\$110,600	\$113,900	\$117,300	\$120,800	\$124,400	\$128,200	\$132,000
License, Permit, Franchise Fees	\$177,200	\$387,900	\$8,000	\$8,300	\$8,500	\$8,800	\$9,000	\$9,300	\$9,600	\$9,900	\$10,200	\$10,500	\$10,800	\$11,100
Fines, Forfeitures, Penalties	\$29,800	\$65,300	\$1,400	\$1,400	\$1,400	\$1,500	\$1,500	\$1,600	\$1,600	\$1,700	\$1,700	\$1,800	\$1,800	\$1,900
	\$0	\$0												
<b>Total If Avg Gr Receipts &lt; \$1 M</b>	<b>\$11,116,200</b>	<b>\$23,969,400</b>	<b>\$499,600</b>	<b>\$513,300</b>	<b>\$527,300</b>	<b>\$542,000</b>	<b>\$556,700</b>	<b>\$572,200</b>	<b>\$587,800</b>	<b>\$604,200</b>	<b>\$620,800</b>	<b>\$638,000</b>	<b>\$655,600</b>	<b>\$673,700</b>
<b>Total If Avg Gr Receipts &gt; \$1 M</b>	<b>\$17,653,200</b>	<b>\$38,326,600</b>	<b>\$797,600</b>	<b>\$820,200</b>	<b>\$843,500</b>	<b>\$867,600</b>	<b>\$892,200</b>	<b>\$917,600</b>	<b>\$943,600</b>	<b>\$970,700</b>	<b>\$998,300</b>	<b>\$1,026,900</b>	<b>\$1,056,200</b>	<b>\$1,086,300</b>
<b>General Fund Expenditures <sup>2</sup></b>														
Police	\$859,300	\$1,881,300	\$38,900	\$40,100	\$41,300	\$42,600	\$43,800	\$45,100	\$46,500	\$47,900	\$49,300	\$50,800	\$52,300	\$53,900
Fire and EMS	\$2,864,400	\$6,271,400	\$129,800	\$133,700	\$137,700	\$141,800	\$146,100	\$150,500	\$155,000	\$159,600	\$164,400	\$169,400	\$174,400	\$179,700
Portion of Crane Cove Park	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$0	\$0												
<b>Total General Fund Expend.</b>	<b>\$3,723,800</b>	<b>\$8,152,700</b>	<b>\$168,700</b>	<b>\$173,800</b>	<b>\$179,000</b>	<b>\$184,400</b>	<b>\$189,900</b>	<b>\$195,600</b>	<b>\$201,500</b>	<b>\$207,500</b>	<b>\$213,700</b>	<b>\$220,200</b>	<b>\$226,700</b>	<b>\$233,600</b>
<b>Net General Fund Impact</b>														
<b>If Average Gr Receipts &lt; \$1 M</b>	<b>\$7,392,400</b>	<b>\$15,816,700</b>	<b>\$330,900</b>	<b>\$339,500</b>	<b>\$348,300</b>	<b>\$357,600</b>	<b>\$366,800</b>	<b>\$376,600</b>	<b>\$386,300</b>	<b>\$396,700</b>	<b>\$407,100</b>	<b>\$417,800</b>	<b>\$428,900</b>	<b>\$440,100</b>
<b>If Average Gr Receipts &gt; \$1 M</b>	<b>\$13,929,400</b>	<b>\$30,173,900</b>	<b>\$628,900</b>	<b>\$646,400</b>	<b>\$664,500</b>	<b>\$683,200</b>	<b>\$702,300</b>	<b>\$722,000</b>	<b>\$742,100</b>	<b>\$763,200</b>	<b>\$784,600</b>	<b>\$806,700</b>	<b>\$829,500</b>	<b>\$852,700</b>

<sup>1</sup> Table 4a.

<sup>2</sup> Table 6. Police and Fire protection services are the project's major service impacts. The project's public plaza will be privately maintained by the lessee. Crane Cove Park will be maintained through a CFD maintenance district. The project is not creating any new public infrastructure that is to be maintained by the General Fund. It is assumed that City service costs including Community Health, Human Welfare, and Culture and Recreation services are generated by residents and do not apply to the project.

<sup>4</sup> Discounted at 3%.

**Table 1**  
**Recurring City General Fund Revenues and Expenditures**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue / Expenditure	\$2015 <sup>4</sup>	Total IFD Term	FY 51/52	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61	FY 61/62
<b>General Fund Revenues <sup>1</sup></b>													
Property Tax Not Deposited to IFD	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$2,775,600	\$5,835,500	\$160,600	\$163,800	\$167,100	\$170,500	\$173,900	\$177,400	\$180,900	\$184,500	\$188,200	\$192,000	\$195,800
Property Transfer Tax	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax	\$2,822,800	\$6,156,700	\$181,000	\$186,500	\$192,100	\$197,800	\$203,800	\$209,900	\$216,200	\$222,700	\$229,300	\$236,200	\$243,300
Parking Tax	\$735,400	\$1,602,400	\$47,100	\$48,500	\$49,900	\$51,400	\$53,000	\$54,600	\$56,200	\$57,900	\$59,600	\$61,400	\$63,300
Payroll Tax	\$83,900	\$88,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax	\$7,901,000	\$17,343,100	\$513,000	\$528,400	\$544,300	\$560,600	\$577,400	\$594,700	\$612,600	\$630,900	\$649,900	\$669,400	\$689,400
Business Registration Fee	\$0	\$0											
If Gr Receipts < \$1 M	\$2,387,000	\$5,225,400	\$154,200	\$158,800	\$163,600	\$168,500	\$173,500	\$178,700	\$184,100	\$189,600	\$195,300	\$201,200	\$207,200
If Gr Receipts > \$1 M	\$1,023,000	\$2,239,500	\$66,100	\$68,100	\$70,100	\$72,200	\$74,400	\$76,600	\$78,900	\$81,300	\$83,700	\$86,200	\$88,800
Utility Users Tax	\$2,104,500	\$4,607,600	\$136,000	\$140,000	\$144,200	\$148,600	\$153,000	\$157,600	\$162,400	\$167,200	\$172,200	\$177,400	\$182,700
License, Permit, Franchise Fees	\$177,200	\$387,900	\$11,400	\$11,800	\$12,100	\$12,500	\$12,900	\$13,300	\$13,700	\$14,100	\$14,500	\$14,900	\$15,400
Fines, Forfeitures, Penalties	\$29,800	\$65,300	\$1,900	\$2,000	\$2,000	\$2,100	\$2,200	\$2,200	\$2,300	\$2,400	\$2,400	\$2,500	\$2,600
	\$0	\$0											
<b>Total If Avg Gr Receipts &lt; \$1 M</b>	<b>\$11,116,200</b>	<b>\$23,969,400</b>	<b>\$692,200</b>	<b>\$711,400</b>	<b>\$731,000</b>	<b>\$751,400</b>	<b>\$772,300</b>	<b>\$793,700</b>	<b>\$815,800</b>	<b>\$838,400</b>	<b>\$861,500</b>	<b>\$885,600</b>	<b>\$910,300</b>
<b>Total If Avg Gr Receipts &gt; \$1 M</b>	<b>\$17,653,200</b>	<b>\$38,326,600</b>	<b>\$1,117,100</b>	<b>\$1,149,100</b>	<b>\$1,181,800</b>	<b>\$1,215,700</b>	<b>\$1,250,600</b>	<b>\$1,286,300</b>	<b>\$1,323,200</b>	<b>\$1,361,000</b>	<b>\$1,399,800</b>	<b>\$1,440,000</b>	<b>\$1,481,300</b>
<b>General Fund Expenditures <sup>2</sup></b>													
Police	\$859,300	\$1,881,300	\$55,500	\$57,200	\$58,900	\$60,700	\$62,500	\$64,400	\$66,300	\$68,300	\$70,300	\$72,400	\$74,600
Fire and EMS	\$2,864,400	\$6,271,400	\$185,100	\$190,600	\$196,300	\$202,200	\$208,300	\$214,600	\$221,000	\$227,600	\$234,400	\$241,500	\$248,700
Portion of Crane Cove Park	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$0	\$0											
<b>Total General Fund Expend.</b>	<b>\$3,723,800</b>	<b>\$8,152,700</b>	<b>\$240,600</b>	<b>\$247,800</b>	<b>\$255,200</b>	<b>\$262,900</b>	<b>\$270,800</b>	<b>\$279,000</b>	<b>\$287,300</b>	<b>\$295,900</b>	<b>\$304,700</b>	<b>\$313,900</b>	<b>\$323,300</b>
<b>Net General Fund Impact</b>													
<b>If Average Gr Receipts &lt; \$1 M</b>	<b>\$7,392,400</b>	<b>\$15,816,700</b>	<b>\$451,600</b>	<b>\$463,600</b>	<b>\$475,800</b>	<b>\$488,500</b>	<b>\$501,500</b>	<b>\$514,700</b>	<b>\$528,500</b>	<b>\$542,500</b>	<b>\$556,800</b>	<b>\$571,700</b>	<b>\$587,000</b>
<b>If Average Gr Receipts &gt; \$1 M</b>	<b>\$13,929,400</b>	<b>\$30,173,900</b>	<b>\$876,500</b>	<b>\$901,300</b>	<b>\$926,600</b>	<b>\$952,800</b>	<b>\$979,800</b>	<b>\$1,007,300</b>	<b>\$1,035,900</b>	<b>\$1,065,100</b>	<b>\$1,095,100</b>	<b>\$1,126,100</b>	<b>\$1,158,000</b>

<sup>1</sup> Table 4a.

<sup>2</sup> Table 6. Police and Fire protection services are the project's major service impacts. The project's public plaza will be privately maintained by the lessee. Crane Cove Park will be maintained through a CFD maintenance district. The project is not creating any new public infrastructure that is to be maintained by the General Fund. It is assumed that City service costs including Community Health, Human Welfare, and Culture and Recreation services are generated by residents and do not apply to the project.

