ORDINANCE NO.

1	[Planning Code, Zoning Map - Pier 70 Special Use District]
2	
3	Ordinance amending the Planning Code and the Zoning Map to add the Pier 70 Special
4	Use District; making findings under the California Environmental Quality Act, and
5	making findings of consistency with the General Plan, the eight priority policies of
6	Planning Code, Section 101.1, and Planning Code, Section 302.
7	NOTE: Unchanged Code text and uncodified text are in plain Arial font.
8	Additions to Codes are in <i>single-underline italics Times New Roman font</i> . Deletions to Codes are in <i>strikethrough italics Times New Roman font</i> .
9	Board amendment additions are in <u>double-underlined Arial font</u> . Board amendment deletions are in strikethrough Arial font.
10	Asterisks (* * * *) indicate the omission of unchanged Code subsections or parts of tables.
11	
12	Be it ordained by the People of the City and County of San Francisco:
13	
14	Section 1. Planning and Environmental Findings.
15	(a) California Environmental Quality Act.
16	(1) At its hearing on August 24, 2017, and prior to recommending the proposed
17	Planning Code amendments for approval, by Motion No. 19976, the Planning Commission
18	certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project
19	(Project) pursuant to the California Environmental Quality Act (CEQA) (California Public
20	Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section
21	15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is in Board
22	of Supervisors File No. 170864, and is incorporated herein by reference. In accordance with
23	the actions contemplated herein, this Board has reviewed the FEIR, concurs with its
24	conclusions, affirms the Planning Commission's certification of the FEIR, and finds that the
25	

actions contemplated herein are within the scope of the Project described and analyzed in the
 FEIR.

3 (2) In recommending the proposed Planning Code Amendments for approval by this Board at its hearing on August 24, 2017, by Motion No. 19977, the Planning Commission 4 5 also adopted findings under CEQA, including a statement of overriding consideration, and a 6 Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are 7 in Board of Supervisors File No. 170864, and is incorporated herein by reference. The Board 8 hereby adopts and incorporates by reference as though fully set forth herein the Planning 9 Commission's CEQA approval findings, including the statement of overriding considerations. The Board also adopts and incorporates by reference as though fully set forth herein the 10 Project's MMRP. 11 12 (b) At the same hearing on August 24, 2017, the Planning Commission, in Resolution 13 No. 19978, adopted findings that the actions contemplated in this ordinance are consistent, on 14 balance, with the City's General Plan and eight priority policies of Planning Code Section

15 101.1. The Board adopts these findings as its own. A copy of said Resolution is in Board of
16 Supervisors File No. 170864, and is incorporated herein by reference.

(c) Pursuant to Planning Code Section 302, this Board finds that this Planning Code
Amendment will serve the public necessity, convenience, and welfare for the reasons set forth
in Planning Commission Resolution No. 19978, and the Board incorporates such reasons
herein by reference.

21

Section 2. The Planning Code is hereby amended by adding Section 249.79, to readas follows:

- 24 <u>SEC. 249.79. PIER 70 SPECIAL USE DISTRICT.</u>
- 25

1	(a) Purpose and Boundaries. To facilitate the City's long-term goal of redevelopment and
2	revitalization of a portion of Pier 70, a Special Use District entitled the "Pier 70 Special Use District"
3	(SUD) is hereby established. The boundaries of the SUD are shown on Sectional Map SU08 of the
4	Zoning Map. The purpose of this SUD is to give effect to the Development Agreement (DA) and
5	Disposition and Development Agreement (DDA) for the Pier 70 Mixed-Use Project (Project), as
6	approved by the Board of Supervisors by Ordinance No The Project will provide
7	several benefits to the City, such as a significant amount of affordable housing, increased public access
8	and open space, facilities for small-scale manufacturing, extensive infrastructure improvements, and
9	replacement space for Noonan Building tenants, while creating jobs, housing, and a vibrant community
10	as contemplated under California Assembly Bill 418 (AB 418) (Stats. 2011, ch. 477), which made Pier
11	70-specific amendments to the Burton Act (Stats. 1969, ch. 1333).
12	(b) Role of Port Commission. The majority of the property within the SUD is under the
13	jurisdiction of the Port Commission, and Port lands are subject to land use controls additional to this
14	Municipal Code. As authorized under AB 418, the Port may hold, use, conduct, operate, maintain,
15	manage, administer, regulate, improve, sell, lease, encumber, and control nontrust lands and
16	improvements within the SUD for any purpose on conditions specified in AB 418. In the event of a
17	conflict between this Code and the Burton Act, AB 418, or the McAteer-Petris Act (Cal. Gov't Code §§
18	<u>66600 et seq.), state law shall prevail.</u>
19	(c) <b>Relationship to Design for Development.</b> The Pier 70 Design for Development (Design for
20	Development), adopted by the Planning Commission and Port Commission and as may be periodically
21	amended, sets forth Standards and Guidelines applicable within the SUD and is incorporated here by
22	reference. Any term used in this Section 249.79 and not otherwise defined in this Code shall have the
23	meaning ascribed to it in the Design for Development. The Port shall have exclusive jurisdiction and
24	approval rights over amendments to the Design for Development that affect only open space and right-
25	of-way development within the SUD, which include Design for Development, Chapter 3 (Open Space

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1	Network); Chapter 4 (Streets and Streetscapes); Section 7.2 (Street Lighting); Section 7.3 (Open Space
2	Lighting); Section 7.6 (Wayfinding Signage); and Section 7.8 (Public Art). Other than as specified
3	above, the Port Commission and the Planning Commission may amend the Design for Development
4	upon initiation by either body or upon application by an owner or ground lessee of property within the
5	SUD, to the extent that such amendment is consistent with this Section, the General Plan, and the DA.
6	Both the Port Commission and Planning Commission shall approve any such amendment to the Design
7	for Development that does not exclusively affect the open space and right-of-way Chapters and
8	Sections of the Design for Development identified in this subsection (c) as being within the exclusive
9	jurisdiction of the Port Commission.
10	(d) <b>Relationship to Other Planning Code Provisions.</b> Applicable provisions of the Planning
11	Code shall control except as otherwise provided in this Section 249.79, the Design for Development,
12	and the DA (so long as the DA is in effect). In the event of a conflict between other provisions of the
13	Planning Code and the Design for Development or this Section 249.79 (and further subject to
14	subsection (e) below), this Section 249.79 and the Design for Development shall control.
15	(e) Development Controls. Development and uses of property within the SUD shall be
16	regulated by the controls contained in this Section 249.79 and in the Design for Development,
17	provided, however, that if there is any inconsistency between this Section and the Design for
18	Development, this Section shall control.
19	(f) <b>Definitions.</b> If not explicitly superseded by definitions established in this Section 249.79 or
20	the Design for Development, the definitions in this Code shall apply. Later amendments to the
21	definitions in this Code shall apply where not in conflict with this Section 249.79, the Design for
22	Development, or the DA. In addition to the specific definitions set forth elsewhere in this Section
23	249.79, the following definitions shall govern interpretation of this Section:
24	"Applicant" means the ground lessee, owner, or authorized agent of the owner or ground lessee
25	of a development parcel.

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1	"Building Standards" means the standards applicable to Buildings and any associated
2	privately-owned open spaces within the SUD, consisting of the standards specified in subsection (h)
3	and the standards identified as such in the Design for Development.
4	"Executive Director" means the Executive Director of the Port of San Francisco.
5	"Historic Building" means one of the existing structures commonly known as Historic Building
6	2, Historic Building 12, or Historic Building 21, which are part of the Union Iron Works Historic
7	District (listed on the National Register of Historic Places).
8	"Horizontal Development" means construction of Public Facilities.
9	"Major Modification" means a deviation of 10 percent or more from any dimensional or
10	numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per
11	subsection (i).
12	"Minor Modification" means a deviation of less than 10 percent from any dimensional or
13	numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per
14	subsection (i), or from any non-numerical standard in the Design for Development.
15	"Proposition F" means the Union Iron Works Historic District Housing, Waterfront Parks,
16	Jobs and Preservation Initiative adopted by the voters on November 4, 2015.
17	"Public Facilities" include completed utility infrastructure; recreational, open space, and
18	public access areas; public rights-of-way; and other improvements in the public realm that will be
19	under City and Port jurisdiction when accepted.
20	"Vertical DDA" means a Vertical Disposition and Development Agreement between the Port
21	and an Applicant that sets forth contractual terms and conditions governing the Applicant's
22	development of Vertical Improvements.
23	"Vertical Improvements" means new construction of a Building and any later expansion or
24	major alteration of or addition to a previously approved Building within the SUD.
25	(g) Uses.

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	<u>Table 249.79(g)(1)</u>								
<u>SUD</u>	<u>Residen-</u> tial Uses	<u>Institution-</u> al Uses	<u>Retail</u> <u>Uses</u>	<u>Office</u> <u>Uses</u>	<u>ment,</u>	<u>Industrial</u> <u>Uses</u>	<u>PDR</u> <u>Uses</u>	<u>Parking</u> <u>Lot</u>	<u>Parking</u> <u>Garage</u>
<u>(as</u>					Recreat-				
in					ion Uses				
<u>Figures</u> <u>1 and 2)</u>									
<u>2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<u>12</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P(3)(4)</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
<u>21</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>NP</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
<u>A</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
<u>B</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
<u>C1</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>P</u>
							<u>(12)</u>		
<u>C2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>P</u>
							<u>(12)</u>		
D	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<u>E1</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<u>E2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
	Parcels         (as         shown         in         Figures         1 and 2)         2         12         21 <u>A</u> <u>B</u> <u>C1</u> <u>C2</u> <u>D</u>	SUD Parcels (as shown in Figures 1 and 2)tial Uses2P2P12NP21NPANPBNPC1PC2PDPE1P	SUD Parcels (as shown in Figures 1 and 2)tial Usesal Uses2 $P$ $P$ 2 $P$ $P$ 12 $NP$ $P$ 21 $NP$ $P$ $A$ $NP$ $P$ $B$ $NP$ $P$ $C1$ $P$ $P$ $C2$ $P$ $P$ $D$ $P$ $P$ $E1$ $P$ $P$	SUD Parcels (as shown in Figures 1 and 2)tial Usesal UsesUses2 $P$ $P$ $P$ 2 $P$ $P$ $P$ 12 $NP$ $P$ $P(2)$ 21 $NP$ $P$ $P(2)$ $A$ $NP$ $P$ $P(2)$ $B$ $NP$ $P$ $P(2)$ $C1$ $P$ $P$ $P(2)$ $C2$ $P$ $P$ $P$ $D$ $P$ $P$ $P$ $E1$ $P$ $P$ $P$	LandPier 70 SUD Parcels (as shown in Figures 1 and 2)Residen- al UsesRestail UsesOffice Uses2PPPP2PPPP12NPPP(2)P(3)(4)21NPPP(2)PANPPP(2)PBNPPP(2)PC1PPP(2)PC2PPPPDPPPNP(5)E1PPPPNP(5)PPPNP(5)	Land UsesPier 70 SUD Parcels (as shown in Figures I and 2)Residen- al UsesInstitution- al UsesRetail UsesOffice UsesEntertain- ment, Arts, and Recreat- ion Uses2PPPPPP2PPPP(2)P(6)(8)12NPPP(2)P(3)(4)P(6)(8)21NPPP(2)NPP(6)(8)ANPPP(2)PP(6)(8)BNPPP(2)PP(6)(8)C1PPP(2)PP(6)(8)C2PPPPP(2)PDPPPPP(2)P(7)(8)E1PPPPNP(5)P(7)(8)	Land UsesPier 70 SUD Parcels (as shown in in FiguresResiden- al UsesInstitution- al UsesRetail UsesOffice UsesEntertain- Artis, and Recreat- ion UsesIndustrial Uses2PPPPPP(0)(8)P(9)(10)12NPPP(2)P(3)(4)P(6)(8)P(9)12NPPP(2)P(3)(4)P(6)(8)P(9)21NPPP(2)NPP(0)(8)P(9)21NPPP(2)PP(6)(8)P(9)21NPPP(2)PP(6)(8)P(9)21NPPP(2)PP(6)(8)P(9)2PP(2)PP(6)(8)P(9)2PPP(2)PP(6)(8)P(9)2PPP(2)PP(6)(8)P(9)4NPPP(2)PP(6)(8)P(9)5PPP(2)PP(6)(8)P(9)6PPP(2)PP(6)(8)P(9)6PPP(2)PP(6)(8)P(9)6PPPP(2)PP(6)(8)P(9)7PPPPPPP9PPPPPPP9PPPPPPP9PPP <td>Pier 70 SUD Parcels (as shown in T and 2)         Residen- al Uses         Institution- al Uses         Retail Uses         Office Uses         Entertain- ment, Arts, and Recreat- ion Uses         Industrial Uses         PDR Uses           2         P         P         P         P         P         P         P(2)         P(6)(8)         P(9)(10)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P         P(6)(8)</td> <td>Pier 70 Parcels (as (shown in Figures)         Residen- al Uses         Institution- al Uses         Retail Uses         Office Uses         Entertain- ment, Arts, and Recreat- ion Uses         Industrial Uses         PDR Uses         Parking Lot           2         P         P         P         P         P         P(G)(8)         P(9)(10)         P(11)         NP(13)           112         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)         NP(13)           12         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           32         Q         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           4         NP         P         P         P         P(6)(8)         P(9)</td>	Pier 70 SUD Parcels (as shown in T and 2)         Residen- al Uses         Institution- al Uses         Retail Uses         Office Uses         Entertain- ment, Arts, and Recreat- ion Uses         Industrial Uses         PDR Uses           2         P         P         P         P         P         P         P(2)         P(6)(8)         P(9)(10)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)           1         NP         P         P(2)         P         P(6)(8)	Pier 70 Parcels (as (shown in Figures)         Residen- al Uses         Institution- al Uses         Retail Uses         Office Uses         Entertain- ment, Arts, and Recreat- ion Uses         Industrial Uses         PDR Uses         Parking Lot           2         P         P         P         P         P         P(G)(8)         P(9)(10)         P(11)         NP(13)           112         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)         NP(13)           12         NP         P         P(2)         P(3)(4)         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           21         NP         P         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           32         Q         P         P(2)         P         P(6)(8)         P(9)         P(11)         NP(13)           4         NP         P         P         P         P(6)(8)         P(9)

(1) **Permitted Uses.** The following uses set forth in Table 249.79(g)(1) below shall be

permitted as indicated within the SUD, where P means Permitted Use and NP means Non-permitted

1

2

3

Use.