<sup>4</sup> Discounted at 3%.

**Table 2**  
**Development Program and Employment Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 4, 2015**

Source: 20th Street Historic Bldgs Proforma 03/27/15 (Orton Development Inc.)

Project Program	Land Use	Building Size		Taxable Net SF		% Occupancy <sup>1</sup>				Occupied Net Square Feet			
		Gross SF	Net SF	%	SF	FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 15/16	FY 16/17	FY 17/18	FY 18/19
Building 101	Office / Light Industrial	61,311	58,245	100.0%	58,245	0%	25%	70%	95%	0	14,561	40,772	55,333
Building 102	Restaurant	11,266	10,703	100.0%	10,703	0%	25%	95%	95%	0	2,676	10,168	10,168
Building 104	Office - Non Profit	45,759	43,471	100.0%	43,471	0%	0%	75%	95%	0	0	32,603	41,297
Building 113	Healthcare - Non Profit	77,530	60,743	100.0%	60,743	0%	0%	75%	95%	0	0	45,557	57,706
Building 114	Light Industrial	16,088	15,444	100.0%	15,444	0%	0%	75%	95%	0	0	11,583	14,672
Building 115	Light Industrial	13,078	12,555	100.0%	12,555	0%	0%	75%	95%	0	0	9,416	11,927
Building 116	Light Industrial	25,270	24,259	100.0%	24,259	0%	0%	75%	95%	0	0	18,194	23,046
Building 14	Light Industrial - Non Profit	16,315	15,662	100.0%	15,662	0%	0%	75%	95%	0	0	11,747	14,879
		266,617	241,082	100.0%	241,082					0	17,237	180,040	229,028
Piazza / Parking / Site Parking Spaces (ODI = 75; Port = 210)			285							-	75	210	0
<b>Cumulative Employment</b>										<b>FY 15/16</b>	<b>FY 16/17</b>	<b>FY 17/18</b>	<b>FY 18/19</b>
Employees / Jobs		2.00 per 1,000 net sf								-	34	360	458
Service Population		0.33 per employee								-	11	120	153

<sup>1</sup> Based on ODI proforma; KMA adjusted to match construction completion to fiscal years.



**Table 3**  
**Revenue Assumptions**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 04, 2015**

**Global Escalation Assumptions**

Assessed Value Annual Growth	2%
Other Revenues Annual Growth	3%

**2015 City/County Service Population Estimate for Averages**

Resident Population <sup>1</sup>	845,602
Employment Base <sup>2</sup>	613,200
Service Population <sup>3</sup>	1,050,002

**City and County General Fund**

**Possessory Interest Tax <sup>4</sup>** 0% share remaining after IFD

**Property Tax in Lieu of VLF <sup>5</sup>**

Property Tax Based Revenue 2004-05 <sup>6</sup>	\$109,881,177
2004-05 City of San Francisco Gross Assessed Value <sup>6</sup>	\$103,076,295,556
Property Tax in Lieu of VLF per \$1,000 in AV Growth	\$1.07

**Property Transfer Tax**

Year of Sale <sup>7</sup>	9
Sale Value in Year of Sale <sup>7</sup>	\$87,000,000
Tax Rate per \$500 of value <sup>8</sup>	\$12.50

**Sales Tax**

Sales Tax Rate <sup>9</sup>	1.00%
Employee Spending	
Potential Non-Restaurant Weekly Spending <sup>10</sup>	\$45.52
Weeks at Work per Year <sup>11</sup>	50
Potential Annual Non-Restaurant Spending	\$2,276
San Francisco Capture <sup>11</sup>	100%
Potential Annual Non-Restaurant Spending per Employee	\$2,276
Potential Restaurant Weekly Spending <sup>10</sup>	\$26.29
Weeks at Work per Year <sup>11</sup>	50
Potential Annual Restaurant Spending	\$1,315
San Francisco Capture <sup>11</sup>	100.00%
Employee Spending at Project Restaurant <sup>11</sup>	80%
Potential Annual Non-Project Rest. Spending per Employee	\$263
Taxable Sales by Project Restaurant	
Rentable Square Feet	10,703
Sales per Rentable SF <sup>11</sup>	\$500

**Table 3**  
**Revenue Assumptions**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 04, 2015**

**City and County General Fund (continued)**

**Parking Tax**

Revenue per Space per Month <sup>7</sup>	\$100
Parking Occupancy Rate <sup>7</sup>	95%
San Francisco Parking Tax Rate <sup>12</sup>	25%
Parking Tax Revenue Allocation to General Fund <sup>13</sup>	20%

**Payroll Expense and Gross Receipts Tax <sup>14</sup>**

**Eligibility**

Project Rentable Square Feet <sup>15</sup>	241,082
Project Occupied Rentable Square Feet at 5% Vacancy	229,028
Average Number of Employees per Business <sup>16</sup>	6
Employees per 1,000 Square Feet	2
Square Foot per Business	3,000
Occupied Businesses in Project	76
Estimated Total Project Payroll at 95% Occupancy <sup>17</sup>	\$31,406,000
Estimated Total Project Payroll at 100% Occupancy <sup>18</sup>	\$33,058,947
Payroll > \$260,000 per Business for Payroll Tax <sup>19</sup>	\$411,382 (eligible)
Estimated Total Project Gross Receipts at 95% Occupancy <sup>17</sup>	\$71,789,000
Estimated Total Project Gross Receipts at 100% Occupancy <sup>18</sup>	\$75,567,368
Gross Receipts > \$1,000,000 per Gross Receipts Tax <sup>20</sup>	\$940,353 (not eligible)

**Payroll Expense Tax**

Exemptions and Adjustment for San Francisco-based Payroll <sup>21</sup>	75%
2015 Rate <sup>19</sup>	1.125%
2016 Rate <sup>19</sup>	0.750%
2017 Rate <sup>19</sup>	0.375%
2018 Rate <sup>19</sup>	0.000%

**Gross Receipts Tax**

Exemptions and Adjustment for San Francisco-based Receipts <sup>21</sup>	75%
Retail, Wholesale, and Services Rate for \$1 to \$2.5 M <sup>20</sup>	0.100%
Manufacturing / Transportation / Warehousing, Information,	0.205%
Biotech, Clean Tech, Food Services Rate for \$1 to \$2.5 M <sup>20</sup>	
Private Education / Health, Admin., Misc. Rate for \$1 to \$2.5 M <sup>20</sup>	0.550%
Finance, Insurance, Profssnl, Scientific, Tech Rate for \$1 to \$2.5 M <sup>20</sup>	<u>0.460%</u>
Estimated Average for Pier 70 Businesses	0.329%
2015 Phase-In <sup>20</sup>	25%
2016 Phase-In <sup>20</sup>	50%
2017 Phase-In <sup>20</sup>	75%
2018 Phase-In <sup>20</sup>	100%

**Table 3**  
**Revenue Assumptions**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 04, 2015**

**City and County General Fund (continued)**

**Business Registration Fee**

Rate per business earning from \$750,000 to \$1 M <sup>22</sup>	\$700
Rate per business earning from \$1 M to \$2.5 M <sup>22</sup>	\$300

**Other General Fund Revenues <sup>23</sup>**

	<b>Amount FY 2015/16</b>	<b>Avg. Factor</b>	<b>Average Basis</b>
Utility Users Tax <sup>24</sup>			
Water Users Tax	\$3,740,000	\$6.10	per employee
Gas Electric Steam Users Tax	\$40,620,000	\$66.24	per employee
Telephone Users Tax	\$49,190,000	\$46.85	per service populatio
Access Line Tax	\$45,594,000	\$43.42	per service populatio
Licenses, Permits, and Franchise Fees	\$27,162,891	\$25.87	per service populatio
Fines, Forfeitures	\$4,577,144	\$4.36	per service populatio

**Other City and County Funds**

**Sales Tax <sup>25</sup>**

Public Safety Sales Tax	0.50%
SF County Transportation Authority	0.50%
SF County Public Finance Authority	0.25%

**Parking Tax**

SF County Municipal Transportation Agency <sup>13</sup>	80%
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**Table 3**  
**Revenue Assumptions**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 04, 2015**

Notes:

- <sup>1</sup> State of California, Department of Finance, E-5 Population and Housing Estimates for Cities, Counties and the State — January 1, 2015.
- <sup>2</sup> California Department of Transportation San Francisco County Economic Forecast.
- <sup>3</sup> Resident population plus one-third the San Francisco employment base.
- <sup>4</sup> 100% of General Fund property tax will be deposited into the IFD to pay
- <sup>5</sup> Per SB 1096, growth of property tax in lieu of VLF is proportional to growth in AV since 2004/05.
- <sup>6</sup> Values for City and County of San Francisco. California State Controller's Office.
- <sup>7</sup> 20th Street Historic Bldgs Proforma 3/27/15(Orton Development Inc.).
- <sup>8</sup> San Francisco Business and Tax Regulations Code, Article 12-C: Real Property Transfer Tax. Rate for buildings valued above \$10 M.
- <sup>9</sup> San Francisco Business and Tax Regulations Code, Article 12-D: Uniform Local Sales and Use Tax.
- <sup>10</sup> Based on employee food and goods and services spending in the vicinity of the office, as reported in the ICSC report, "Office-Worker Retail Spending in a Digital Age" (2012), for urban workers.
- <sup>11</sup> KMA assumption.
- <sup>12</sup> San Francisco Business and Tax Regulations Code, Article 9: Tax on Occupancy of Parking Space in Parking Stations. Per the City and County of San Francisco Controller's Office, since the 25% parking tax is usually already included in the posted parking rate, this results in 20 percent of the patron's total parking charges being attributed to the parking tax. However, Orton pro forma assumes 25% tax on top of a \$100 per month parking fee.
- <sup>13</sup> Proposition A, passed in November 2007, specified that beginning in FY 2008-09, the Parking Tax be allocated between the General Fund (20%) and MTA (80%). City and County of San Francisco Controller's Office.
- <sup>14</sup> Starting in 2014, the payroll expense tax will be phased out and replaced with the gross receipts tax.
- <sup>15</sup> Table 2.
- <sup>16</sup> Based on information for the American Industrial Center, a comparable existing business facility.
- <sup>17</sup> Table 7.
- <sup>18</sup> Adjustment to 100% occupancy for payroll and gross receipts calculations, Table 4b.
- <sup>19</sup> San Francisco Business and Tax Regulations Code, Article 12-A: Payroll Expense Tax Ordinance.
- <sup>20</sup> San Francisco Business and Tax Regulations Code, Article 12-A-1: Gross Receipts Tax Ordinance.
- <sup>21</sup> The Payroll Expense and Gross Receipts Tax ordinances apply only to business activities performed in San Francisco. In addition, for a limited number of years the ordinances exclude certain bio-tech and clean-tech activities, as well as certain stock-based compensation. The adjustment factor is applied to the estimates to take into account these provisions.
- <sup>22</sup> San Francisco Business and Tax Regulations Code Article 12: Business Registration Fee.
- <sup>23</sup> These factors are based on the methodology used in the Infrastructure Financing Plan, Infrastructure Financing District No. 1 (Rincon Hill Area) updated with data from the Adopted 2015/16 budget.
- <sup>24</sup> Per San Francisco Business and Tax Regulations Code Article 10: Utility Users Tax, non-residential users pay telephone, water, gas, electric, and steam users utility taxes; residential and non-residential users pay cellular telephone and access line taxes. It has been assumed for purposes of these estimates that most residential users use cellular rather than land-line telephone service.
- <sup>25</sup> Per the report Pier 70 Waterfront Site and Illinois Street Parcel Development Projects: Findings of Fiscal Responsibility and Feasibility, by Economic Planning Systems in May 2013, and Board of Equalization.

**Table 4a**  
**General Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

												November 4, 2015	
Revenue Source	Measure <sup>1</sup>	FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27
AV on Tax Roll (\$1,000s) <sup>2</sup>		\$0	\$3,998	\$39,980	\$59,970	\$79,960	\$81,559	\$83,191	\$84,854	\$86,552	\$88,283	\$90,048	\$91,849
Non-AV Revenue Escalation <sup>1</sup>	3.0%	100.0%	103.0%	106.1%	109.3%	112.6%	115.9%	119.4%	123.0%	126.7%	130.5%	134.4%	138.4%
Employees <sup>3</sup>		0	34	360	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>3</sup>		0	2,676	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>3</sup>		0	75	285	285	285	285	285	285	285	285	285	285
Leasable SF <sup>3</sup>		0	17,237	180,040	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Service Population <sup>3</sup>		0	11	120	153	153	153	153	153	153	153	153	153
<hr/>													
Possessory Interest Tax Not Deposited into IFD <sup>2</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$1.07 /\$1,000 AV	\$0	\$4,262	\$42,619	\$63,929	\$85,239	\$86,943	\$88,683	\$90,456	\$92,266	\$94,111	\$95,993	\$97,913
Property Transfer Tax	\$12.50 /\$500 AV	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<hr/>													
Sales Tax													
Employee Non- Restaurant	1.00% \$2,276/empl	\$0	\$797	\$8,693	\$11,391	\$11,732	\$12,084	\$12,447	\$12,820	\$13,205	\$13,601	\$14,009	\$14,429
Employee Restaurant	1.00% \$263/empl	\$0	\$92	\$1,004	\$1,316	\$1,355	\$1,396	\$1,438	\$1,481	\$1,525	\$1,571	\$1,618	\$1,667
Project Restaurant	1.00% \$500 psf	\$0	\$13,780	\$53,935	\$55,553	\$57,220	\$58,937	\$60,705	\$62,526	\$64,402	\$66,334	\$68,324	\$70,373
		\$0	\$14,669	\$63,632	\$68,260	\$70,308	\$72,417	\$74,589	\$76,827	\$79,132	\$81,506	\$83,951	\$86,470
<hr/>													
Parking Tax													
Total Revenues	\$100/sp 95% occ	\$0	\$88,065	\$344,686	\$355,027	\$365,678	\$376,648	\$387,948	\$399,586	\$411,574	\$423,921	\$436,638	\$449,738
General Fund Taxes	25% 20% to GF	\$0	\$4,403	\$17,234	\$17,751	\$18,284	\$18,832	\$19,397	\$19,979	\$20,579	\$21,196	\$21,832	\$22,487
<hr/>													
Payroll Tax <sup>4</sup>		\$0	\$13,694	\$74,856	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax <sup>4</sup>		\$0	\$6,861	\$112,504	\$193,418	\$199,220	\$205,197	\$211,353	\$217,694	\$224,224	\$230,951	\$237,880	\$245,016
<hr/>													
Business Registration Fee													
Businesses	3,000 sf per bus.	0	6	60	76	76	76	76	76	76	76	76	76
If Gross Receipts \$0.75 to \$1 M	\$700 per business	\$0	\$4,326	\$44,558	\$58,133	\$59,877	\$61,673	\$63,524	\$65,429	\$67,392	\$69,414	\$71,496	\$73,641
If Gross Receipts \$1 to \$2.5 M	\$300 per business	\$0	\$1,854	\$19,096	\$24,914	\$25,662	\$26,431	\$27,224	\$28,041	\$28,882	\$29,749	\$30,641	\$31,561
<hr/>													
Utility Users Tax													
Water Users Tax	\$6.10 per empl	\$0	\$214	\$2,329	\$3,052	\$3,144	\$3,238	\$3,335	\$3,436	\$3,539	\$3,645	\$3,754	\$3,867
Gas Electric Steam Users Tax	\$66.24 per empl	\$0	\$2,320	\$25,300	\$33,152	\$34,147	\$35,171	\$36,227	\$37,313	\$38,433	\$39,586	\$40,773	\$41,996
Telephone Users Tax	\$46.85 per svc popn	\$0	\$547	\$5,964	\$7,815	\$8,050	\$8,291	\$8,540	\$8,796	\$9,060	\$9,332	\$9,612	\$9,900
Access Line Tax	\$43.42 per svc popn	\$0	\$507	\$5,528	\$7,244	\$7,461	\$7,685	\$7,916	\$8,153	\$8,398	\$8,650	\$8,909	\$9,176
		\$0	\$3,587	\$39,121	\$51,264	\$52,802	\$54,386	\$56,018	\$57,698	\$59,429	\$61,212	\$63,048	\$64,940
<hr/>													
License, Permit, Franchise Fees	\$25.87 per svc popn	\$0	\$302	\$3,293	\$4,316	\$4,445	\$4,578	\$4,716	\$4,857	\$5,003	\$5,153	\$5,308	\$5,467
Fines, Forfeitures, Penalties	\$4.36 per svc popn	\$0	\$51	\$555	\$727	\$749	\$771	\$795	\$818	\$843	\$868	\$894	\$921
<hr/>													
<b>Total General Fund Revenue if Avg. Gross Receipts &lt; \$1 M</b>		\$0	\$45,295	\$285,869	\$264,380	\$291,703	\$299,602	\$307,721	\$316,065	\$324,644	\$333,460	\$342,522	\$351,838
<b>Total General Fund Revenue if Avg. Gross Receipts &gt; \$1 M</b>		\$0	\$49,684	\$372,912	\$424,579	\$456,708	\$469,557	\$482,775	\$496,371	\$510,358	\$524,746	\$539,547	\$554,773

<sup>1</sup> Table 3.

<sup>3</sup> Table 2.

<sup>2</sup> Table 2a.

<sup>4</sup> Table 4b.