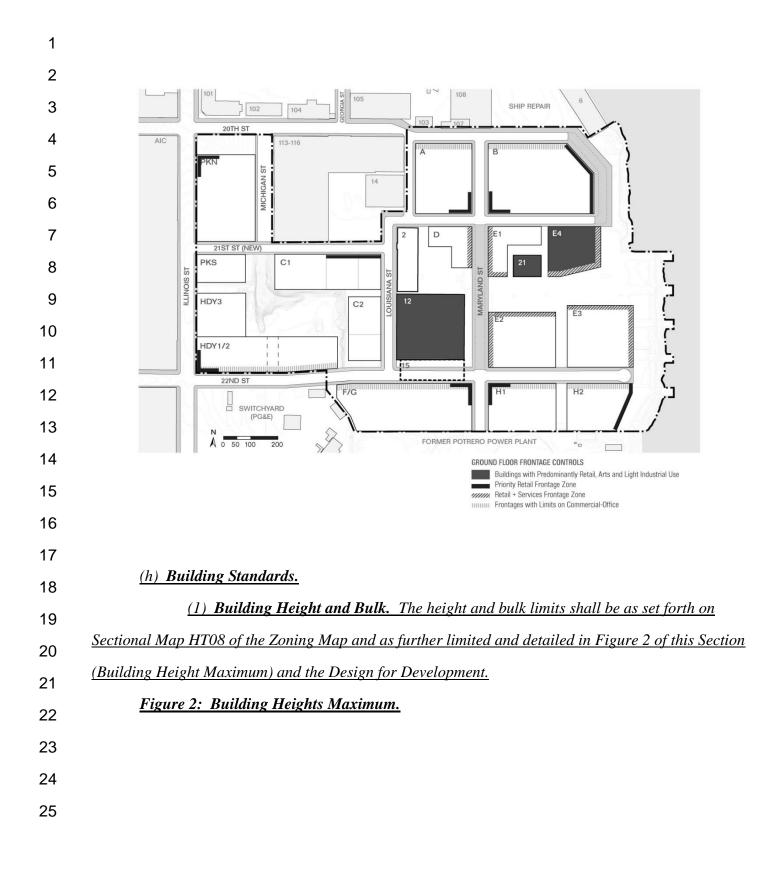
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1								<u>(12)</u>		
2	<u>E3</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
3								<u>(12)</u>		
4	<u>E4</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P(3)(4)</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
5	<u>F/G</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
6								<u>(12)</u>		
7	<u>H1</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
8								<u>(12)</u>		
9	<u>H2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
10								<u>(12)</u>		
11	<u>PKN</u>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
12								<u>(12)</u>		
13	<u>PKS</u>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
14								<u>(12)</u>		
15	<u>HDY3</u>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
16								<u>(12)</u>		
17	<u>HDY1/2</u>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
18								<u>(12)</u>		
19	<u>Na</u>	otes:								
20	) (1) Ground Floor Residential on Illinois Street is NP.									
21	(2) Tourist Hotel is NP.									
22	(3) Service, Medical is NP.									
23	(4) Office Use is NP on Ground Floor.									
24	(5) Office Use is P on Ground Floor only.									
25	(6) Movie Theater is P if no more than three screens.									

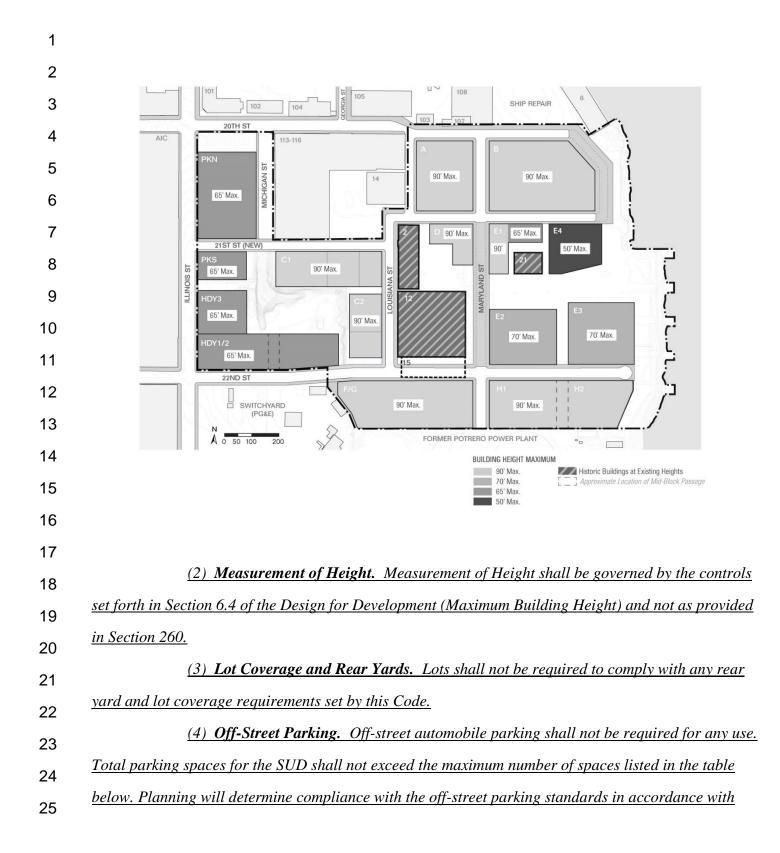
1	(7) Movie Theater is NP.
2	(8) Livery Stables are NP.
3	(9) Automobile Assembly, Food Fiber and Beverage Processing 1, Light Manufacturing, Metal
4	Working are P. Other Industrial Uses are NP.
5	(10) Food Fiber and Beverage Processing 1, Light Manufacturing are P on Ground Floor only
6	if Building contains Residential.
7	(11) PDR Automotive Services Station, Storage, Stable, and Utility Yard are NP. PDR
8	Automotive Service Station are P if Predominant Use is District Garage.
9	(12) PDR Uses not already restricted as NP herein are P on the Ground Floor only if Building
10	contains Residential
11	(13) Parking Lots are NP (except as provided for in Section 249.79(g)(3) as an interim use).
12	(14) Accessory Parking is P.
13	(2) <b>Temporary Uses.</b> The Executive Director may approve without a public hearing
14	any of the following uses ("Temporary Uses") for a period not to exceed 90 days, or for such longer
15	period of time as may be approved by the Executive Director under any Port lease or license: booths
16	for charitable, patriotic, or welfare purposes; markets; exhibitions, festivals, circuses, musical and
17	theatrical performances and other forms of live entertainment including setup/load-in and
18	demobilization/load-out; athletic events; open-air sales of agriculturally-produced seasonal
19	decorations such as Christmas trees and Halloween pumpkins; meeting rooms and event staging;
20	mobile food and temporary retail establishments; and automobile and truck parking and loading
21	associated with any authorized temporary use. The Executive Director may authorize recurring
22	Temporary Uses (such as a weekly farmers market) under a single authorization.
23	(3) Interim Uses. The Executive Director may approve any use listed in this section
24	("Interim Use") without a public hearing for a period not to exceed five years if the Executive Director
25	finds that such Interim Use will not impede orderly development consistent with this Section 249.79, the

1	Design for Development, and the DA. Interim Uses are limited to uses in the existing Historic						
2	Buildings, unimproved areas, and open spaces. Any Interim Use listed in this section that is integral to						
3	development under the DA, DDA, or Vertical DDA, and is permitted by the Port under any Port lease						
4	or license shall not require separate authorization as an Interim or Temporary use (for example, uses						
5	incidental to environmental clean-up, demolition and construction, storage, and automobile and truck						
6	parking and loading related to construction activities). Any authorization granted pursuant to this						
7	Subsection 249.79(g)(3) shall not exempt the applicant from obtaining any other permit required by						
8	law. Additional time for such uses may be authorized upon a new application. Interim Uses the						
9	Executive Director may authorize include, but are not limited to:						
10	(A) Retail activities, which may include the on-site assembly, production or sale						
11	of food, beverages, and goods, the operation of restaurants or other retail food service in temporary						
12	structures, outdoor seating, food trucks, and food carts;						
13	(B) Temporary art installations, exhibits, and sales;						
14	(C) Recreational facilities and uses (such as play and climbing structures and						
15	outdoor fitness classes);						
16	(D) Motor vehicle and bicycle parking;						
17	(E) On-site assembly and production of goods in enclosed or unenclosed						
18	temporary structures;						
19	(F) Educational activities, including but not limited to after-school day camp and						
20	<u>activities;</u>						
21	(G) Site management service, administrative functions and customer amenities						
22	and associated loading;						
23	(H) Rental or sales offices incidental to new development; and						
24	(I) Entertainment uses, both unenclosed and enclosed, which may include						
25	temporary structures to accommodate stages, seating and support facilities for patrons and operations.						

1	(4) Nonconforming Uses. The Executive Director may allow the reasonable
2	continuance, modification, or expansion of existing uses and structures that do not comply with this
3	Section 249.79 or the Design for Development upon a determination that the use would not impede the
4	orderly development of the SUD consistent with this Section, the DA, the DDA, and any Vertical DDA.
5	(5) Ground Floor Frontages.
6	(A) <b>Priority Retail Frontages.</b> As listed below, a minimum of 50 percent of the
7	shaded Priority Retail Frontage zone shown in Figure 1 shall be occupied by the following uses (each,
8	a "Priority Retail" use) as defined in Section 2.2 of the Design for Development (Ground Floor Uses):
9	(i) Retail (including personal services and excluding medical services,
10	financial services, banks, real estate services, or retail automotive uses);
11	(ii) Bar and restaurant;
12	(iii) Arts activities;
13	(iv) PDR; and
14	(v) Entertainment.
15	(B) As an exception to the above, Parcel E4, due to its waterfront location, shall
16	require a minimum of 33 percent Priority Retail of the extent of the east and south frontages. The
17	Priority Retail uses on Parcel E4 may consolidate required linear feet on a single designated frontage.
18	(C) The minimum depth of regulated uses for all Priority Retail frontages is 25
19	feet from the subject façade. A maximum of 40 feet of lobby frontage per building may count towards
20	linear Priority Retail frontage requirement.
21	(D) <b>Retail and Service Frontages.</b> To embed a broader set of active uses
22	elsewhere on the site, including community facilities and personal services, Retail and Service
23	Frontages shall occur along the northern and southern waterfront edge, as well as along the 200-foot
24	portion of C1 facing Orton Plaza and on key gateways into the site from Illinois Street and corners
25	adjacent to the Maryland Street corridor between 21st and 22nd Streets, as shown in Figure 1.