**Table 4a**  
**General Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 27/28	FY 28/29	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39
AV on Tax Roll (\$1,000s) <sup>2</sup>		\$93,686	\$95,560	\$97,471	\$99,420	\$101,409	\$103,437	\$105,506	\$107,616	\$109,768	\$111,963	\$114,203	\$116,487
Non-AV Revenue Escalation <sup>1</sup>	3.0%	142.6%	146.9%	151.3%	155.8%	160.5%	165.3%	170.2%	175.4%	180.6%	186.0%	191.6%	197.4%
Employees <sup>3</sup>		458	458	458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>3</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>3</sup>		285	285	285	285	285	285	285	285	285	285	285	285
Leasable SF <sup>3</sup>		229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Service Population <sup>3</sup>		153	153	153	153	153	153	153	153	153	153	153	153
Possessory Interest Tax Not Deposited into IFD <sup>2</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$1.07 /\$1,000 AV	\$99,871	\$101,868	\$103,906	\$105,984	\$108,103	\$110,266	\$112,471	\$114,720	\$117,015	\$119,355	\$121,742	\$124,177
Property Transfer Tax	\$12.50 /\$500 AV	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax													
Employee Non- Restaurant	1.00% \$2,276/empl	\$14,862	\$15,308	\$15,767	\$16,240	\$16,728	\$17,229	\$17,746	\$18,279	\$18,827	\$19,392	\$19,974	\$20,573
Employee Restaurant	1.00% \$263/empl	\$1,717	\$1,768	\$1,821	\$1,876	\$1,932	\$1,990	\$2,050	\$2,111	\$2,175	\$2,240	\$2,307	\$2,376
Project Restaurant	1.00% \$500 psf	<u>\$72,485</u>	<u>\$74,659</u>	<u>\$76,899</u>	<u>\$79,206</u>	<u>\$81,582</u>	<u>\$84,030</u>	<u>\$86,550</u>	<u>\$89,147</u>	<u>\$91,821</u>	<u>\$94,576</u>	<u>\$97,413</u>	<u>\$100,336</u>
		\$89,064	\$91,736	\$94,488	\$97,322	\$100,242	\$103,249	\$106,347	\$109,537	\$112,823	\$116,208	\$119,694	\$123,285
Parking Tax													
Total Revenues	\$100/sp 95% occ	<u>\$463,230</u>	<u>\$477,127</u>	<u>\$491,440</u>	<u>\$506,184</u>	<u>\$521,369</u>	<u>\$537,010</u>	<u>\$553,121</u>	<u>\$569,714</u>	<u>\$586,806</u>	<u>\$604,410</u>	<u>\$622,542</u>	<u>\$641,218</u>
General Fund Taxes	25% 20% to GF	\$23,161	\$23,856	\$24,572	\$25,309	\$26,068	\$26,851	\$27,656	\$28,486	\$29,340	\$30,220	\$31,127	\$32,061
Payroll Tax <sup>4</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax <sup>4</sup>		\$252,366	\$259,937	\$267,736	\$275,768	\$284,041	\$292,562	\$301,339	\$310,379	\$319,690	\$329,281	\$339,159	\$349,334
Business Registration Fee													
Businesses	3,000 sf per bus.	76	76	76	76	76	76	76	76	76	76	76	76
If Gross Receipts \$0.75 to \$1 M	\$700 per business	\$75,850	\$78,126	\$80,470	\$82,884	\$85,370	\$87,931	\$90,569	\$93,287	\$96,085	\$98,968	\$101,937	\$104,995
If Gross Receipts \$1 to \$2.5 M	\$300 per business	\$32,507	\$33,483	\$34,487	\$35,522	\$36,587	\$37,685	\$38,815	\$39,980	\$41,179	\$42,415	\$43,687	\$44,998
Utility Users Tax													
Water Users Tax	\$6.10 per empl	\$3,983	\$4,102	\$4,225	\$4,352	\$4,483	\$4,617	\$4,756	\$4,898	\$5,045	\$5,197	\$5,352	\$5,513
Gas Electric Steam Users Tax	\$66.24 per empl	\$43,256	\$44,554	\$45,891	\$47,267	\$48,685	\$50,146	\$51,650	\$53,200	\$54,796	\$56,440	\$58,133	\$59,877
Telephone Users Tax	\$46.85 per svc popn	\$10,197	\$10,503	\$10,818	\$11,143	\$11,477	\$11,821	\$12,176	\$12,541	\$12,917	\$13,305	\$13,704	\$14,115
Access Line Tax	\$43.42 per svc popn	<u>\$9,452</u>	<u>\$9,735</u>	<u>\$10,027</u>	<u>\$10,328</u>	<u>\$10,638</u>	<u>\$10,957</u>	<u>\$11,286</u>	<u>\$11,624</u>	<u>\$11,973</u>	<u>\$12,332</u>	<u>\$12,702</u>	<u>\$13,083</u>
		\$66,888	\$68,895	\$70,961	\$73,090	\$75,283	\$77,541	\$79,868	\$82,264	\$84,732	\$87,274	\$89,892	\$92,588
License, Permit, Franchise Fees	\$25.87 per svc popn	\$5,631	\$5,800	\$5,974	\$6,153	\$6,338	\$6,528	\$6,724	\$6,925	\$7,133	\$7,347	\$7,567	\$7,794
Fines, Forfeitures, Penalties	\$4.36 per svc popn	\$949	\$977	\$1,007	\$1,037	\$1,068	\$1,100	\$1,133	\$1,167	\$1,202	\$1,238	\$1,275	\$1,313
<b>Total General Fund Revenue if Avg. Gross Receipts &lt; \$1 M</b>		\$361,414	\$371,258	\$381,377	\$391,779	\$402,473	\$413,466	\$424,767	\$436,385	\$448,330	\$460,609	\$473,234	\$486,214
<b>Total General Fund Revenue if Avg. Gross Receipts &gt; \$1 M</b>		\$570,437	\$586,552	\$603,130	\$620,185	\$637,730	\$655,781	\$674,352	\$693,458	\$713,114	\$733,338	\$754,144	\$775,551

<sup>1</sup> Table 3.

<sup>3</sup> Table 2.

<sup>2</sup> Table 2a.

<sup>4</sup> Table 4b.

**Table 4a**  
**General Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51
AV on Tax Roll (\$1,000s) <sup>2</sup>		\$118,816	\$121,193	\$123,617	\$126,089	\$128,611	\$131,183	\$133,807	\$136,483	\$139,212	\$141,997	\$144,837	\$147,733
Non-AV Revenue Escalation <sup>1</sup>	3.0%	203.3%	209.4%	215.7%	222.1%	228.8%	235.7%	242.7%	250.0%	257.5%	265.2%	273.2%	281.4%
Employees <sup>3</sup>		458	458	458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>3</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>3</sup>		285	285	285	285	285	285	285	285	285	285	285	285
Leasable SF <sup>3</sup>		229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Service Population <sup>3</sup>		153	153	153	153	153	153	153	153	153	153	153	153
Possessory Interest Tax Not Deposited into IFD <sup>2</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$1.07 /\$1,000 AV	\$126,660	\$129,194	\$131,778	\$134,413	\$137,101	\$139,843	\$142,640	\$145,493	\$148,403	\$151,371	\$154,398	\$157,486
Property Transfer Tax	\$12.50 /\$500 AV	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax													
Employee Non- Restaurant	1.00% \$2,276/empl	\$21,190	\$21,826	\$22,480	\$23,155	\$23,850	\$24,565	\$25,302	\$26,061	\$26,843	\$27,648	\$28,478	\$29,332
Employee Restaurant	1.00% \$263/empl	\$2,448	\$2,521	\$2,597	\$2,675	\$2,755	\$2,837	\$2,923	\$3,010	\$3,101	\$3,194	\$3,289	\$3,388
Project Restaurant	1.00% \$500 psf	<u>\$103,346</u>	<u>\$106,446</u>	<u>\$109,639</u>	<u>\$112,929</u>	<u>\$116,317</u>	<u>\$119,806</u>	<u>\$123,400</u>	<u>\$127,102</u>	<u>\$130,915</u>	<u>\$134,843</u>	<u>\$138,888</u>	<u>\$143,055</u>
		\$126,983	\$130,793	\$134,717	\$138,758	\$142,921	\$147,209	\$151,625	\$156,174	\$160,859	\$165,685	\$170,655	\$175,775
Parking Tax													
Total Revenues	\$100/sp 95% occ	<u>\$660,455</u>	<u>\$680,268</u>	<u>\$700,677</u>	<u>\$721,697</u>	<u>\$743,348</u>	<u>\$765,648</u>	<u>\$788,618</u>	<u>\$812,276</u>	<u>\$836,644</u>	<u>\$861,744</u>	<u>\$887,596</u>	<u>\$914,224</u>
General Fund Taxes	25% 20% to GF	\$33,023	\$34,013	\$35,034	\$36,085	\$37,167	\$38,282	\$39,431	\$40,614	\$41,832	\$43,087	\$44,380	\$45,711
Payroll Tax <sup>4</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax <sup>4</sup>		\$359,814	\$370,609	\$381,727	\$393,179	\$404,974	\$417,123	\$429,637	\$442,526	\$455,802	\$469,476	\$483,560	\$498,067
Business Registration Fee													
Businesses	3,000 sf per bus.	76	76	76	76	76	76	76	76	76	76	76	76
If Gross Receipts \$0.75 to \$1 M	\$700 per business	\$108,145	\$111,389	\$114,731	\$118,173	\$121,718	\$125,369	\$129,130	\$133,004	\$136,994	\$141,104	\$145,337	\$149,697
If Gross Receipts \$1 to \$2.5 M	\$300 per business	\$46,348	\$47,738	\$49,170	\$50,645	\$52,165	\$53,730	\$55,342	\$57,002	\$58,712	\$60,473	\$62,287	\$64,156
Utility Users Tax													
Water Users Tax	\$6.10 per empl	\$5,678	\$5,849	\$6,024	\$6,205	\$6,391	\$6,583	\$6,780	\$6,984	\$7,193	\$7,409	\$7,631	\$7,860
Gas Electric Steam Users Tax	\$66.24 per empl	\$61,673	\$63,523	\$65,429	\$67,392	\$69,414	\$71,496	\$73,641	\$75,850	\$78,126	\$80,470	\$82,884	\$85,370
Telephone Users Tax	\$46.85 per svc popn	\$14,539	\$14,975	\$15,424	\$15,887	\$16,363	\$16,854	\$17,360	\$17,881	\$18,417	\$18,970	\$19,539	\$20,125
Access Line Tax	\$43.42 per svc popn	<u>\$13,476</u>	<u>\$13,880</u>	<u>\$14,296</u>	<u>\$14,725</u>	<u>\$15,167</u>	<u>\$15,622</u>	<u>\$16,091</u>	<u>\$16,574</u>	<u>\$17,071</u>	<u>\$17,583</u>	<u>\$18,110</u>	<u>\$18,654</u>
		\$95,366	\$98,227	\$101,174	\$104,209	\$107,335	\$110,555	\$113,872	\$117,288	\$120,807	\$124,431	\$128,164	\$132,009
License, Permit, Franchise Fees	\$25.87 per svc popn	\$8,028	\$8,269	\$8,517	\$8,773	\$9,036	\$9,307	\$9,586	\$9,874	\$10,170	\$10,475	\$10,789	\$11,113
Fines, Forfeitures, Penalties	\$4.36 per svc popn	\$1,353	\$1,393	\$1,435	\$1,478	\$1,523	\$1,568	\$1,615	\$1,664	\$1,714	\$1,765	\$1,818	\$1,873
<b>Total General Fund Revenue if Avg. Gross Receipts &lt; \$1 M</b>		\$499,558	\$513,279	\$527,385	\$541,889	\$556,801	\$572,134	\$587,900	\$604,111	\$620,779	\$637,918	\$655,542	\$673,664
<b>Total General Fund Revenue if Avg. Gross Receipts &gt; \$1 M</b>		\$797,576	\$820,236	\$843,552	\$867,540	\$892,222	\$917,618	\$943,748	\$970,634	\$998,298	\$1,026,763	\$1,056,052	\$1,086,190

<sup>1</sup> Table 3.

<sup>3</sup> Table 2.

<sup>2</sup> Table 2a.

<sup>4</sup> Table 4b.

**Table 4a**  
**General Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 51/52	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61	FY 61/62
AV on Tax Roll (\$1,000s) <sup>2</sup>		\$150,688	\$153,702	\$156,776	\$159,911	\$163,109	\$166,372	\$169,699	\$173,093	\$176,555	\$180,086	\$183,688
Non-AV Revenue Escalation <sup>1</sup>	3.0%	289.8%	298.5%	307.5%	316.7%	326.2%	336.0%	346.1%	356.5%	367.1%	378.2%	389.5%
Employees <sup>3</sup>		458	458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>3</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>3</sup>		285	285	285	285	285	285	285	285	285	285	285
Leasable SF <sup>3</sup>		229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Service Population <sup>3</sup>		153	153	153	153	153	153	153	153	153	153	153
Possessory Interest Tax Not Deposited into IFD <sup>2</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Property Tax In-Lieu of VLF	\$1.07 /\$1,000 AV	\$160,636	\$163,849	\$167,126	\$170,468	\$173,878	\$177,355	\$180,902	\$184,520	\$188,211	\$191,975	\$195,814
Property Transfer Tax	\$12.50 /\$500 AV	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales Tax												
Employee Non- Restaurant	1.00% \$2,276/empl	\$30,212	\$31,118	\$32,052	\$33,013	\$34,004	\$35,024	\$36,075	\$37,157	\$38,272	\$39,420	\$40,602
Employee Restaurant	1.00% \$263/empl	\$3,490	\$3,594	\$3,702	\$3,813	\$3,928	\$4,046	\$4,167	\$4,292	\$4,421	\$4,553	\$4,690
Project Restaurant	1.00% \$500 psf	<u>\$147,346</u>	<u>\$151,767</u>	<u>\$156,320</u>	<u>\$161,009</u>	<u>\$165,840</u>	<u>\$170,815</u>	<u>\$175,939</u>	<u>\$181,217</u>	<u>\$186,654</u>	<u>\$192,253</u>	<u>\$198,021</u>
		\$181,048	\$186,479	\$192,074	\$197,836	\$203,771	\$209,884	\$216,181	\$222,666	\$229,346	\$236,227	\$243,313
Parking Tax												
Total Revenues	\$100/sp 95% occ	<u>\$941,651</u>	<u>\$969,900</u>	<u>\$998,997</u>	<u>\$1,028,967</u>	<u>\$1,059,836</u>	<u>\$1,091,631</u>	<u>\$1,124,380</u>	<u>\$1,158,111</u>	<u>\$1,192,855</u>	<u>\$1,228,640</u>	<u>\$1,265,500</u>
General Fund Taxes	25% 20% to GF	\$47,083	\$48,495	\$49,950	\$51,448	\$52,992	\$54,582	\$56,219	\$57,906	\$59,643	\$61,432	\$63,275
Payroll Tax <sup>4</sup>		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Gross Receipts Tax <sup>4</sup>		\$513,009	\$528,399	\$544,251	\$560,579	\$577,396	\$594,718	\$612,560	\$630,936	\$649,865	\$669,360	\$689,441
Business Registration Fee												
Businesses	3,000 sf per bus.	76	76	76	76	76	76	76	76	76	76	76
If Gross Receipts \$0.75 to \$1 M	\$700 per business	\$154,188	\$158,814	\$163,578	\$168,486	\$173,540	\$178,747	\$184,109	\$189,632	\$195,321	\$201,181	\$207,216
If Gross Receipts \$1 to \$2.5 M	\$300 per business	\$66,081	\$68,063	\$70,105	\$72,208	\$74,374	\$76,606	\$78,904	\$81,271	\$83,709	\$86,220	\$88,807
Utility Users Tax												
Water Users Tax	\$6.10 per empl	\$8,096	\$8,339	\$8,589	\$8,847	\$9,112	\$9,386	\$9,667	\$9,957	\$10,256	\$10,564	\$10,880
Gas Electric Steam Users Tax	\$66.24 per empl	\$87,931	\$90,569	\$93,286	\$96,085	\$98,967	\$101,936	\$104,995	\$108,144	\$111,389	\$114,730	\$118,172
Telephone Users Tax	\$46.85 per svc popn	\$20,729	\$21,351	\$21,991	\$22,651	\$23,330	\$24,030	\$24,751	\$25,494	\$26,258	\$27,046	\$27,858
Access Line Tax	\$43.42 per svc popn	<u>\$19,213</u>	<u>\$19,790</u>	<u>\$20,383</u>	<u>\$20,995</u>	<u>\$21,625</u>	<u>\$22,273</u>	<u>\$22,942</u>	<u>\$23,630</u>	<u>\$24,339</u>	<u>\$25,069</u>	<u>\$25,821</u>
		\$135,969	\$140,048	\$144,250	\$148,577	\$153,035	\$157,626	\$162,354	\$167,225	\$172,242	\$177,409	\$182,731
License, Permit, Franchise Fees	\$25.87 per svc popn	\$11,446	\$11,790	\$12,144	\$12,508	\$12,883	\$13,270	\$13,668	\$14,078	\$14,500	\$14,935	\$15,383
Fines, Forfeitures, Penalties	\$4.36 per svc popn	\$1,929	\$1,987	\$2,046	\$2,108	\$2,171	\$2,236	\$2,303	\$2,372	\$2,443	\$2,517	\$2,592
<b>Total General Fund Revenue if Avg. Gross Receipts &lt; \$1 M</b>		\$692,299	\$711,462	\$731,167	\$751,431	\$772,270	\$793,699	\$815,736	\$838,399	\$861,706	\$885,675	\$910,326
<b>Total General Fund Revenue if Avg. Gross Receipts &gt; \$1 M</b>		\$1,117,201	\$1,149,111	\$1,181,945	\$1,215,732	\$1,250,500	\$1,286,276	\$1,323,091	\$1,360,974	\$1,399,958	\$1,440,075	\$1,481,358

<sup>1</sup> Table 3.

<sup>3</sup> Table 2.

<sup>2</sup> Table 2a.

<sup>4</sup> Table 4b.



**Table 4b**  
**Payroll and Gross Receipts Taxes**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Payroll / Gross Receipts Tax Calculation			FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27	FY 27/28	FY 28/29	FY 29/30	FY 30/31
Occupancy <sup>1</sup>																		
Building 101			0%	25%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 102			0%	25%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 104			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 113			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 114			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 115			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 116			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 14			0%	0%	75%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Occupied Square Feet in	taxable																	
Taxable Businesses	<u>sf</u> <sup>2</sup>																	
Building 101	58,245		0	14,561	43,684	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333
Building 102	10,703		0	2,676	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Building 104	43,471		0	0	32,603	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297
Building 113	60,743		0	0	45,557	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706
Building 114	15,444		0	0	11,583	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672
Building 115	12,555		0	0	9,416	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927
Building 116	24,259		0	0	18,194	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046
Building 14	15,662		0	0	11,747	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879
	241,082		0	17,237	182,952	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Taxable Occupied sf % of Total	241,082 total sf		0.0%	7.1%	75.9%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%
<b>Payroll Tax</b>																		
Taxable Payroll (\$1,000s) <sup>3</sup>	\$33,059	3.0% escln	\$0	\$2,435	\$26,616	\$34,318	\$35,348	\$36,408	\$37,500	\$38,625	\$39,784	\$40,978	\$42,207	\$43,473	\$44,777	\$46,121	\$47,504	\$48,930
Taxable SF Payroll (\$1,000s) <sup>3</sup>		75%	\$0	\$1,826	\$19,962	\$25,739	\$26,511	\$27,306	\$28,125	\$28,969	\$29,838	\$30,733	\$31,655	\$32,605	\$33,583	\$34,591	\$35,628	\$36,697
Payroll Tax Rate			1.125%	0.750%	0.375%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%
Total Tax			\$0	\$13,694	\$74,856	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Gross Receipts Tax</b>																		
Taxable Gr. Receipts (\$1,000s) <sup>3</sup>	\$75,567	3.0% escln	\$0	\$5,565	\$60,839	\$78,446	\$80,799	\$83,223	\$85,720	\$88,291	\$90,940	\$93,668	\$96,478	\$99,373	\$102,354	\$105,425	\$108,587	\$111,845
Taxable SF Gr. Receipts (\$1,000s) <sup>3</sup>		75%	\$0	\$4,174	\$45,629	\$58,834	\$60,599	\$62,417	\$64,290	\$66,219	\$68,205	\$70,251	\$72,359	\$74,530	\$76,765	\$79,068	\$81,440	\$83,884
Gross Receipts Phase-In Rate <sup>3</sup>			25%	50%	75%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Total Tax <sup>3</sup>		0.329%	\$0	\$6,861	\$112,504	\$193,418	\$199,220	\$205,197	\$211,353	\$217,694	\$224,224	\$230,951	\$237,880	\$245,016	\$252,366	\$259,937	\$267,736	\$275,768

<sup>1</sup> 20th Street Historic Bldgs Proforma 3/27/15 (Orton Development Inc.) with KMA adjustments to match construction completion to fiscal years from 2015 to 2017.

<sup>2</sup> Table 2.

<sup>3</sup> Table 3.