1	Specified frontage zones shall be limited to the Priority Retail uses listed in 249.79(g)(5)(A) plus the
2	following additional uses (each, a "Priority Service Use") for a minimum of 50 percent of the shaded
3	<u>Retail and Services frontage zone identified in Figure 1:</u>
4	(i) Medical services;
5	(ii) Financial services and banks;
6	(iii) Fitness centers and gyms;
7	(iv) Institutions;
8	(v) Community facilities; and
9	(vi) Events and activity space.
10	(vii) For C1 only, small offices up to 5,000 square feet.
11	(E) The minimum Retail and Service depth shall be 25 feet. If C1 is built as a
12	garage, the minimum depth shall be 20 feet to preserve parking layout feasibility.
13	(F) Office Frontages. Ground floor office uses on 20th and 22nd Streets, as
14	shown on Figure 1, shall not exceed 75 percent of the frontage for Parcels A, B, F, G, HDY, H1, and
15	H2. Remaining portions of those frontages shall provide usable spaces for a viable non-office use,
16	including all Priority Retail uses listed in 249.79(g)(5)(A) and Priority Service Uses listed in
17	249.79(g)(5)(D).
18	Figure 1: Ground Floor Frontage Controls.
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1	Subsection 249.79(l)	(5) below. These requirement	nts may be modified pursuant to implementation of the
2	Project's Transporte	ation Demand Management (	TDM) requirement, as set forth in the DDA.
3 4		Table	249.79(h)(4)
5			tted Off-Street Parking
6	Residential Use		0.6 spaces per residential unit
7	Office Use		1 space per 1500 square feet of Gross Floor
8			<u>Area</u>
9	All Other Uses		None permitted
10	<u>(5)</u> <b>B</b>	Bicycle Parking. The amount	and design of bicycle parking required shall be
11	governed by the con	trols set forth in the Planning	Code, whereas the location of required bicycle
12	parking shall be gov	erned by the controls set in t	he Design for Development.
13	<u>(6)</u>	<b>Welling Unit Density.</b> There	e shall be no density limit for any residential use.
14	<u>(7)</u>	welling Unit Exposure. The	e provisions of Section 140 shall not apply. Dwelling
15	units in new constru	ction shall face onto one of th	he following open areas that is open to the sky:
16		(A) A public street, public	alley, or mid-block passage (public or private) at
17	<u>least 20 feet in width</u>	<u>ı;</u>	
18		(B) An exterior courtyard	or terrace at least 25 feet in width that is open to a
19	public street, public	alley, mid-block passage (pu	blic or private);
20		(C) A public open space th	nat is at least 25 feet in width, including Irish Hill, a
21	<u>landscape feature;</u>		
22		(D) An interior courtyard	at least 25 feet in width and a maximum height of 55
23	<u>feet;</u>		
24		(E) An interior courtyard	at least 40 feet in width without regard to height; or
25			

1	(F) Undeveloped airspace over rooftops of either adjacent buildings within the
2	SUD or a building on the same parcel where such building has been built to the maximum height limit
3	allowed pursuant to this Section 249.79.
4	(8) <b>Open Space for Dwelling Units.</b> In addition to any publicly-accessible open spaces
5	described in the Design for Development, a minimum of 40 square feet of open space per dwelling unit
6	<u>shall be provided on each residential building parcel. Such open space may be either private or</u>
7	common space, and may be provided in the form of courtyards, terraces, rooftops, balconies, or other
8	facilities. The standards for open spaces shall be governed by the controls set forth in the Design for
9	Development and not as provided in Section 135.
10	(9) <b>Permitted Obstructions.</b> Permitted obstructions over the street, alley, yard, setback,
11	or open space (also referred to as Projections) shall be governed by the controls set forth in the Design
12	for Development and not as provided in Section 136.
13	(10) Streetscape Improvements. The streetscape and street tree planting requirements
14	shall be governed by the controls set forth in the Design for Development and not as provided in
15	<u>Section 138.1(c).</u>
16	(11) Off-Street Loading. The loading requirements of Article 1.5 of the Code shall not
17	apply. Off-Street loading shall be governed by the controls set forth in Section 5.5 and 5.6 of the Design
18	for Development, describing number of loading spaces, loading space locations and dimensions,
19	loading spaces for historic buildings, location of refuse and recycling, and loading access locations.
20	(12) Signage. The requirements of Article 6 of this Code, as well as the signage
21	guidelines of the Port, shall not apply. Building signage within the Special Use District shall be
22	regulated by Sections 7.5 (General Signage), 7.6 (Wayfinding Signage) and 7.7 (Building Signage) of
23	the Design for Development, regulating signage design and location for buildings and the public realm.
24	Signage regulations in the Design for Development supplement the following signage plans to be
25	approved by the Executive Director and the Planning Department pursuant to the DDA as follows: the

1	Pier 70 Public ROWs Signage Plan, the Pier 70 Park Parcels Signage Plan(s) and the Pier 70
2	Interpretive Signage Plan(s) to be approved by the Executive Director, and the Pier 70 Building
3	Signage Plan approved by both the Executive Director and Planning Director.
4	(13) Inclusionary Housing Requirements. The requirements of Section 415 shall apply
5	subject to the following provisions:
6	(A) For any Rental Housing Project, each housing development project shall
7	pay a fee based on the number of units equivalent to the 23% of the number of units in the principal
8	rental housing project. If the project sponsor is eligible and elects to provide on-site affordable rental
9	units, the number of affordable units constructed on-site shall be 20% of all units constructed on the
10	project site. The Rental Units shall have an affordable rent set at an average of 80% of Area Median
11	Income or less.
12	(B) For any housing development project consisting of Owned Units, each
13	project shall pay a fee based on the number of units equivalent to the 28% of the number of units in the
14	principal housing project.
15	(14) Impact Fees. Vertical Improvements within the SUD that are subject to the DA
16	shall be required to pay impact fees in accordance with the DA. In recognition of the high level of in-
17	kind improvements provided under the Design for Development and related project documents, all
18	other Vertical Improvements within the SUD, whether subject to the DA or not, shall not be required to
19	pay the Eastern Neighborhoods Impact Fees and Public Benefits Fund requirements set forth in Section
20	<u>423.</u>
21	(15) <b>Transportation Fee.</b> Vertical Improvements that are subject to the DA shall be
22	required to pay transportation fees in accordance with the DA, which fees shall be used by SFMTA in
23	accordance with the Transportation Plan attached to the DA. All other Vertical Improvements within
24	the SUD shall pay to SFMTA a "Transportation Fee" that SFMTA shall use to pay for uses permitted
25	by the TSF Fund under Section 411A.7, including SFMTA and other agencies' costs to design, permit,

1	construct, and install a series of transportation improvements in the area surrounding the Pier 70 SUD.
2	The Transportation Fee will be calculated for each Vertical Improvement at 100% of the applicable
3	TSF rate without a discount under Section 411A.3(d) as if it were a Project submitted under Section
4	411A.3(d)(3).
5	(i) Modifications to Building Standards. Modification of the Building Standards may be
6	approved on a project-by-project basis according to the procedures of set forth below.
7	(1) No Modifications or Variances Permitted. No modifications or variances are
8	permitted for (A) Maximum Height established under Section (h)(1); (B) maximum building stories
9	established in Standard 6.4.2 of the Design for Development (Maximum Stories); (C) maximum off-
10	street parking ratios (except as provided in subsection (1)(5) below); (D) minimum required bicycle
11	parking quantities established in Article 1.5 of Standard 5.1.1 of the Design for Development (Bicycle
12	Parking Capacity)the Planning Code; or (E) Standard 6.18.1 (Key Facades 200-350 Feet in Length)
13	and Standard 6.18.2 (Key Facades 350 Feet or More in Length) of the Design for Development
14	regulating architectural treatment of primary and secondary facades. Except as explicitly provided in
15	subsections (i)(2) and (3) below, no other standard set forth in this Section 249.79 or in the Design for
16	Development shall be modified or varied.
17	(2) Minor Modifications. The Planning Director may approve a Minor Modification
18	administratively by the procedures described in Subsection 249.79(1)(6)(A).
19	(3) Major Modifications. The Planning Commission shall hear any application for a
20	Major Modification according to the procedures described in subsection 249.79(1)(6)(B).
21	(j) Review and Approval of Development Phases and Horizontal Development. The Port
22	Commission shall grant a Phase Approval in accordance with the DDA for the Phase that includes the
23	applicable Vertical Improvements before Planning may approve an application for design review under
24	<u>this Section 249.79.</u>
25	

Mayor Lee; Supervisor Cohen **BOARD OF SUPERVISORS** 

1	(k) <b>Review and Approval of Open Space.</b> The Port Commission shall have exclusive
2	jurisdiction over the review of proposed publicly-owned open space within the SUD for consistency
3	with the Design for Development, including program, design, and the inclusion of any ancillary
4	structures. Any privately-owned publicly-accessible open space on any of the development parcels shall
5	be reviewed and approved by Planning as part of the associated Vertical Improvement.
6	(1) Design Review and Approval of Vertical Improvements.
7	(1) Applications. Applications for design review are required for all Vertical
8	Improvements prior to issuance of building permits. An application for design review shall be filed at
9	the Port by the owner or authorized agent of the owner of the property for which the design review is
10	sought. Each application shall include the documents and materials necessary to determine consistency
11	with this Section and the Design for Development, including site plans, sections, elevations, renderings,
12	landscape plans, and exterior material samples to illustrate the overall concept design of the proposed
13	buildings. If an Applicant requests a Major or Minor Modification, the application shall contain
14	descriptive material such as narrative and supporting imagery, if appropriate, that describes how the
15	proposed Vertical Improvement meets the intent of the SUD and Design for Development and provides
16	architectural treatment and public benefit that are equivalent or superior to strict compliance with the
17	standards.
18	(2) Completeness. Port and Planning staff shall review the application for
19	completeness and advise the Applicant in writing of any deficiencies within 30 days after receipt of the
20	application or, if applicable, within 15 days after receipt of any supplemental information requested
21	pursuant to this Section. Review by Port staff shall also include a review for compliance with the
22	requirements of the applicable Vertical DDA. If staff does not so advise the applicant, the application
23	shall be deemed complete.
24	(3) Staff Design Review of Buildings. Each application for Vertical Improvements
25	shall be subject to the administrative design review process set forth in this subsection (1). Upon a

1	determination of com	pleteness (or deeme	d completeness), sta	aff shall conduct	design review and

- 2 prepare a staff report determining compliance of the Vertical Improvement with this Section 249.79
- *and the Design for Development, including a recommendation regarding any modifications sought.*
- 4 <u>Such staff report shall be delivered to the Applicant and any third parties requesting notice in writing.</u>
- *shall be kept on file, and posted on the Department's website for public review, within 60 days of the*
- *determination of completeness (or deemed completeness).*
- 7 If staff determines that the Vertical Improvement is not compliant with the Design for
- *Development and this Section 249.79, it will notify the Applicant within the applicable 60-day period,*
- *in which case, the Applicant may resubmit the Application and the requirements under Section(l)(1)*
- *through Section (l)(3) apply anew, except the time for staff review shall be 30 days.*
- 11 (4) Port Review of Historic Buildings. Port staff shall review schematic designs for
- *each Historic Building in accordance with the procedures set forth in the ground lease between Port*
- *and the Applicant for the applicable Historic Building. Port staff review shall include a determination*
- 14 of consistency with the Design for Development and applicable mitigation measures, including
- *compliance with Secretary of the Interior's Standards for the Treatment of Historic Properties.*
- 16 (5) Off-Street Parking. It is the intent of this SUD that at full build-out of all parcels in
- *the SUD, the total number of off-street parking spaces within the SUD shall not exceed the applicable*
- *maximum parking ratios specified in Table 249.79(h)(4) above. The maximum parking ratios shall not*
- *apply to individual Vertical Improvements or parcels, but shall be considered cumulatively for the SUD*
- *as a whole. To ensure compliance with the maximum parking ratios on a periodic basis during the*
- *phased build-out of the SUD, the Planning Department shall not approve new off-street parking*
- 22 proposed within a Vertical Improvement if it determines that the amount of off-street parking proposed
- *would cause the aggregate parking ratio in the SUD to be exceeded when taking into account the*
- *amount of parking in the proposed Vertical Improvement plus the amount of parking for all Buildings*
- *approved under this Section 249.79 as of the date of determination (without regard to whether or not*

1	the Building has been constructed) at the following Development Increments: every 750 net new
2	housing units and every 400,000 gross square feet of non-residential uses in new or rehabilitated
3	buildings (each residential and non-residential threshold, a "Development Increment").
4	Notwithstanding the foregoing, a deviation of up to 10% above the maximum ratios shall be permitted
5	for all increments prior to final build out and not be considered a Major Modification, Minor
6	Modification, or otherwise inconsistent with this Section 249.79 or the Design for Development. For
7	any increment beyond the first, the Planning Director may disallow part or all of the 10% deviation
8	from the maximum ratios in consideration of expected build out of the SUD.
9	(6) Approvals and Public Hearings for New Development.
10	(A) New Construction. Within 10 days after the delivery and posting of the staff
11	report in accordance with subsection (1)(3), the Planning Director shall approve or disapprove the
12	Vertical Improvement design and any Minor Modifications based on its compliance with this Section
13	249.79 and the Design for Development and the findings and recommendations of the staff report. If the
14	Vertical Improvement is consistent with the numeric standards set forth in this Section 249.79 and the
15	Design for Development, the Planning Director's discretion to approve or disapprove the Vertical
16	Improvement shall be limited to the Vertical Improvement's consistency with the non-numeric elements
17	of the Design for Development and the General Plan. Notwithstanding any other provisions of this
18	Section 249.79, the Planning Director may refer an Application that proposes modification to the non-
19	numeric elements of the Design for Development, even if not otherwise classified as a Major
20	Modification, to the Planning Commission as a Major Modification if the Planning Director determines
21	that the proposed modification does not meet the intent of the Standards set forth in the Design for
22	<u>Development.</u>
23	(B) Vertical Improvements Seeking Major Modifications. Upon delivery and
24	posting of the staff report under subsection (1)(3), the Planning Commission shall calendar the item for
25	a public hearing at the next regular meeting of the Planning Commission (or special meeting, at the