**Table 4b**  
**Payroll and Gross Receipts Taxes**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Payroll / Gross Receipts Tax Calculation			FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46	FY 46/47
Occupancy <sup>1</sup>																		
Building 101			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 102			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 104			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 113			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 114			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 115			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 116			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 14			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Occupied Square Feet in	taxable																	
Taxable Businesses	<u>sf</u> <sup>2</sup>																	
Building 101	58,245		55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333
Building 102	10,703		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Building 104	43,471		41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297
Building 113	60,743		57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706
Building 114	15,444		14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672
Building 115	12,555		11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927
Building 116	24,259		23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046
Building 14	15,662		14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879
	241,082		229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Taxable Occupied sf % of Total	241,082 total sf		95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%
<b>Payroll Tax</b>																		
Taxable Payroll (\$1,000s) <sup>3</sup>	\$33,059	3.0% escln	\$50,397	\$51,909	\$53,467	\$55,071	\$56,723	\$58,424	\$60,177	\$61,982	\$63,842	\$65,757	\$67,730	\$69,762	\$71,855	\$74,010	\$76,231	\$78,518
Taxable SF Payroll (\$1,000s) <sup>3</sup>		75%	\$37,798	\$38,932	\$40,100	\$41,303	\$42,542	\$43,818	\$45,133	\$46,487	\$47,881	\$49,318	\$50,797	\$52,321	\$53,891	\$55,508	\$57,173	\$58,888
Payroll Tax Rate			0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%
Total Tax			\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Gross Receipts Tax</b>																		
Taxable Gr. Receipts (\$1,000s) <sup>3</sup>	\$75,567	3.0% escln	\$115,200	\$118,656	\$122,216	\$125,882	\$129,659	\$133,549	\$137,555	\$141,682	\$145,932	\$150,310	\$154,820	\$159,464	\$164,248	\$169,175	\$174,251	\$179,478
Taxable SF Gr. Receipts (\$1,000s) <sup>3</sup>		75%	\$86,400	\$88,992	\$91,662	\$94,412	\$97,244	\$100,162	\$103,166	\$106,261	\$109,449	\$112,733	\$116,115	\$119,598	\$123,186	\$126,882	\$130,688	\$134,609
Gross Receipts Phase-In Rate <sup>3</sup>			100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Total Tax <sup>3</sup>		0.329%	\$284,041	\$292,562	\$301,339	\$310,379	\$319,690	\$329,281	\$339,159	\$349,334	\$359,814	\$370,609	\$381,727	\$393,179	\$404,974	\$417,123	\$429,637	\$442,526

<sup>1</sup> 20th Street Historic Bldgs Proforma 3/27/15 (Orton Development Inc.) with KMA adjustments to match construction completion to fiscal years from 2015 to 2017.

<sup>2</sup> Table 2.

<sup>3</sup> Table 3.

**Table 4b**  
**Payroll and Gross Receipts Taxes**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Payroll / Gross Receipts Tax Calculation			FY 47/48	FY 48/49	FY 49/50	FY 50/51	FY 51/52	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61
Occupancy <sup>1</sup>																
Building 101			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 102			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 104			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 113			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 114			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 115			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 116			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Building 14			95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%	95%
Occupied Square Feet in	taxable															
Taxable Businesses	<u>sf</u> <sup>2</sup>															
Building 101	58,245		55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333	55,333
Building 102	10,703		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Building 104	43,471		41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297	41,297
Building 113	60,743		57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706	57,706
Building 114	15,444		14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672	14,672
Building 115	12,555		11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927	11,927
Building 116	24,259		23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046	23,046
Building 14	15,662		14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879	14,879
	241,082		229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028	229,028
Taxable Occupied sf % of Total	241,082 total sf		95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%
<b>Payroll Tax</b>																
Taxable Payroll (\$1,000s) <sup>3</sup>	\$33,059	3.0% escln	\$80,873	\$83,299	\$85,798	\$88,372	\$91,023	\$93,754	\$96,567	\$99,464	\$102,448	\$105,521	\$108,687	\$111,947	\$115,306	\$118,765
Taxable SF Payroll (\$1,000s) <sup>3</sup>		75%	\$60,655	\$62,474	\$64,349	\$66,279	\$68,267	\$70,316	\$72,425	\$74,598	\$76,836	\$79,141	\$81,515	\$83,960	\$86,479	\$89,074
Payroll Tax Rate			0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%
Total Tax			\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Gross Receipts Tax</b>																
Taxable Gr. Receipts (\$1,000s) <sup>3</sup>	\$75,567	3.0% escln	\$184,863	\$190,408	\$196,121	\$202,004	\$208,065	\$214,306	\$220,736	\$227,358	\$234,178	\$241,204	\$248,440	\$255,893	\$263,570	\$271,477
Taxable SF Gr. Receipts (\$1,000s) <sup>3</sup>		75%	\$138,647	\$142,806	\$147,091	\$151,503	\$156,048	\$160,730	\$165,552	\$170,518	\$175,634	\$180,903	\$186,330	\$191,920	\$197,677	\$203,608
Gross Receipts Phase-In Rate <sup>3</sup>			100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Total Tax <sup>3</sup>		0.329%	\$455,802	\$469,476	\$483,560	\$498,067	\$513,009	\$528,399	\$544,251	\$560,579	\$577,396	\$594,718	\$612,560	\$630,936	\$649,865	\$669,360

<sup>1</sup> 20th Street Historic Bldgs Proforma 3/27/15 (Orton Development Inc.) with KMA adjustments to match construction completion to fiscal years from 2015 to 2017.

<sup>2</sup> Table 2.

<sup>3</sup> Table 3.

**Table 4c**  
**Other Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 15/16	FY 16/17	FY 17/18	FY 18/19	FY 19/20	FY 20/21	FY 21/22	FY 22/23	FY 23/24	FY 24/25	FY 25/26	FY 26/27
Revenue Escalation <sup>1</sup>	3.0%	100.0%	103.0%	106.1%	109.3%	112.6%	115.9%	119.4%	123.0%	126.7%	130.5%	134.4%	138.4%
Employees <sup>2</sup>		0	34	360	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>2</sup>		0	2,676	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>2</sup>		0	75	285	285	285	285	285	285	285	285	285	285

**Sales Tax**

Taxable Spending (\$1,000s)

Employee Non- Rest.	\$2,276 per empl	\$0	\$80	\$869	\$1,139	\$1,173	\$1,208	\$1,245	\$1,282	\$1,320	\$1,360	\$1,401	\$1,443
Employee Restaurant	\$263 per empl	\$0	\$9	\$100	\$132	\$136	\$140	\$144	\$148	\$153	\$157	\$162	\$167
Project Restaurant	\$500 per sf	<u>\$0</u>	<u>\$1,378</u>	<u>\$5,394</u>	<u>\$5,555</u>	<u>\$5,722</u>	<u>\$5,894</u>	<u>\$6,070</u>	<u>\$6,253</u>	<u>\$6,440</u>	<u>\$6,633</u>	<u>\$6,832</u>	<u>\$7,037</u>
		\$0	\$1,467	\$6,363	\$6,826	\$7,031	\$7,242	\$7,459	\$7,683	\$7,913	\$8,151	\$8,395	\$8,647
<b>Public Safety Sales Tax</b>	0.50%	\$0	\$7,335	\$31,816	\$34,130	\$35,154	\$36,208	\$37,295	\$38,414	\$39,566	\$40,753	\$41,975	\$43,235
<b>SF County Transportation</b>	0.50%	\$0	\$7,335	\$31,816	\$34,130	\$35,154	\$36,208	\$37,295	\$38,414	\$39,566	\$40,753	\$41,975	\$43,235
<b>SF County Public Finance</b>	0.25%	\$0	\$3,667	\$15,908	\$17,065	\$17,577	\$18,104	\$18,647	\$19,207	\$19,783	\$20,376	\$20,988	\$21,617

**MTA Parking Tax**

Total Revenues	\$100/sp 95% occ	<u>\$0</u>	<u>\$88,065</u>	<u>\$344,686</u>	<u>\$355,027</u>	<u>\$365,678</u>	<u>\$376,648</u>	<u>\$387,948</u>	<u>\$399,586</u>	<u>\$411,574</u>	<u>\$423,921</u>	<u>\$436,638</u>	<u>\$449,738</u>
MTA Taxes	25% 80% MTA	\$0	\$17,613	\$68,937	\$71,005	\$73,136	\$75,330	\$77,590	\$79,917	\$82,315	\$84,784	\$87,328	\$89,948

<sup>1</sup> Table 3.

<sup>2</sup> Table 2.

**Table 4c**  
**Other Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 27/28	FY 28/29	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39
Revenue Escalation <sup>1</sup>	3.0%	142.6%	146.9%	151.3%	155.8%	160.5%	165.3%	170.2%	175.4%	180.6%	186.0%	191.6%	197.4%
Employees <sup>2</sup>		458	458	458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>2</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>2</sup>		285	285	285	285	285	285	285	285	285	285	285	285

**Sales Tax**

Taxable Spending (\$1,000s)

Employee Non- Rest.	\$2,276 per empl	\$1,486	\$1,531	\$1,577	\$1,624	\$1,673	\$1,723	\$1,775	\$1,828	\$1,883	\$1,939	\$1,997	\$2,057
Employee Restaurant	\$263 per empl	\$172	\$177	\$182	\$188	\$193	\$199	\$205	\$211	\$217	\$224	\$231	\$238
Project Restaurant	\$500 per sf	<u>\$7,248</u>	<u>\$7,466</u>	<u>\$7,690</u>	<u>\$7,921</u>	<u>\$8,158</u>	<u>\$8,403</u>	<u>\$8,655</u>	<u>\$8,915</u>	<u>\$9,182</u>	<u>\$9,458</u>	<u>\$9,741</u>	<u>\$10,034</u>
		\$8,906	\$9,174	\$9,449	\$9,732	\$10,024	\$10,325	\$10,635	\$10,954	\$11,282	\$11,621	\$11,969	\$12,328
<b>Public Safety Sales Tax</b>	0.50%	\$44,532	\$45,868	\$47,244	\$48,661	\$50,121	\$51,625	\$53,173	\$54,768	\$56,412	\$58,104	\$59,847	\$61,642
<b>SF County Transportation</b>	0.50%	\$44,532	\$45,868	\$47,244	\$48,661	\$50,121	\$51,625	\$53,173	\$54,768	\$56,412	\$58,104	\$59,847	\$61,642
<b>SF County Public Finance</b>	0.25%	\$22,266	\$22,934	\$23,622	\$24,331	\$25,060	\$25,812	\$26,587	\$27,384	\$28,206	\$29,052	\$29,924	\$30,821

**MTA Parking Tax**

Total Revenues	\$100/sp 95% occ	<u>\$463,230</u>	<u>\$477,127</u>	<u>\$491,440</u>	<u>\$506,184</u>	<u>\$521,369</u>	<u>\$537,010</u>	<u>\$553,121</u>	<u>\$569,714</u>	<u>\$586,806</u>	<u>\$604,410</u>	<u>\$622,542</u>	<u>\$641,218</u>
MTA Taxes	25% 80% MTA	\$92,646	\$95,425	\$98,288	\$101,237	\$104,274	\$107,402	\$110,624	\$113,943	\$117,361	\$120,882	\$124,508	\$128,244

<sup>1</sup> Table 3.

<sup>2</sup> Table 2.

**Table 4c**  
**Other Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44	FY 44/45	FY 45/46	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51
Revenue Escalation <sup>1</sup>	3.0%	203.3%	209.4%	215.7%	222.1%	228.8%	235.7%	242.7%	250.0%	257.5%	265.2%	273.2%	281.4%
Employees <sup>2</sup>		458	458	458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>2</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>2</sup>		285	285	285	285	285	285	285	285	285	285	285	285

**Sales Tax**

Taxable Spending (\$1,000s)

Employee Non- Rest.	\$2,276 per empl	\$2,119	\$2,183	\$2,248	\$2,315	\$2,385	\$2,457	\$2,530	\$2,606	\$2,684	\$2,765	\$2,848	\$2,933
Employee Restaurant	\$263 per empl	\$245	\$252	\$260	\$267	\$275	\$284	\$292	\$301	\$310	\$319	\$329	\$339
Project Restaurant	\$500 per sf	<u>\$10,335</u>	<u>\$10,645</u>	<u>\$10,964</u>	<u>\$11,293</u>	<u>\$11,632</u>	<u>\$11,981</u>	<u>\$12,340</u>	<u>\$12,710</u>	<u>\$13,092</u>	<u>\$13,484</u>	<u>\$13,889</u>	<u>\$14,305</u>
		\$12,698	\$13,079	\$13,472	\$13,876	\$14,292	\$14,721	\$15,162	\$15,617	\$16,086	\$16,568	\$17,066	\$17,577
<b>Public Safety Sales Tax</b>	0.50%	\$63,492	\$65,396	\$67,358	\$69,379	\$71,460	\$73,604	\$75,812	\$78,087	\$80,429	\$82,842	\$85,328	\$87,887
<b>SF County Transportation</b>	0.50%	\$63,492	\$65,396	\$67,358	\$69,379	\$71,460	\$73,604	\$75,812	\$78,087	\$80,429	\$82,842	\$85,328	\$87,887
<b>SF County Public Finance</b>	0.25%	\$31,746	\$32,698	\$33,679	\$34,690	\$35,730	\$36,802	\$37,906	\$39,043	\$40,215	\$41,421	\$42,664	\$43,944

**MTA Parking Tax**

Total Revenues	\$100/sp 95% occ	<u>\$660,455</u>	<u>\$680,268</u>	<u>\$700,677</u>	<u>\$721,697</u>	<u>\$743,348</u>	<u>\$765,648</u>	<u>\$788,618</u>	<u>\$812,276</u>	<u>\$836,644</u>	<u>\$861,744</u>	<u>\$887,596</u>	<u>\$914,224</u>
MTA Taxes	25% 80% MTA	\$132,091	\$136,054	\$140,135	\$144,339	\$148,670	\$153,130	\$157,724	\$162,455	\$167,329	\$172,349	\$177,519	\$182,845

<sup>1</sup> Table 3.

<sup>2</sup> Table 2.

**Table 4c**  
**Other Fund Revenues Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Revenue Source	Measure <sup>1</sup>	FY 51/52	FY 52/53	FY 53/54	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61
Revenue Escalation <sup>1</sup>	3.0%	289.8%	298.5%	307.5%	316.7%	326.2%	336.0%	346.1%	356.5%	367.1%	378.2%
Employees <sup>2</sup>		458	458	458	458	458	458	458	458	458	458
Restaurant SF <sup>2</sup>		10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168	10,168
Parking Spaces <sup>2</sup>		285	285	285	285	285	285	285	285	285	285

**Sales Tax**

Taxable Spending (\$1,000s)

Employee Non- Rest.	\$2,276 per empl	\$3,021	\$3,112	\$3,205	\$3,301	\$3,400	\$3,502	\$3,607	\$3,716	\$3,827	\$3,942
Employee Restaurant	\$263 per empl	\$349	\$359	\$370	\$381	\$393	\$405	\$417	\$429	\$442	\$455
Project Restaurant	\$500 per sf	<u>\$14,735</u>	<u>\$15,177</u>	<u>\$15,632</u>	<u>\$16,101</u>	<u>\$16,584</u>	<u>\$17,081</u>	<u>\$17,594</u>	<u>\$18,122</u>	<u>\$18,665</u>	<u>\$19,225</u>
		\$18,105	\$18,648	\$19,207	\$19,784	\$20,377	\$20,988	\$21,618	\$22,267	\$22,935	\$23,623
<b>Public Safety Sales Tax</b>	0.50%	\$90,524	\$93,240	\$96,037	\$98,918	\$101,886	\$104,942	\$108,090	\$111,333	\$114,673	\$118,113
<b>SF County Transportation</b>	0.50%	\$90,524	\$93,240	\$96,037	\$98,918	\$101,886	\$104,942	\$108,090	\$111,333	\$114,673	\$118,113
<b>SF County Public Finance</b>	0.25%	\$45,262	\$46,620	\$48,018	\$49,459	\$50,943	\$52,471	\$54,045	\$55,667	\$57,337	\$59,057

**MTA Parking Tax**

Total Revenues	\$100/sp 95% occ	<u>\$941,651</u>	<u>\$969,900</u>	<u>\$998,997</u>	<u>\$1,028,967</u>	<u>\$1,059,836</u>	<u>\$1,091,631</u>	<u>\$1,124,380</u>	<u>\$1,158,111</u>	<u>\$1,192,855</u>	<u>\$1,228,640</u>
MTA Taxes	25% 80% MTA	\$188,330	\$193,980	\$199,799	\$205,793	\$211,967	\$218,326	\$224,876	\$231,622	\$238,571	\$245,728

<sup>1</sup> Table 3.

<sup>2</sup> Table 2.

**Table 5**  
**Operating Expenditure Assumptions**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

**November 4, 2015**

**Global Escalation Assumption** 3%

**Pier 70 Waterfront Site and Illinois Street Parcel Population Factors <sup>1</sup>**

Population 2,559

Employees 10,585

Service Population 0.33 6,087

**General Fund Expenditures**

Police \$763,848 cost of one patrol unit <sup>1</sup>  
6,087 service population  
\$125.48 cost per service population

Fire and EMS \$2,546,160 share of Mission Bay Public Safety Building <sup>1</sup>  
6,087 service population  
\$418.27 cost per service population

Public Open Space The lessee will be responsible for maintaining the project's public plaza. It will not be an obligation of the General Fund.

Crane Cove Park The total annual cost to maintain the park is estimate to approximate \$400,000 per year. The park's maintenance cost will be funded through a CFD maintenance district.

Public Works - Streets and Sidewalks The project is not creating any new new public right of way improvements and therefore, it is assumed that the project is not creating any significant new new mainenance costs.

Community Health, Public Protection (non Police and Fire), Human Welfare, and Culture and Recreation Service costs are typically generated by residential uses, which are not included in the project program

<sup>1</sup> Economic & Planning Systems, Inc.; Findings of Fiscal Responsibility and Feasibility - Pier 70 Waterfront Site and Illinois Street Parcel Report May 21, 2013. Expense has been adjusted for inflation.



**Table 6**  
**General Fund Expenditures Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

<b>Expenditure</b>	<b>Estimating Factor <sup>1</sup></b>	<b>FY 15/16</b>	<b>FY 16/17</b>	<b>FY 17/18</b>	<b>FY 18/19</b>	<b>FY 19/20</b>	<b>FY 20/21</b>	<b>FY 21/22</b>	<b>FY 22/23</b>	<b>FY 23/24</b>	<b>FY 24/25</b>	<b>FY 25/26</b>	<b>FY 26/27</b>	<b>FY 27/28</b>	<b>FY 28/29</b>	<b>FY 29/30</b>	<b>FY 30/31</b>
<i>Non-AV Revenue Escln. <sup>1</sup></i>	3.0%	100.0%	103.0%	106.1%	109.3%	112.6%	115.9%	119.4%	123.0%	126.7%	130.5%	134.4%	138.4%	142.6%	146.9%	151.3%	155.8%
<i>Service Population <sup>2</sup></i>		0	11	120	153	153	153	153	153	153	153	153	153	153	153	153	153
Police <sup>3</sup>	\$125.48 per svc pop	\$0	\$1,465	\$15,975	\$20,933	\$21,561	\$22,208	\$22,874	\$23,561	\$24,267	\$24,995	\$25,745	\$26,518	\$27,313	\$28,132	\$28,976	\$29,846
Fire and EMS <sup>4</sup>	\$418.27 per svc pop	\$0	\$4,883	\$53,249	\$69,777	\$71,871	\$74,027	\$76,248	\$78,535	\$80,891	\$83,318	\$85,817	\$88,392	\$91,044	\$93,775	\$96,588	\$99,486
<b>Total Expenditures</b>		<b>\$0</b>	<b>\$6,347</b>	<b>\$69,224</b>	<b>\$90,711</b>	<b>\$93,432</b>	<b>\$96,235</b>	<b>\$99,122</b>	<b>\$102,096</b>	<b>\$105,158</b>	<b>\$108,313</b>	<b>\$111,563</b>	<b>\$114,909</b>	<b>\$118,357</b>	<b>\$121,907</b>	<b>\$125,565</b>	<b>\$129,332</b>

<sup>1</sup> Table 5.

<sup>2</sup> Table 2.

<sup>3</sup> Methodology described in Table 5. Cost factors based on police department's estimates of the cost to serve the Waterfront Pier 70 project.