1	Planning Commission's discretion), subject to any required noticing, for any application for Vertical
2	Improvements seeking one or more Major Modifications and for any Vertical Improvement seeking
3	Minor Modifications that the Planning Director, in his or her sole discretion, refers as a Major
4	Modification. The Planning Commission shall consider all comments from the public and the
5	recommendations of the staff report and the Planning Director in making a decision to approve or
6	disapprove the Vertical Improvement design, including the granting of any Major or Minor
7	Modifications.
8	(C) Notice of Hearings. Notice of hearings required by subsection (B) above
9	shall be provided as follows:
10	(i) by mail not less than 10 days prior to the date of the hearing to the
11	Vertical Improvement applicant, to property owners within 300 feet of the exterior boundaries of the
12	property that is the subject of the application, using for this purpose the names and addresses as shown
13	on the citywide assessment roll in the Office of the Tax Collector, and to any person who has requested
14	such notice; and
15	(ii) by posting on the subject property at least 10 days prior to the date
16	of the hearing.
17	(m) Building Permit Approval. For projects subject to the jurisdiction of the Port, the Chief
18	Harbor Engineer shall review each building permit application for consistency with the authorizations
19	granted pursuant to this Section 249.79. For projects outside the jurisdiction of the Port, DBI shall
20	review each permit application for consistency with the authorizations granted pursuant to this Section
21	249.79. The Chief Harbor Engineer and DBI shall not issue any building permit for work within the
22	<u>SUD that has not obtained design review approval in accordance with subsections <math>(l)(6)(A)</math> and <math>(B)</math></u>
23	above to the extent applicable, or is inconsistent with standards in this Section 249.79 or the Design for
24	<u>Development.</u>

25

1	(n) Change of U	se. Before issuing	any building permit or oth	er permit or license, or for a									
2	permit of Occupancy that	t would authorize d	a new use, a change of use	or maintenance of an existing use									
3	of any land or structure contrary to the provisions of this Section 249.79 or the Design for												
4	Development, the Chief	<u>Harbor Engineer o</u>	r DBI, as applicable, shall	refer the matter to the Planning									
5	Department for a consist	tency determination	n to be provided to the Chie	ef Harbor Engineer or DBI, as									
6	applicable, within 15 da	<u>ys of referral.</u>											
7	(o) Discretionar	<b>y Review.</b> No requ	ests for discretionary revie	w shall be accepted by the									
8	Planning Department or	heard by the Plan	ning Commission for any B	uilding in the SUD.									
9													
10	Section 3. The	Planning Code is	s hereby amended by rev	ising Zoning Map ZN08,									
11	Height Map HT08, and	Sectional Map S	SU08, as follows:										
12	· / ·	he Zoning Map (Z	ZN08) from M-2 to Pier 7	0 Mixed-Use District:									
13	Assessor's Block	Lot	Current Zoning to be Superseded	Proposed Zoning to be Approved									
14	4052	001 (partial)	M-2	Pier 70 Mixed Use District									
15	4111	004 (partial)	M-2										
16	4110	001	M-2										
17	4110	008A	M-2										
18	4120	002	Р										
19													
20	(b) To change t	he Zoning Map (I	HT08) from 40-X to 90-X	:									
21	Assessor's Block	Lot	Current Height/Bulk to be Superseded	Proposed Height/Bulk to be Approved									
22	4052	001 (partial)	40-X	90-X									
23	4111	004 (partial)	40-X										
24	4120	002	40-X										

25

(c) Sectional Map SU08 is hereby amended to create the new Pier 70 Special Use
 District, bounded by the following streets:

- (1) To the north, all lots fronting the southern side of and abutting the terminus
  of 20th Street from Illinois Street to the shoreline, including lot 4110001, a portion of lot
  4111004 the southernmost portion south of a line roughly 95 feet from the southern parcel
  border, and a portion of lot 4052001 the southernmost portion south of a line roughly 1,100
  feet from the southern parcel border, and excluding the northwestern corner roughly bounded
  by a line running parallel to and roughly 265 feet south of 20th Street, and a line parallel to
  and roughly 800 feet east of Illinois Street;
- 10 (2) To the east, all lots fronting the shoreline between 20th and 22nd Streets;
- (3) To the south, all lots fronting the northern side of 22nd Street, and abutting
  the terminus of 22nd Street from Illinois St to the shoreline;
- 13 (4) To the west, all lots fronting the eastern side of Illinois St, from 20th Street to14 22nd Street.
- 15

Section 4. Effective Date. This ordinance shall become effective 30 days after
enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the
ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board
of Supervisors overrides the Mayor's veto of the ordinance.

- 20
- APPROVED AS TO FORM: DENNIS J. HERRERA, City Attorney
- 23 By: ANDREA RUIZ-ESQUIDE 24 Deputy City Attorney
- 25 n:\legana\as2017\1800030\01208662.docx

FILE NO.

ORDINANCE NO.

[General Plan - Pier 70 Mixed-Use District Project]

Ordinance amending the San Francisco General Plan to revise Maps 4 and 5 of the Urban Design Element to refer to the Pier 70 Mixed-Use Project Special Use District; and adopting findings under the California Environmental Quality Act and Planning Code Section 340; and making findings of consistency with the General Plan and the eight priority policies of Planning Code Section 101.1.

NOTE: Unchanged Code text and uncodified text are in plain Arial font. Additions to Codes are in <u>single-underline italics Times New Roman font</u>. Deletions to Codes are in <u>strikethrough italics Times New Roman font</u>. Board amendment additions are in <u>double-underlined Arial font</u>. Board amendment deletions are in <u>strikethrough Arial font</u>. Asterisks (\* \* \* \*) indicate the omission of unchanged Code subsections or parts of tables.

Be it ordained by the People of the City and County of San Francisco:

Section 1. Environmental and Planning Code Findings.

(a) California Environmental Quality Act.

(1) At its hearing on \_\_\_\_\_\_, and prior to recommending the proposed General Plan Amendments for approval, by Motion No. \_\_\_\_\_\_, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 *et seq.*), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 *et seq.*), and Chapter 31 of the Administrative Code. A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_, and is incorporated herein by reference. In accordance with the actions contemplated herein, this

Board has reviewed the FEIR, concurs with its conclusions, affirms the Planning

Planning Commission BOARD OF SUPERVISORS Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR.

(2) In approving the Project at its hearing on \_\_\_\_\_\_, by Motion No. \_\_\_\_\_\_, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program

(MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_\_, and is incorporated herein by reference. The Board hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. The Board also adopts and incorporates by reference as though fully set forth herein the Project's MMRP.

(b) Planning Code Findings.

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(1) Under San Francisco Charter Section 4.105 and Planning Code Section 340, any amendments to the General Plan shall first be considered by the Planning Commission and thereafter recommended for approval or rejection by the Board of Supervisors. On \_\_\_\_\_\_, by Resolution No. \_\_\_\_\_\_, the Commission conducted a duly noticed public hearing on the General Plan Amendments pursuant to Planning Code Section 340, and found that the public necessity, convenience and general welfare required the proposed General Plan Amendments, adopted General Plan Amendments, and recommended them for approval to the Board of Supervisors. A copy of the Planning Commission Resolution No. \_\_\_\_\_\_, is on file with the Clerk of the Board of Supervisors in File. No. \_\_\_\_\_\_, and incorporated by reference herein.

(2) On \_\_\_\_\_, the Planning Commission, in Resolution No. \_\_\_\_\_, adopted findings that the actions contemplated in this ordinance are consistent, on balance, with the City's General Plan and eight priority policies of Planning Code Section 101.1. The

Board adopts these findings as its own. A copy of said Resolution is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_, and is incorporated herein by reference.

Section 2. The General Plan is hereby amended by revising Map 4 of the Urban Design Element ("Urban Design Guidelines for Height of Buildings") as follows:

Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District, Section \_\_\_\_\_ of the Planning Code, for buildings therein."

Section 3. The General Plan is hereby amended by revising Map 5 of the Urban Design Element ("Urban Design Guidelines for Bulk of Buildings") as follows:

Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District, Section \_\_\_\_\_ of the Planning Code, for buildings therein."

Section 4. The General Plan is hereby amended by revising the Land Use Index as follows:

The Land Use Index shall be updated as necessary to reflect the amendments set forth in Section 2, above.

Section 5. Effective Date. This ordinance shall become effective 30 days after enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board of Supervisors overrides the Mayor's veto of the ordinance.

APPROVED AS TO FORM: DENNIS J. HERRERA, City Attorney

By: MARLENABYRNE Deputy City Attorney

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Planning Commission BOARD OF SUPERVISORS

#### ATTACHMENT B-1 - SUMMARY PRO-FORMA UNDERWRITING (a)

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#### E.) PROJECT NET CASH FLOW Horizontal Infrastructure Costs (330, 920, 391)\$ CFD/IFD Bonds - Debt Service Paid by Tax Increment \$ 169,592,682 Pay Go Tax Increment \$ 186,831,336 Condominium CFD Facilites Tax Proceeds \$ 35,378,942 Project Reserve from Sea Level Rise Tax Proceeds \$ 5,316,490 Ground Rent Payments \$ 506.670.342 Total Project Profit 572.869.401 \$ F.) DISTRIBUTION OF PROFIT Master Developer Return on Investment \$ 143,675,059 Profit Sharing: Master Developer Profit Participation - Prepaid Annual Ground Rent \$ Master Developer Profit Participation - Prepaid Ground Rent \$ 83,134,873 Port of San Francisco Profit Participation - Annual Ground Rent 244,450,180 \$ Port of San Francisco Profit Participation - Prepaid Ground Rent 101,609,289 \$ Total Master Developer Profit \$ 226,809,932 Total Port of San Francisco Profit 346,059,469 \$ Total Project Profit \$ 572.869.401 G.) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT Port Annual Ground Rent (Including Parcel C-1A) 244.450.180 \$ Port Share of Prepaid Ground Rent \$ 101,609,289 1.5% of Net Proceeds from Refinancings \$ 193,260,917 1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues \$ 1,769,535,033 Condominium Resale Transfer Fees 1.684.030.812 \$ Total Port of San Francisco Net Economic Benefit \$ 3.992.886.231 ..... H.) TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION Port's 8 Cents of Tax Increment \$ 145,780,770 555,012,843 Unused Tax Increment to Port after Project is Complete \$ Total Tax Increment to Port for Pier 70 Wide Facilities and \$ 700.793.613 **City Shoreline Protection** \_\_\_\_\_ I.) CFD TAX REVENUES FOR CITY SHORELINE PROTECTION Available Sea Level Rise CFD Tax Proceeds \$ 281,250,929 Available Condominium CFD Facilites Tax Proceeds \$ 1,353,066,606 Unused Project Reserve Proceeds from Sea Level Rise CFD Tax \$ 491,994,859 Unused Condominium CFD Facilities Tax Proceeds Applied to Project \$ 6,852,694

\$

2,133,165,088

Total CFD Tax Revenues for City Shoreline Protection

#### Notes:

\*\*\* All numbers are preliminary estimates and subject to further change. \*\*\*

(a) Numerical estimates are expressed in nominal terms unless otherwise denoted.

(b) Estimated peak equity assuming development of each phase on a stand-alone basis.

| Phase Infrastructure         \$ 149,544,913         \$           Phase III Infrastructure         \$ 60,771,977         \$           Total Horizontal Infrastructure Uses         \$ 330,920,931         \$         \$           B)         HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES         \$ <th>-<br/>-<br/>-<br/>-<br/>1,334,232</th> <th>\$ 5 2,483<br/>\$ 2,483<br/>\$ 3,823<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</th> <th>- S<br/>- S<br/>- S</th> <th>6,805,951</th> <th>\$<br/>\$ 11,404,534<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</th> <th>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</th> <th>\$ -<br/>\$ -<br/>\$ 10,313,000<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</th> <th>\$ -<br/>\$ -<br/>\$ 6,070,000<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</th> <th>S         -           S         13,781,763           S         -           S         -           S         -           S         -           S         -           S         -           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -      S         -           <t< th=""><th>\$ 16,958,583<br/>\$ -<br/>\$ 16,958,583<br/>\$ -<br/>\$ 2,609,994<br/>\$ -<br/>\$ 19,568,578<br/>\$ 26,811,634</th><th>\$ 58,662,064<br/>\$ 58,662,064<br/>\$ 13,803,768<br/>\$ -<br/>\$ 13,803,768<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,277<br/>\$ 52,889,314<br/>\$ -</th><th>\$ - 9<br/>\$ - 9</th><th>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 17,276,277<br/>5 - 5<br/>5 17,276,277<br/>5 - 5<br/>5 - 5<br/>5</th><th>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 29,499,163<br/>\$ 29,499,163<br/>\$ 29,490,163<br/>\$ 480,080<br/>\$ 6,041,094<br/>\$ 462,725<br/>\$ 36,593,921<br/>\$ 21,132,239<br/>\$ 38,593,921<br/>\$ 21,132,239<br/>\$ 38,593,921<br/>\$ 2,132,239<br/>\$ 38,593,921<br/>\$ 38,5</th><th>\$ 14,689,429<br/>\$ 5,574,174<br/>\$ 20,263,603<br/>\$ 1,043,189<br/>\$ 108,229<br/>\$ 298,835<br/>\$ 21,713,856<br/>\$ 21,713,856<br/>\$ 19,023,856<br/>\$ 23,842,519</th><th>\$ 7.938.653<br/>\$ 7.9</th><th>\$ 13,937,032<br/>\$ 13,937,032<br/>\$ 38,735,051<br/>\$ 36,735,051<br/>\$ 2,026,334<br/>\$ 2,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,042,519<br/>\$ 23,842,519<br/>\$ 36,735,051<br/>\$ 36,755,051<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055,055,055,055,055,055</th><th>\$ 11.1<br/>\$ 11.1<br/>\$ 2.1<br/>\$ 13.3<br/>\$ 23.8<br/>\$ 25.8<br/>\$ 25.8\$ \$ 25.8\$<br/>\$ 25.8\$ \$ 25.8\$</th></t<></th> | -<br>-<br>-<br>-<br>1,334,232                       | \$ 5 2,483<br>\$ 2,483<br>\$ 3,823<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5                         | - S<br>- S<br>- S   | 6,805,951  | \$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ 10,313,000<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ 6,070,000<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | S         -           S         13,781,763           S         -           S         -           S         -           S         -           S         -           S         -           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -      S         - <t< th=""><th>\$ 16,958,583<br/>\$ -<br/>\$ 16,958,583<br/>\$ -<br/>\$ 2,609,994<br/>\$ -<br/>\$ 19,568,578<br/>\$ 26,811,634</th><th>\$ 58,662,064<br/>\$ 58,662,064<br/>\$ 13,803,768<br/>\$ -<br/>\$ 13,803,768<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 5,451,277<br/>\$ 52,889,314<br/>\$ -</th><th>\$ - 9<br/>\$ - 9</th><th>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 17,276,277<br/>5 - 5<br/>5 17,276,277<br/>5 - 5<br/>5 - 5<br/>5</th><th>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 29,499,163<br/>\$ 29,499,163<br/>\$ 29,490,163<br/>\$ 480,080<br/>\$ 6,041,094<br/>\$ 462,725<br/>\$ 36,593,921<br/>\$ 21,132,239<br/>\$ 38,593,921<br/>\$ 21,132,239<br/>\$ 38,593,921<br/>\$ 2,132,239<br/>\$ 38,593,921<br/>\$ 38,5</th><th>\$ 14,689,429<br/>\$ 5,574,174<br/>\$ 20,263,603<br/>\$ 1,043,189<br/>\$ 108,229<br/>\$ 298,835<br/>\$ 21,713,856<br/>\$ 21,713,856<br/>\$ 19,023,856<br/>\$ 23,842,519</th><th>\$ 7.938.653<br/>\$ 7.9</th><th>\$ 13,937,032<br/>\$ 13,937,032<br/>\$ 38,735,051<br/>\$ 36,735,051<br/>\$ 2,026,334<br/>\$ 2,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,026,334<br/>\$ 22,042,519<br/>\$ 23,842,519<br/>\$ 36,735,051<br/>\$ 36,755,051<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055<br/>\$ 36,755,055,055,055,055,055,055</th><th>\$ 11.1<br/>\$ 11.1<br/>\$ 2.1<br/>\$ 13.3<br/>\$ 23.8<br/>\$ 25.8<br/>\$ 25.8\$ \$ 25.8\$<br/>\$ 25.8\$ \$ 25.8\$</th></t<> | \$ 16,958,583<br>\$ -<br>\$ 16,958,583<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634  | \$ 58,662,064<br>\$ 58,662,064<br>\$ 13,803,768<br>\$ -<br>\$ 13,803,768<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 5,451,277<br>\$ 52,889,314<br>\$ -  | \$ - 9<br>\$ - 9 | 5 12,879,376<br>5 12,879,376<br>5 12,879,376<br>5 12,879,376<br>5 17,276,277<br>5 - 5<br>5 17,276,277<br>5 - 5<br>5   | \$ 43,257,250<br>\$ 43,257,250<br>\$ 43,257,250<br>\$ 29,499,163<br>\$ 29,499,163<br>\$ 29,490,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 462,725<br>\$ 36,593,921<br>\$ 21,132,239<br>\$ 38,593,921<br>\$ 21,132,239<br>\$ 38,593,921<br>\$ 2,132,239<br>\$ 38,593,921<br>\$ 38,5   | \$ 14,689,429<br>\$ 5,574,174<br>\$ 20,263,603<br>\$ 1,043,189<br>\$ 108,229<br>\$ 298,835<br>\$ 21,713,856<br>\$ 21,713,856<br>\$ 19,023,856<br>\$ 23,842,519   | \$ 7.938.653<br>\$ 7.9   | \$ 13,937,032<br>\$ 13,937,032<br>\$ 38,735,051<br>\$ 36,735,051<br>\$ 2,026,334<br>\$ 2,026,334<br>\$ 22,026,334<br>\$ 22,026,334<br>\$ 22,026,334<br>\$ 22,026,334<br>\$ 22,042,519<br>\$ 23,842,519<br>\$ 36,735,051<br>\$ 36,755,051<br>\$ 36,755,055<br>\$ 36,755,055<br>\$ 36,755,055<br>\$ 36,755,055<br>\$ 36,755,055,055,055,055,055,055 | \$ 11.1<br>\$ 11.1<br>\$ 2.1<br>\$ 13.3<br>\$ 23.8<br>\$ 25.8<br>\$ 25.8\$ \$ 25.8\$<br>\$ 25.8\$ |
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Phase II Infrastructure         \$             142,544,813 \$            Phase II Infrastructure         \$             60,771,62,871 \$            Phase II Infrastructure         \$             60,771,62,871 \$            Phase II Infrastructure Uses         \$             330,20,391 \$            Phase II Infrastructure Uses         \$             330,20,391 \$            Phase II CFDIFD Bonds - Data Bervice Paid by Tax Increment             Phase II CFDIFD Bonds - Debt Service Paid by Tax Increment            Phase II CFDIFD Bonds - Debt Service Paid by Tax Increment          \$             166,254,767 \$            Phase II CFDIFD Bonds - Debt Service Paid by Tax Increment          \$             166,513,36 \$            Condominium CFD Facilities Tax Proceeds         \$             39,7119,450 \$            Total Horizontal Infrastructure Investment Sources         \$             39,7119,450 \$            MASTER DEVELOPER PEAK EQUITY (b)          \$             14,882,747 \$             \$             1,383,85 \$            Phase II         \$             22,030,915 \$          \$             1,383,85 \$            Creal (Files)         \$             14,882,747 \$          \$            Phase II         \$          \$            Phase II         \$          \$            Phase II         \$	
   
  | 1,334,232   | \$ 5 2,483<br>\$ 2,483<br>\$ 3,823<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5                         | - \$<br>- \$<br>3,322 \$<br>- | 6,805,951  | \$ - \$<br>\$ 4,698,583<br>\$ 4,698,583<br>\$ - \$<br>\$ - \$ | \$ -<br>\$ 5,6653,19<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ 10,313,000<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -  | S         -           S         13,781,763           S         -           S         -           S         -           S         -           S         -           S         -           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -      S         - <t< td=""><td>\$ 14,137,323<br/>\$ .<br/>\$ 1,137,323<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 16,956,563<br/>\$ .<br/>\$ 19,566,578<br/>\$ .<br/>\$ 19,566,578<br/>\$ .<br/>\$ 19,566,578<br/>\$ .<br/>\$ 19,566,578<br/>\$ .<br/>\$ .<br/>\$ .<br/>\$ .<br/>\$ .<br/>\$ .<br/>\$ .<br/>\$ .</td><td>\$ -<br/>\$ 58,662,064  \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 5,451,160 \$ - \$ 5,451</td><td>\$ 35,962,773 :<br/>\$</td><td>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 12,879,376<br/>5 17,276,277<br/>5 - 5<br/>5 17,276,277<br/>5 - 5<br/>5 - 5<br/>5</td><td>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 43,257,250<br/>\$ 29,498,163<br/>\$ 29,498,163<br/>\$ 29,498,163<br/>\$ 480,080<br/>\$ 6,041,094<br/>\$ 452,725<br/>\$ 36,593,921<br/>\$ 36,593,921<br/>\$ 21,132,239<br/>\$ -<br/>\$ 5<br/>\$ -<br/>\$ 5<br/>\$ 7,078,991<br/>\$ 7,078,991<br/>\$ 5,114,179<br/>\$ 5,114,179<br/>\$ -<br/>\$ 5,114,179<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>\$ 11,026,245<br/>\$ 31,026,245<br/>\$ 31,026,245<br/>\$ 14,689,429<br/>\$ 5,574,174<br/>\$ 20,263,603<br/>\$ 1,043,189<br/>\$ 108,229<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 2,1,713,856<br/>\$ 2,2,174,856<br/>\$ 2,3,174,956<br/>\$ 2,3,175,956<br/>\$ 2,5,174,956<br/>\$ 3,5,174,956<br/>\$ 3,5,174,956</td><td>S         -</td><td>\$ 13,937,032 13,937,032  \$ 13,937,032  \$ 36,735,051 \$ 36,735,051 \$ 2,026,534 \$ 2,2,06,534 \$ 2,2,06,534 \$ 2,2,163,384 \$ 2,2,163,384 \$ 5 2,163,384 \$ 5 2,163,384 \$ 5 1,0,757,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,31,74,800 \$ 3,164,9800 \$
3,164,9800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,16</td><td>\$ 18.7<br/>\$ 18.7<br/>\$ 18.7<br/>\$ 11.1<br/>\$ 2.1<br/>\$ 13.3<br/>\$ 13.3<br/>\$ 23.8<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</td></t<>  | \$ 14,137,323<br>\$ .<br>\$ 1,137,323<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 16,956,563<br>\$ .<br>\$ 19,566,578<br>\$ .<br>\$ 19,566,578<br>\$ .<br>\$ 19,566,578<br>\$ .<br>\$ 19,566,578<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .   | \$ -<br>\$ 58,662,064  \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 5,451,160 \$ - \$
5,451,160 \$ - \$ 5,451,160 \$ - \$ 5,451,160 \$ - \$ 5,451,160 \$ - \$ 5,451 | \$ 35,962,773 :<br>\$  | 5 12,879,376<br>5 12,879,376<br>5 12,879,376<br>5 12,879,376<br>5 17,276,277<br>5 - 5<br>5 17,276,277<br>5 - 5<br>5   | \$ 43,257,250<br>\$ 43,257,250<br>\$ 43,257,250<br>\$ 29,498,163<br>\$ 29,498,163<br>\$ 29,498,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 452,725<br>\$ 36,593,921<br>\$ 36,593,921<br>\$ 21,132,239<br>\$ -<br>\$ 5<br>\$ -<br>\$ 5<br>\$ 7,078,991<br>\$ 7,078,991<br>\$ 5,114,179<br>\$ 5,114,179<br>\$ -<br>\$ 5,114,179<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
  | \$ 11,026,245<br>\$ 31,026,245<br>\$ 31,026,245<br>\$ 14,689,429<br>\$ 5,574,174<br>\$ 20,263,603<br>\$ 1,043,189<br>\$ 108,229<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 2,1,713,856<br>\$ 2,2,174,856<br>\$ 2,3,174,956<br>\$ 2,3,175,956<br>\$ 2,5,174,956<br>\$ 3,5,174,956<br>\$ 3,5,174,956  | S         -  | \$ 13,937,032 13,937,032  \$ 13,937,032  \$ 36,735,051 \$ 36,735,051 \$ 2,026,534 \$ 2,2,06,534 \$ 2,2,06,534 \$ 2,2,163,384 \$ 2,2,163,384 \$ 5 2,163,384 \$ 5 2,163,384 \$ 5 1,0,757,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,31,74,800 \$ 3,164,9800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$
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| Phase III Infrastructure Uses         \$         00.771,977         \$         \$           HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES<br>CFD/IPD Bonds         \$         0.2,728,057         \$         1.3           HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES<br>CFD/IPD Bonds         \$         0.2,728,057         \$         1.3           Phase II CFD/IPD Bonds         \$         0.2,628,787         \$         0.2,728,057         \$           Pase II CFD/IPD Bonds         \$         0.2,628,787         \$         0.2,728,057         \$           Pase II CFD/IPD Bonds         \$         0.6,224,767         \$         \$         0.6,224,767         \$           Condominium CFD Facilities Tax Proceeds         \$         3.5,378,942         \$         \$         1.3         \$           Project Reserve Proceeds from Sea Level Rise CFD Tax         \$         6.3,16,400         \$         \$         1.3           Phase I         \$         7.0,845,880         \$         1.3         \$         2.0,127,1917         \$           Project Reserve Proceeds from Sea Level Rise CFD Tax         \$         6.3,648,880         \$         1.3           Phase II         \$         2.3,62,011         \$         1.4,882,747         \$         \$           Project Reserve  
   