<sup>4</sup> Methodology described in Table 5. Cost factors based on the per capita service costs for operating the Mission Bay Fire Station.

**Table 6**  
**General Fund Expenditures Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

<b>Expenditure</b>	<b>Estimating Factor <sup>1</sup></b>	<b>FY 31/32</b>	<b>FY 32/33</b>	<b>FY 33/34</b>	<b>FY 34/35</b>	<b>FY 35/36</b>	<b>FY 36/37</b>	<b>FY 37/38</b>	<b>FY 38/39</b>	<b>FY 39/40</b>	<b>FY 40/41</b>	<b>FY 41/42</b>	<b>FY 42/43</b>	<b>FY 43/44</b>	<b>FY 44/45</b>	<b>FY 45/46</b>	<b>FY 46/47</b>
<i>Non-AV Revenue Escln. <sup>1</sup></i>	3.0%	160.5%	165.3%	170.2%	175.4%	180.6%	186.0%	191.6%	197.4%	203.3%	209.4%	215.7%	222.1%	228.8%	235.7%	242.7%	250.0%
<i>Service Population <sup>2</sup></i>		153	153	153	153	153	153	153	153	153	153	153	153	153	153	153	153
Police <sup>3</sup>	\$125.48 per svc pop	\$30,741	\$31,663	\$32,613	\$33,592	\$34,599	\$35,637	\$36,707	\$37,808	\$38,942	\$40,110	\$41,313	\$42,553	\$43,829	\$45,144	\$46,499	\$47,894
Fire and EMS <sup>4</sup>	\$418.27 per svc pop	\$102,470	\$105,545	\$108,711	\$111,972	\$115,331	\$118,791	\$122,355	\$126,026	\$129,806	\$133,701	\$137,712	\$141,843	\$146,098	\$150,481	\$154,996	\$159,646
<b>Total Expenditures</b>		<b>\$133,212</b>	<b>\$137,208</b>	<b>\$141,324</b>	<b>\$145,564</b>	<b>\$149,931</b>	<b>\$154,429</b>	<b>\$159,062</b>	<b>\$163,833</b>	<b>\$168,748</b>	<b>\$173,811</b>	<b>\$179,025</b>	<b>\$184,396</b>	<b>\$189,928</b>	<b>\$195,626</b>	<b>\$201,494</b>	<b>\$207,539</b>

<sup>1</sup> Table 5.

<sup>2</sup> Table 2.

<sup>3</sup> Methodology described in Table 5. Cost factors based on police department's estimates of the cost to serve the Waterfront Pier 70 project.

<sup>4</sup> Methodology described in Table 5. Cost factors based on the per capita service costs for operating the Mission Bay Fire Station.

**Table 6**  
**General Fund Expenditures Estimate**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

<b>Expenditure</b>	<b>Estimating Factor <sup>1</sup></b>	<b>FY 47/48</b>	<b>FY 48/49</b>	<b>FY 49/50</b>	<b>FY 50/51</b>	<b>FY 51/52</b>	<b>FY 52/53</b>	<b>FY 53/54</b>	<b>FY 54/55</b>	<b>FY 55/56</b>	<b>FY 56/57</b>	<b>FY 57/58</b>	<b>FY 58/59</b>	<b>FY 59/60</b>	<b>FY 60/61</b>	<b>FY 61/62</b>
<i>Non-AV Revenue Escln. <sup>1</sup></i>	3.0%	257.5%	265.2%	273.2%	281.4%	289.8%	298.5%	307.5%	316.7%	326.2%	336.0%	346.1%	356.5%	367.1%	378.2%	389.5%
<i>Service Population <sup>2</sup></i>		153	153	153	153	153	153	153	153	153	153	153	153	153	153	153
Police <sup>3</sup>	\$125.48 per svc pop	\$49,330	\$50,810	\$52,335	\$53,905	\$55,522	\$57,188	\$58,903	\$60,670	\$62,490	\$64,365	\$66,296	\$68,285	\$70,333	\$72,443	\$74,617
Fire and EMS <sup>4</sup>	\$418.27 per svc pop	\$164,435	\$169,368	\$174,449	\$179,682	\$185,073	\$190,625	\$196,344	\$202,234	\$208,301	\$214,550	\$220,987	\$227,616	\$234,445	\$241,478	\$248,723
<b>Total Expenditures</b>		<b>\$213,765</b>	<b>\$220,178</b>	<b>\$226,784</b>	<b>\$233,587</b>	<b>\$240,595</b>	<b>\$247,813</b>	<b>\$255,247</b>	<b>\$262,904</b>	<b>\$270,792</b>	<b>\$278,915</b>	<b>\$287,283</b>	<b>\$295,901</b>	<b>\$304,778</b>	<b>\$313,922</b>	<b>\$323,339</b>

<sup>1</sup> Table 5.

<sup>2</sup> Table 2.

<sup>3</sup> Methodology described in Table 5. Cost factors based on police department's estimates of the cost to serve the Waterfront Pier 70 project.

<sup>4</sup> Methodology described in Table 5. Cost factors based on the per capita service costs for operating the Mission Bay Fire Station.

**Table 7**  
**Economic Benefits**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

*November 4, 2015*

Project Direct, Indirect, and Induced Economic Benefits for the City and County of San Francisco	Direct Impact	Indirect and Induced Multiplier <sup>1</sup>	Indirect and Induced Impact	Total Impact
<b>On-Going Economic Impacts</b>				
Employment <sup>2</sup>	458	1.70158	321	779
Payroll <sup>3</sup> <i>\$68,571 avg pay</i>	\$31,406,000	1.60617	\$19,037,000	\$50,443,000
Output <sup>1</sup> <i>\$1 M / 6.38 empl</i>	\$71,789,000	1.48345	\$34,706,000	\$106,495,000
<b>Construction Period Economic Impacts</b>				
Construction Hard Costs <sup>4</sup>	\$78,960,000	1.46124	\$36,420,000	\$115,380,000
Construction Payroll <sup>5</sup> <i>40% constr. cost</i>	\$31,584,000	1.42574	\$13,446,000	\$45,030,000
<b>Construction Employment</b>				
Total person years <sup>3, 6</sup> <i>\$67,000 avg pay</i>	471	1.50141	236	707
Full time equivalent jobs for 3-year period <sup>6</sup> <i>3 years</i>	157	1.50141	79	236

<sup>1</sup> Minnesota IMPLAN Group model - 2012 County Level Data for San Francisco County. Average multiplier for the following industries: manufacturing; wholesaling and retail; warehousing and storage; media and software; information services; architecture, engineering, and design; computer programming and design; science, research, and development; and administrative services. On-going output estimate is based on the IMPLAN multiplier relating jobs to million dollars of output.

<sup>2</sup> Table 2.

<sup>3</sup> Table 8.

<sup>4</sup> Total hard costs per Orton Development Inc. proforma.

<sup>5</sup> Estimated ratio of payroll to total construction work.

<sup>6</sup> A person year of employment is equivalent to full time employment of one person for one year.

**Table 8**  
**Estimated Average Payroll per Employee**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

*November 4, 2015*

<b>Potential Occupation</b>	<b>OES Survey Occupation <sup>1</sup></b>	<b>Mean Annual Wage <sup>1</sup></b>
<b>On-Going Occupied Project <sup>2</sup></b>		
Engineer	Architecture and Engineering	\$106,000
Programmer	Computer and Mathematical	\$108,000
Designer	Arts, Design, Entertainment, Sports, Media	\$74,000
Builder/Manufacturer	Production	\$43,000
Warehousing/Shipping/Receiving	Transportation and Material Moving	\$43,000
Related Support/Administration	Office and Administrative Support	\$48,000
Related Support/Sales	Sales and Related	\$58,000
Average for all On-Going Occupations		<u>\$68,571</u>
<b>Construction Period</b>		
Construction Worker	Construction and Extraction	\$67,000

<sup>1</sup> California Employment Development Department Occupational Employment Statistics Survey, 1st QTR 2015.

<sup>2</sup> Based on sample list of occupations provided by Orton Development, Inc. in their Response to RFP for Pier 70: 20th Street Historic Buildings.

**Table 9**  
**Construction Period Revenues**  
**Fiscal and Economic Impact Analysis**  
**Pier 70 - Historic Core**  
**Port of San Francisco**

Construction Period Revenues				FY 15/16	FY 16/17	FY 16/17	Total
<b>Payroll Tax</b>							
Taxable San Francisco Payroll	\$31,584,000 total <sup>1</sup>	75% SF adj. <sup>2</sup>		\$7,896,000	\$7,896,000	\$7,896,000	\$23,688,000
Payroll Tax Rate <sup>2</sup>				1.350%	1.125%	0.750%	
Total Payroll Tax				\$106,600	\$88,800	\$59,200	\$254,600
<b>Gross Receipts Tax</b>							
Taxable San Francisco Gr. Receipts	\$78,960,000 total <sup>1</sup>	75% SF adj. <sup>2</sup>		\$19,740,000	\$19,740,000	\$19,740,000	\$59,220,000
Gross Receipts Phase-In Rate <sup>2</sup>				10%	25%	50%	
Total Gross Receipts Tax <sup>2</sup>		0.329% avg rate <sup>2</sup>		\$6,500	\$16,200	\$32,400	\$55,100
<b>Sales Taxes</b>							
Material Costs	\$78,960,000 total <sup>1</sup>	60% materials <sup>3</sup>					\$47,376,000
Qualified Subcontractor Amount		50% qualified <sup>3</sup>					\$23,688,000
Base 1% Sales Tax		1.00% SF share <sup>2</sup>					\$237,000
Public Safety Sales Tax		0.50% tax rate <sup>2</sup>					\$118,000
SF County Transportation		0.50% tax rate <sup>2</sup>					\$118,000
SF County Public Finance		0.25% tax rate <sup>2</sup>					\$59,000

<sup>1</sup> Table 7.

<sup>2</sup> Table 3.

<sup>3</sup> KMA assumption.

**APPENDIX H FOR PROJECT AREA H**

**(To be Attached.)**