  | 1,334,232   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951  | \$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ 6,070,000<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | S         -           S         13,781,763           S         -           S         -           S         -           S         -           S         -           S         -           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -      S         - <t< td=""><td>\$ -<br/>\$ 41,137,323<br/>\$ 16,958,583<br/>\$ -<br/>\$ 16,958,583<br/>\$ -<br/>\$ 16,958,583<br/>\$ -<br/>\$ 2,609,94<br/>\$ -<br/>\$ 2,609,94<br/>\$ -<br/>\$ 19,568,578<br/>\$ 2,68,578<br/>\$ 2,68,578<br/>\$ -<br/>\$ 19,568,578<br/>\$ -<br/>\$ 2,68,116,34<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>\$ -<br/>\$ 58,662,064  \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 5,451,160 \$ - \$ 5,451</td><td>\$</td><td>5         12,879,376           6        
12,879,376           7         12,879,376           8         17,276,277           6         17,276,277           6         61,416           6         -           6         17,337,693           6         65,619,297           5         12,879,376</td><td>\$         43.257.250           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         480,080           \$         480,080           \$         480,080           \$         36,532,021           \$         36,532,021           \$         32,532,023           \$         -     <td>S         -           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 14,689,429           \$ 5,574,174           \$ 20,263,603           \$ 1,043,189           \$ 108,229           \$ 208,835           \$ 21,713,856           \$ 23,842,519           \$ -      <tr< td=""><td>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,287<br/>\$ 7,955<br/>\$ 7,955</td><td>\$ 13,937,032 13,937,032  \$ 13,937,032  \$ 36,735,051 \$ 36,735,051 \$ 2,026,534 \$ 2,2,06,534 \$ 2,2,06,534 \$ 2,2,163,384 \$ 2,2,163,384 \$ 5 2,163,384 \$ 5 2,163,384 \$ 5 1,0,757,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,31,74,800 \$ 3,164,9800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,16</td><td>\$ 18,7<br/>\$ 18,7<br/>\$ 18,7<br/>\$ 11,1<br/>\$ 11,1<br/>\$ 2,1<br/>\$ 1<br/>\$ 13,3<br/>\$ 23,8<br/>\$ 23,8<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</td></tr<></td></td></t<>  
  | \$ -<br>\$ 41,137,323<br>\$ 16,958,583<br>\$ -<br>\$ 16,958,583<br>\$ -<br>\$ 16,958,583<br>\$ -<br>\$ 2,609,94<br>\$ -<br>\$ 2,609,94<br>\$ -<br>\$ 19,568,578<br>\$ 2,68,578<br>\$ 2,68,578<br>\$ -<br>\$ 19,568,578<br>\$ -<br>\$ 2,68,116,34<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ 58,662,064  \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 13,803,768 \$ - \$ 5,451,160 \$ - \$ 5,451 | \$   | 5         12,879,376           6         12,879,376           7         12,879,376           8         17,276,277           6         17,276,277           6         61,416           6         -           6         17,337,693           6         65,619,297           5         12,879,376   
  | \$         43.257.250           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         29,498,163           \$         480,080           \$         480,080           \$         480,080           \$         36,532,021           \$         36,532,021           \$         32,532,023           \$         - <td>S         -           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 14,689,429           \$ 5,574,174           \$ 20,263,603           \$ 1,043,189           \$ 108,229           \$ 208,835           \$ 21,713,856           \$ 23,842,519           \$ -      <tr< td=""><td>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,287<br/>\$ 7,955<br/>\$ 7,955</td><td>\$ 13,937,032 13,937,032  \$ 13,937,032  \$ 36,735,051 \$ 36,735,051 \$ 2,026,534 \$ 2,2,06,534 \$ 2,2,06,534 \$ 2,2,163,384 \$ 2,2,163,384 \$ 5 2,163,384 \$ 5 2,163,384 \$ 5 1,0,757,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,31,74,800 \$ 3,164,9800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,1640,8800 \$ 3,16</td><td>\$ 18,7<br/>\$ 18,7<br/>\$ 18,7<br/>\$ 11,1<br/>\$ 11,1<br/>\$ 2,1<br/>\$ 1<br/>\$ 13,3<br/>\$ 23,8<br/>\$ 23,8<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</td></tr<></td> | S         -           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 31,026,245           \$ 14,689,429           \$ 5,574,174           \$ 20,263,603           \$ 1,043,189           \$ 108,229           \$ 208,835           \$ 21,713,856           \$ 23,842,519           \$ - <tr< td=""><td>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 7,938,653<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 1,928,740<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 2,943,946<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,189<br/>\$ 7,938,653<br/>\$ 7,951,189<br/>\$ 7,951,287<br/>\$ 7,955<br/>\$ 7,955</td><td>\$ 13,937,032 13,937,032  \$ 13,937,032  \$ 36,735,051 \$ 36,735,051 \$ 2,026,534 \$ 2,2,06,534 \$ 2,2,06,534 \$ 2,2,163,384 \$ 2,2,163,384 \$ 5 2,163,384 \$ 5 2,163,384 \$ 5 1,0,757,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,2,77,693 \$ 4,31,74,800 \$ 3,164,9800 \$
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| Total Horizontal Infrastructure Uses         \$ 330,920,391         \$ 1.3           HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES<br>CFD/IPD Bonds - Det Service Paid by Tax Increment<br>Phase II CFD/IPD Bonds \$ 40,959,767         \$ 62,728,057         \$ 1.3           Phase II CFD/IPD Bonds - Det Service Paid by Tax Increment         \$ 169,592,692         \$ 1.3         \$ 130,392,091         \$ 1.3           Pay Go Tax Increment Applied to Project         \$ 188,831,336         \$ 100,592,692         \$ 1.3         \$ 1.3           Condominium CFD Facilities Tax Proceeds         \$ 337,742         \$ 5.316,490         \$ 1.3           Project Reserve Proceeds from Sea Level Rise CFD Tax         \$ 5.316,490         \$ 1.3           Project Reserve Proceeds from Sea Level Rise CFD Tax         \$ 1.4,882,747         \$ 1.4,882,747         \$ 1.4,882,747           Phase II         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 1.38,386         \$ 2.0,227,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$ 2.0,127,914         \$   
   
  | 1,334,232   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951  | \$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   
  | \$ 10,958,583<br>\$ -<br>\$ 10,958,583<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 2,608,578<br>\$ -<br>\$ 2,681,634<br>\$ -<br>\$ -<br>\$ 2,58,385<br>\$ -<br>\$ 1,588,385<br>\$ -<br>\$ -<br>\$ 1,588,385<br>\$ -<br>\$ -<br>\$ 1,588,385<br>\$ -<br>\$ -<br>\$ -<br>\$ 1,588,385<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ - | \$ 13,803,768<br>\$ 5<br>\$ 13,803,768<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 19,254,927<br>\$ 52,889,314<br>\$ -<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ - 5<br>\$ - 5   | 5 17,276,277 5<br>5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 -  
  | \$ 29,498,163<br>\$ 29,498,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 452,725<br>\$ 36,472,063<br>\$ 38,693,921<br>\$ 21,152,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 14,689,429<br>\$ 5,574,174<br>\$ 20,283,603<br>\$ 108,229<br>\$ 208,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,835<br>\$ 20,845<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
  | \$         7,938,653           \$         7,938,653           \$         -           \$         -           \$         -           \$         -           \$         1,928,740           \$         \$           \$         304,812           \$         304,812           \$         2,343,946           \$         7,938,653           \$         - <td>\$ 13,937,032<br/>\$ 36,735,051<br/>\$ 36,735,051<br/>\$ 36,735,051<br/>\$ 2,026,534<br/>\$ 12,500,736<br/>\$ 221,063<br/>\$ 221,063<br/>\$ 221,063,384<br/>\$ 223,842,519<br/>\$ 23,842,519<br/>\$ 23,842,519<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</td> <td>\$ 18,7<br/>\$ 11,1<br/>\$ 11,1<br/>\$ 2,1<br/>\$ 13,3<br/>\$ 13,3<br/>\$ 23,8<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5<br/>\$ 5</td>  | \$ 13,937,032<br>\$ 36,735,051<br>\$ 36,735,051<br>\$ 36,735,051<br>\$ 2,026,534<br>\$ 12,500,736<br>\$ 221,063<br>\$ 221,063<br>\$ 221,063,384<br>\$ 223,842,519<br>\$ 23,842,519<br>\$ 23,842,519<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5   
   | \$ 18,7<br>\$ 11,1<br>\$ 11,1<br>\$ 2,1<br>\$ 13,3<br>\$ 13,3<br>\$ 23,8<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5   |
| CFD/IFD Bonds         \$         62.728.067         \$           Phase 1 CFD/IFD Bonds         \$         62.728.067         \$           Phase 11 CFD/IFD Bonds         \$         62.728.067         \$           Phase 11 CFD/IFD Bonds         \$         62.728.067         \$           Prase 10 CFD/IFD Bonds         \$         62.728.067         \$           Pary Go Tax Increment Applied to Project         \$         186.831.336         \$           Condominium CFD Facilities Tax Proceeds         \$         35.378.942         \$           Total Horizontal Infrastructure Investment Sources         \$         397.119.450         \$           MASTER DEVELOPER PEAK EQUITY (b)         Phase I         \$         76.945.889         \$         1.3           Phase II         \$         2.0.842.519         \$         \$         \$           Phase III         \$         2.0.842.519         \$         \$           Phase III         \$         2.0.02.916         \$         2.0.82.916         \$           Probe IA AND ANNUAL GROUND RENT         -         14.882.747         \$         \$         \$         16.863.0565         \$         2.0.02.916         \$         2.0.82.916         \$         2.0.82.916         \$         2.0.  
   
  |   | 5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5                                | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | S         -           S         -           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -          
S         -  
  | \$ 16,958,583<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ 26,811,634<br>\$ -<br>\$ 11,588,385<br>\$ 11,588,385<br>\$ 0,668,959  | \$ -<br>\$ 13,803,768<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 2,976,549<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$  | 6         -         9           5         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           7         17,337,693         1           7         65,619,297         3           7         12,879,376         1  | \$ 29,499,163<br>\$ 29,499,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 452,725<br>\$ 36,593,921<br>\$ 36,593,921<br>\$ 21,132,239<br>\$ -<br>\$ 5<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 5,574,174<br>\$ 20,263,603<br>\$ 1,043,189<br>\$ 108,229<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 21,713,856<br>\$ 21,713,856<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ 2,263,603<br>\$ 2,204,205<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | S         -  
   | \$ 8, 36,735,051 5, 32,735,051 5, 2,026,534 5, 22,063,736 5, 22,163,384 5, 22,163,384 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 24,77,683 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77   | \$<br>\$ 11,1<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 13,3<br>\$<br>\$ 13,3<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 1<br>\$<br>\$<br>\$<br>\$  |
| CFD/IPD Bonds         5         62,728,057         \$           Phase I CFD/IPD Bonds         \$         62,728,057         \$           Phase II CFD/IPD Bonds         \$         62,24,767         \$           Total CFD/IPD Bonds         Dett Service Paid by Tax Increment         \$         169,592,082         \$           Pay Go Tax Increment Applied to Project         \$         186,831,336         \$         \$           Pay Go Tax Increment Applied to Project         \$         186,831,336         \$         \$           Ondominium CFD Facilities Tax Proceeds         \$         35,378,942         \$         \$           Total Horizontal Infrastructure Investment Sources         \$         397,119,450         \$         \$           MSTER DEVELOPER PEAK EQUITY (b)         Phase II         \$         22,842,519         \$         \$           Phase II         \$         20,127,914         \$         \$         \$         \$         \$           Phase II         \$         20,027,914         \$   
   
  |   | 5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5                                | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | S         -           S         -           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -          
S         -  
  | \$ 16,958,583<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ 26,811,634<br>\$ -<br>\$ 11,588,385<br>\$ 11,588,385<br>\$ 0,668,959  | \$ -<br>\$ 13,803,768<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 2,976,549<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
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   | \$ 5,574,174<br>\$ 20,263,603<br>\$ 1,043,189<br>\$ 108,229<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 21,713,856<br>\$ 21,713,856<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ 2,263,603<br>\$ 2,204,205<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | S         -  
   | \$ 8, 36,735,051 5, 32,735,051 5, 2,026,534 5, 22,063,736 5, 22,163,384 5, 22,163,384 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 24,77,683 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77,46 5, 24,77   | \$<br>\$ 11,1<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 13,3<br>\$<br>\$ 13,3<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 1<br>\$<br>\$<br>\$<br>\$  |
| Phase II CFD/IPD Bonds         \$         40,609,858         \$           Phase III CFD/IPD Bonds         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         66,247,77         \$         5         76,247,77         \$         5         76,247,77         \$         5         76,247,77         \$         5         76,247,77         \$         5         76,247,77         \$         7 <td></td> <td>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5<br/>5</td> <td>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$</td> <td>6,805,951<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-</td> <td>\$<br/>\$<br/>\$ 11,404,534<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>\$ -<br/>\$ -<br/>\$ -<br/>\$ 27,370,730</td> <td>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>S         -           S         -           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -</td> <td>\$ 16,958,583<br/>\$ 2,609,994<br/>\$ -<br/>\$ 2,609,994<br/>\$ -<br/>\$ 19,568,578<br/>\$ 26,811,634<br/>\$ -<br/>\$ 26,811,634<br/>\$ -<br/>\$ 11,588,385<br/>\$ 11,588,385<br/>\$ 0,668,959</td> <td>\$ -<br/>\$ 13,803,768<br/>\$ -<br/>\$ 5,451,160<br/>\$ -<br/>\$ 19,254,927<br/>\$ 19,254,927<br/>\$ 19,254,927<br/>\$ 2,976,549<br/>\$ -<br/>\$ 2,976,549<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>\$ - \$<br/>\$ - \$ - \$<br/>\$ - \$<br/>\$ - \$ - \$ - \$<br/>\$ - \$ - \$ - \$<br/>\$ - \$ - \$ - \$ - \$<br/>\$ - \$ - \$ - \$ - \$ - \$<br/>\$ - \$ - \$ - \$ - \$</td> <td>6         -         9           5         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           7         17,337,693         1           7         65,619,297         3           7         12,879,376         1</td> <td>\$ 29,499,163<br/>\$ 29,499,163<br/>\$ 480,080<br/>\$ 6,041,094<br/>\$ 452,725<br/>\$ 36,593,921<br/>\$ 36,593,921<br/>\$ 21,132,239<br/>\$ -<br/>\$ 5<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>\$ 5,574,174<br/>\$ 20,263,603<br/>\$ 1,043,189<br/>\$ 108,229<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 298,835<br/>\$ 21,713,856<br/>\$ 21,713,856<br/>\$ 23,842,519<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ 2,263,603<br/>\$ 2,204,205<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td> <td>S         -</td> <td>\$ 8, 36,735,051 5, 36,735,051 5, 2,026,534 5, 22,063,534 5, 22,163,384 5, 22,163,384 5, 22,163,384 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 24,77,683 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,86 5, 24,77,</td> <td>\$<br/>\$ 11,1<br/>\$ 2,1<br/>\$ 1<br/>\$<br/>\$ 13,3<br/>\$<br/>\$ 13,3<br/>\$<br/>\$ 23,8<br/>\$<br/>\$<br/>\$<br/>\$ 23,8<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$ 2,1<br/>\$ 1<br/>\$<br/>\$ 1<br/>\$<br/>\$<br/>\$<br/>\$</td>   
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   | \$ 16,958,583<br>\$ 2,609,994<br>\$ -<br>\$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ 26,811,634<br>\$ -<br>\$ 11,588,385<br>\$ 11,588,385<br>\$ 0,668,959  | \$ -<br>\$ 13,803,768<br>\$ -<br>\$ 5,451,160<br>\$ -<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 2,976,549<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$ - \$  | 6         -         9           5         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           6         -         9           7         17,337,693         1           7         65,619,297         3           7         12,879,376         1  
   | \$ 29,499,163<br>\$ 29,499,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 452,725<br>\$ 36,593,921<br>\$ 36,593,921<br>\$ 21,132,239<br>\$ -<br>\$ 5<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 5,574,174<br>\$ 20,263,603<br>\$ 1,043,189<br>\$ 108,229<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 298,835<br>\$ 21,713,856<br>\$ 21,713,856<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ 2,263,603<br>\$ 2,204,205<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | S         -  | \$ 8, 36,735,051 5, 36,735,051 5, 2,026,534 5, 22,063,534 5, 22,163,384 5, 22,163,384 5, 22,163,384 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 23,842,519 5, 24,77,683 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,768 5, 24,77,86 5, 24,77,  
  | \$<br>\$ 11,1<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 13,3<br>\$<br>\$ 13,3<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 1<br>\$<br>\$<br>\$<br>\$  |
| Phase II         CE         CE         CE         CE           Phase II         CFDIFD Bonds         5         169,592,682         5           Pay Go Tax Increment Applied to Project         5         169,592,682         5           Condominium CFD Facilities Tax Proceeds         5         35,378,942         \$           Project Reserve Proceeds from Sea Level Rise CFD Tax         5         5,316,490         \$           MASTER DEVELOPER PEAK EQUITY (b)         F         F         F         5         397,119,450         \$           Phase I         \$         2,0,422,19         \$         7,6,45,889         \$         1.3           Phase II         \$         2,0,127,914         \$         \$         2,0,127,914         \$           PrePAD AND ANNUAL GROUND RENT         \$         14,882,747         \$         \$         16,833,336         \$         1.3           Priase II         \$         2,2,00,015         \$         \$         2,13,23,33         \$         \$           Priase II         \$         2,2,00,015         \$         \$         1,383,336         \$         \$         \$         \$         1,583,336         \$         \$         \$         \$         \$         \$  
   
  |   | 5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5                                | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | S         -           S         -           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         7,740,097           S         25,030,915           S         -           S         25,030,915           S         -          
S         -  
  | \$         -           \$         16,958,683           \$         -           \$         2,609,994           \$         -           \$         19,568,578           \$         19,568,578           \$         26,811,634           \$         -           \$         -           \$         -           \$         -           \$         -           \$         -           \$         -           \$         -           \$         -           \$         -   | \$         -           \$         13,803,768           \$         13,803,768           \$         13,803,768           \$         5,451,160           \$         5,451,160           \$         19,254,927           \$         52,889,314           \$         -           \$         2,976,549           \$         -           \$         -           \$         -  
   | S - 9<br>S  | 5 - 9<br>5 17,276,277 5<br>5 - 9<br>5 61,416 5<br>5 - 9<br>5 17,337,693 5<br>17,337,693 5<br>5 65,619,297 5<br>5 12,879,376 5   | \$ 29,498,163<br>\$ 480,080<br>\$ 6,041,094<br>\$ 452,725<br>\$ 30,472,063<br>\$ 30,593,921<br>\$ 21,152,239<br>\$ 3<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
  | \$ 5,574,174<br>\$ 20,253,667<br>\$ 20,253,668<br>\$ 20,253,668<br>\$ 20,253,668<br>\$ 20,253,668<br>\$ 298,835<br>\$ 21,713,856<br>\$ 21,856<br>\$ 21,856\\\$ 21,856\$\$ 21,8  | \$         -   | \$ 36,736,051<br>\$ 2,026,534<br>\$ 12,580,736<br>\$ 821,063<br>\$ 821,063<br>\$ 52,163,384<br>\$ 52,163,384<br>\$ 52,163,384<br>\$ 52,163,384<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5   
  | \$<br>\$ 11,1<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 13,3<br>\$<br>\$ 13,3<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$ 2,1<br>\$ 1<br>\$<br>\$ 1<br>\$<br>\$<br>\$<br>\$  |
| Pay Go Tax Increment Applied to Project         \$             186,831,336         \$            Condominium CFD Facilities Tax Proceeds         \$             35,378,942         \$            Project Reserve Proceeds from Sea Level Rise CFD Tax         \$             5,316,490         \$            Total Horizontal Infrastructure Investment Sources         \$             397,119,450         \$            MASTER DEVELOPER PEAK EQUITY (b)          Phase I         \$             2,342,519         \$            Phase I         \$             2,342,519         \$          \$             14,882,747         \$            Phase II         \$             2,20,27,114         \$          \$          \$            Phase II         \$             2,20,27,114         \$          \$          \$            Phase II         \$             2,20,27,114         \$          \$          \$            Procent AND ANNUAL GROUND RENT         \$             11,050,305         \$          \$          \$            Procent Reave Not Source Not So  
   
   |   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ 33,440,730   | \$ 7,740,097<br>\$ 7,740,097<br>\$ 7,740,097<br>\$ 33,440,730<br>\$ 33,440,730<br>\$ 25,030,915<br>\$ 25,   
   
   | \$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ 26,811,634<br>\$ -<br>\$ 11,588,385<br>\$ 11,588,385<br>\$ 11,588,385  | \$ 5,451,160<br>\$ 5,451,160<br>\$ 19,254,927<br>\$ 19,254,927<br>\$ 52,889,314<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -  | \$ - 9<br>\$ - 9   | 61,416 3<br>6 61,416 3<br>6 - 3<br>6 17,337,693 3<br>6 65,619,297 3<br>6 12,879,376 3   
   | \$ 480.080<br>\$ 6.041.094<br>\$ 452.725<br>\$ 36.472.063<br>\$ 38.593.921<br>\$ 21.132.239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 1,043,189 :<br>\$ 108,229 :<br>\$ 298,835 :<br>\$ 21,713,856 :<br>\$ 23,842,519 :<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ 1,928,740 :<br>\$ 110,393 :<br>\$ 304,812 :<br>\$ 2,343,946 :<br>\$ 2,343,946 :<br>\$ 2,344,218 :<br>\$ 2,344,218 :<br>\$ 2,342,218 :<br>\$ 7,398,653 :<br>\$ 7,398,653 :<br>\$ 7,398,653 :<br>\$ 5 .<br>\$ 5 .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$   | \$ 2,026,534<br>\$ 12,580,736<br>\$ 821,063<br>\$ 22,163,384<br>\$ 23,842,519<br>\$ 23,842,519<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .<br>\$ .   
  | \$ 2,1<br>\$ 1<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   |
| Condominium CFD Facilities Tax Proceeds         \$ 35,378,942         \$           Project Reserve Proceeds from Sea Level Rise CFD Tax         \$ 5,316,490         \$           Total Horizontal Infrastructure Investment Sources         \$ 397,119,450         \$           MASTER DEVELOPER PEAK EQUITY (b)         \$         \$ 76,945,889         \$ 1.3           Phase II         \$ 23,842,519         \$         \$           Phase II         \$ 22,842,519         \$         \$           Phase III         \$ 22,0127,914         \$         \$           PREPAID AND ANNUAL GROUND RENT         \$ 14,882,747         \$         \$           A1 (Office)         \$ 14,882,747         \$         \$         \$           PREPAID AND ANNUAL GROUND RENT         \$ 14,882,747         \$         \$         \$           A1 (Office)         \$ 14,882,747         \$  
   
  |   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ 33,440,730   | \$ 7,740,097<br>\$ 7,740,097<br>\$ 7,740,097<br>\$ 33,440,730<br>\$ 33,440,730<br>\$ 25,030,915<br>\$ 25,  
   
  | \$ 2,609,994<br>\$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ 11,583,385<br>\$ 11,583,385<br>\$ 0,668,959  | \$ 5,451,160<br>\$ -<br>\$ 19,254,927<br>\$ 52,889,314<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ - 5<br>\$ - 5<br>\$ - 5<br>\$ - 5<br>\$ 76,945,889 5<br>\$ - 5<br>\$ - 5   
  | 61,416 5<br>61,416 5<br>6 17,337,693 5<br>6 65,619,297 5<br>6 12,879,376 5  | \$ 6,041,094<br>\$ 452,725<br>\$ 36,472,063<br>\$ 36,593,921<br>\$ 21,132,239<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  
   | \$ 108,229 :<br>\$ 298,835 :<br>\$ 21,713,856 :<br>\$ 21,713,856 :<br>\$ 23,842,519 :<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 110,393 :<br>\$ 304,812 :<br>\$ 2,343,946 :<br>\$ 2,343,946 :<br>\$ 7,998,653 :<br>\$ 7,998,655 :<br>\$ 7,998,65  | \$ 12,580,736<br>\$ 821,063<br>\$ 52,163,384<br>\$ 22,842,519<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 1<br>\$ 13,3<br>\$ 23,8<br>\$ 23,8<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5<br>\$ 5  |
| Project Reserve Proceeds from Sea Level Rise CFD Tax         \$ 5,316,490         \$           Total Horizontal Infrastructure Investment Sources         \$ 397,119,450         \$           MASTER DEVELOPER PEAK EQUITY (b)         F         F         F           Phase II         \$ 26,842,519         \$         1.3           Phase II         \$ 22,842,519         \$         1.3           Phase II         \$ 20,127,914         \$         5           Prise II         \$ 20,127,914         \$         5           PREPAID AND ANNUAL GROUND RENT         \$         14,882,747         \$           A1 (Office)         \$ 11,583,385         \$         2,287,933         \$           2 (Resi)         \$ 11,553,365         \$         2,287,933         \$         \$           2 (Resi)         \$ 11,751,300         \$         \$         \$         \$         \$           5 - 17,0100         \$ 5,37,84,63         \$         \$         \$         \$         \$           5 - 16,070(ne)         \$ 5,37,84,63         \$         \$         \$         \$         \$           6 - 14,070(ne)         \$ 5,37,84,63         \$         \$         \$         \$         \$           7 - 14,070(ne)         \$ 10,  
   
  |   | \$ 3,823<br>\$ \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$    | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ -<br>\$ -<br>\$ 17,057,73  | \$ -<br>\$ -<br>\$ 27,370,730   | \$ -<br>\$ -<br>\$ 33,440,730   | \$ -7,740,097<br>\$ 33,440,730<br>\$ 33,440,730<br>\$ 33,440,730<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   
  | \$ -<br>\$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ 11,583,385<br>\$ 11,583,385<br>\$ 8,066,959  | \$ 19,254,927<br>\$ 19,254,927<br>\$ 52,889,314<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ - 5<br>\$ - 5<br>\$ 76,945,889 5<br>\$ - 5<br>\$ - 5  | 65,619,297<br>665,619,297<br>512,879,376  | \$ 452,725<br>\$ 36,472,063<br>\$ 38,593,921<br>\$ 21,132,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 298,835 :<br>\$ 21,713,856 :<br>\$ 19,023,856 :<br>\$ 23,842,519 :<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
  | \$ 304,812 :<br>\$ 2,343,946 :<br>\$ 17,951,189 ;<br>\$ 2,842,519 ;<br>\$ 7,938,653 ;<br>\$ - :<br>\$ - :                | \$ 821,063<br>\$ 52,163,384<br>\$ 22,842,519<br>\$ 23,842,519<br>\$ 23,842,519<br>\$  | \$ 13.3<br>\$ 13.3<br>\$ 23,8<br>\$ 23,8<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$  |
| Total Infrastructure Investment Sources         \$ 397,119.450         \$           MASTER DEVELOPER PEAK EQUITY (b)<br>Phase I         \$ 76,945,880         \$ 1.3           Phase II         \$ 23,842,510         \$           Phase II         \$ 20,127,714         \$           Prese III         \$ 20,127,714         \$           Prese III         \$ 20,127,714         \$           PREPAID AND ANNUAL GROUND RENT         \$ 14,882,747         \$           A-1 (Office)         \$ 14,882,747         \$           KN (Resi)         \$ 11,588,386         \$           C-28 (Resi)         \$ 11,588,386         \$           C-28 (Resi)         \$ 17,711,305         \$           F-G (Office)         \$ 17,751,305         \$           F-G (Office)         \$ 11,1471         \$           F-1 (Resi)         \$ 13,171,491         \$           F-1 (Resi)         \$ 13,171,380         \$           H+1 (Resi)         \$ 13,171,380         \$           S 700FT NET CASH FLOW         \$         \$           Productortal Infrastructure Costs         \$ (33,020,391)<\$  
   
  |   | \$ 3,823<br>\$ \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$    | - \$<br>3,554 \$<br>-         | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ 17,057,73  | \$  | \$  | \$ 7,740,097<br>\$ 33,440,730<br>\$ -<br>\$ 25,030,915<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   
  | \$ 19,568,578<br>\$ 26,811,634<br>\$ -<br>\$ -<br>\$ -<br>\$ 11,588,385<br>\$ 0,065,959   | \$ 19,254,927<br>\$ 52,889,314<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ - 5<br>\$ 76,945,889 5<br>\$ - 5<br>\$ - 5  | 5 17,337,693 5<br>65,619,297 5<br>12,879,376 5  | \$ 36,472,063<br>\$ 38,503,921<br>\$ 21,132,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 21,713,856 :<br>\$ 19,023,856 :<br>\$ 23,842,519 :<br>\$ -  | \$ 2,343,946 :<br>\$ 17,951,180 :<br>\$ 23,842,519 :<br>\$ 7,938,653 :<br>\$ -             | \$ 52,163,384<br>\$ 52,163,384<br>\$ 23,842,519<br>\$ 23,842,519<br>\$ 23,842,519<br>\$ 5<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ 13,5<br>\$ 23,6<br>\$ 23,6<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$ \$<br>\$   |
| MASTER DEVELOPER PEAK EQUITY (b)         Phase I         \$76,945,889         \$1.3           Phase II         \$23,842,519         \$           Phase II         \$23,842,519         \$           Phase II         \$23,842,519         \$           Phase II         \$23,842,519         \$           Phase II         \$22,027,7314         \$           Phase II         \$22,023,715         \$           Phase II         \$20,023,115         \$           PEADL AND ANNUAL GROUND RENT         \$14,882,77         \$           A.1 (Office)         \$14,882,77         \$           Critical State         \$         \$15,053,85         \$           PERAID ANNUAL GROUND RENT         \$         \$14,882,77         \$           Phase II         \$         \$11,053,85         \$         \$           Proper Contract State         \$         \$17,011,491         \$           F-6 (Office)         \$         \$17,11,491         \$           S-1 - B-2 (Office)         \$         \$13,111,471         \$           B-1 - B-2 (Office)         \$         \$13,1171,380         \$           C-1C (Resi)         \$         \$13,049,880         \$           Total Proper State State State State State  
   
  | 1,334,232   | \$ 3,823<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$ | 3,554 \$<br>-                 | 6,805,951<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$ 11,404,534<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ 17,057,73  | \$ 27,370,730   | \$ 33,440,730   | \$ 33,440,730<br>\$ -<br>\$ 25,030,915<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   
  | \$ 26,811,634<br>\$ -<br>\$ -<br>\$ -<br>\$ 11,588,385<br>\$ 8,065,959  | \$ 52,889,314<br>\$ -<br>\$ -<br>\$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 76,945,889 9<br>\$ - 9<br>\$ - 9  | 65,619,297<br>12,879,376  | \$ 38,593,921<br>\$ 21,132,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ 19.023.856<br>\$ 23.842.519<br>\$  
  | \$ 17,951,189<br>\$ 23,842,519<br>\$ 7,938,653<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ 23,842,519<br>\$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 23,8<br>\$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   |
| Phase I         S         76.945.880         S         1.3           Phase II         \$         23.42.519         \$         23.42.519         \$           Phase III         \$         20.127.914         \$         20.127.914         \$           PREPAID AND ANNUAL GROUND RENT         \$         14.882.747         \$         \$         20.127.914         \$           PREPAID AND ANNUAL GROUND RENT         \$         14.882.747         \$         \$         20.127.914         \$           PREPAID AND ANNUAL GROUND RENT         \$         14.882.747         \$         \$         20.127.914         \$           PREPAID AND ANNUAL GROUND RENT         \$         14.882.747         \$         \$         20.00.915         \$           Prepaid Cround Rent         \$         10.882.384         \$         \$         20.727.914         \$           Prepaid Cround Rent         \$         10.165.316         \$         25.758.463         \$         \$         10.167.934         \$           Prepaid Cround Rent         \$         06.057.0342         \$         \$         10.167.934         \$         \$         10.167.934         \$         \$         10.167.934         \$         \$         10.167.934         \$   
   
  | -   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  |  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  |   |   |   | \$ -<br>\$ -<br>\$ 25,030,915<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   
  | \$ -<br>\$ -<br>\$ -<br>\$ 11,588,385<br>\$ 8,065,959   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ - 5<br>\$ - 5   | 12,879,376  | \$ 21,132,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 23,842,519<br>\$   
  | \$ 23,842,519<br>\$ 7,938,653<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  |
| Phase II         \$         23,842,519         \$           Phase III         \$         20,127,914         \$           PREPAID AND ANNUAL GROUND RENT         A.1 (Office)         \$         14,882,747         \$           A.1 (Office)         \$         14,882,747         \$         \$           EXPENDENT         \$         14,882,747         \$         \$           A.1 (Office)         \$         11,588,385         \$         \$           C-28 (Resi)         \$         17,583,385         \$         \$           C-16 (Resi)         \$         17,711,491         \$         \$         \$           F-(10fice)         \$         15,784,633         \$         \$         \$           D-1 (Resi)         \$         15,784,633         \$         \$         \$           D-1 (Resi)         \$         13,171,380         \$         \$         \$           D-1 (Resi)         \$         13,171,380         \$         \$         \$           C-14 (Resi)         \$         31,171,380         \$         \$         \$         \$           H-2 (Resi)         \$         31,649,880         \$         \$         \$         \$         \$         \$  
   
  | -   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  |  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  |   |   |   | \$ -<br>\$ -<br>\$ 25,030,915<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   
  | \$ -<br>\$ -<br>\$ -<br>\$ 11,588,385<br>\$ 8,065,959   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ - 5<br>\$ - 5   | 12,879,376  | \$ 21,132,239<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  
   | \$ 23,842,519<br>\$   
  | \$ 23,842,519<br>\$ 7,938,653<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ 23,842,519<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   | \$ 23,8<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  |
| Phase III         \$         20,127,914         \$           PREPAID AND ANNUAL GROUND RENT          14,882,747         \$           A-1 (Office)         \$         14,882,747         \$           KN (Real)         \$         22,030,915         \$           E2 (Real)         \$         11,582,386         \$           C (Real)         \$         11,582,386         \$           D-1 (Real)         \$         17,011,491         \$           F-6 (Office)         \$         33,344,697         \$           E1 (Real)         \$         19,165,316         \$           E3 (Real)         \$         11,1783,084         \$           E1 (Real)         \$         53,784,463         \$           C-14 (Office)         \$         24,440,180         \$           C-14 (Office)         \$         13,649,880         \$           T-11 (Real)         \$         13,649,880         \$           H-2 (Real)         \$         13,649,880         \$           C-14 (Office)         \$         14,87,83,842         \$           C-14 (Real)         \$         13,649,880         \$           T-14 (Real)         \$         31,64,970,942   
   
  | -   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$                          | -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | 5 5 -<br>5 -<br>5 5 -<br>5 5 5 5 -<br>5 5 5 5 -<br>5 5 5 5  | 5 5 -<br>5 7 -<br>5 8 5 -<br>5 8 -<br>-<br>5 8 -<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$   
   
  | \$ -<br>\$ -<br>\$ 11,588,385<br>\$ 8,065,959   | \$ 2,976,549<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ - 5   | 5 12,879,376 5<br>5 - 1<br>5 - 1  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
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  |
| A-1 (Office)     \$ 14,82,747     \$       KN (Resi)     \$ 25,030,915     \$       E2 (Resi)     \$ 11,588,385     \$       C-28 (Resi)     \$ 11,583,385     \$       C-28 (Resi)     \$ 11,1491     \$       F-G (Office)     \$ 13,171,381     \$       E1 (Resi)     \$ 12,165,316     \$       E1 (Resi)     \$ 12,165,316     \$       E1 - B-2 (Office)     \$ 13,171,380     \$       C-14 (Resi)     \$ 13,171,380     \$       H-1 (Resi)     \$ 13,171,380     \$       H-2 (Resi)     \$ 30,020,391     \$ (1,30,020,391)       Fold Rend Annual Ground Rent     \$ 106,020,231     \$       Provid Rend Rend Annual Ground Rent     \$ 106,020,242     \$       Total Project Renot nonsetment   
   
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| A-1 (Office) \$ 14,82,747 \$<br>KN (Reis) \$ 25,030,915 \$<br>E2 (Reis) \$ 11,58,385 \$<br>C-28 (Reis) \$ 11,51,471 \$<br>B-1 - B2 (Office) \$ 35,384,957 \$<br>E1 (Reis) \$ 10,165,316 \$<br>E3 (Reis) \$ 10,165,316 \$<br>E3 (Reis) \$ 10,165,316 \$<br>E3 (Reis) \$ 5,114,173 \$<br>B-1 - B2 (Office) \$ 35,384,463 \$<br>C-14 (Office) \$ 2244,450,180 \$<br>C-10 (Reis) \$ 5,114,173 \$<br>B-1 - B2 (Office) \$ 2244,450,180 \$<br>C-10 (Reis) \$ 13,171,380 \$<br>H-1 (Reis) \$ 10,167,324 \$<br>PROJECT NET CASH FLOW Horizontal Annual Ground Rent \$ 168,592,882 \$<br>Froil Frequet and Annual Ground Rent \$ 168,592,882 \$<br>Cround Project Reserve from Sea Level by Tax Increment \$ 168,592,882 \$<br>Ground Rent Payments \$ 506,670,342 \$<br>Froider Kenzerve from Sea Level Bar Proceeds \$ 53,378,942 \$<br>Ground Rent Payments \$ 506,670,342 \$<br>Cround Rent Payments \$ 506,670,342 \$<br>Ground Rent Payments \$ 506,670,342 \$<br>Cround Rent Payments \$ 506,670,342 \$<br>Soft Advect Bar Proceeds \$ 53,378,942 \$<br>Froider Kenzerve from Sea Level Rise Tax Proceeds \$ 53,378,942 \$<br>Soft Advect Bar Proder Return on Investment \$ 143,675,059 \$<br>Profit Sharing:<br>Master Developer Profit Participation - Prepaid Ground Rent \$ 101,602,880 \$<br>Total Advect Profit Participation - Prepaid Ground Rent \$ 101,602,880 \$<br>Total Advect Developer Profit Participation - Annual Ground Rent \$ 101,602,880 \$<br>Froid San Francisco Profit Participation - Annual Ground Rent \$ 101,602,880 \$<br>Total Advect Developer Profit Participation - Annual Ground Rent \$ 101,602,880 \$<br>Total Advect Developer Profit Participation - Prepaid Ground Rent \$ 101,602,880 \$<br>Total Advect Developer Profit Participation - Reise add Ground Rent \$ 100,602,890 \$<br>Total Advect Developer Profit Participation - Contex Bar Core Bar Francisco Profit Participation - Prepaid Ground Rent \$ 101,602,880 \$<br>Total Advect Developer Profit Participation - Reise add Ground Rent \$ 100,602,890 \$<br>Total Advect Dis REAL Reveloper Profit Participation - Courd Reat \$ 10,002,890 \$<br>Total Advect Di  
   
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| E2 (Rea)         \$ 11,58,385         \$           C-28 (Rea)         \$ 6,055.595         \$           C-28 (Rea)         \$ 17,751,305         \$           D-1 (Rea)         \$ 17,751,305         \$           F-6 (Office)         \$ 33,34,957         \$           E1 (Rea)         \$ 11,1491         \$           B-1 - B2 (Office)         \$ 35,384,957         \$           E3 (Rea)         \$ 5,114,179         \$           B-1 - B2 (Office)         \$ 5,278,463         \$           C-10 (Rea)         \$ 12,167,3463         \$           H-1 (Rea)         \$ 13,171,380         \$           H-2 (Rea)         \$ 13,173,337         \$           ProUet Starre (n   
   
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| C-28 (Resi)         \$ 8,065,959         \$           2 (Resi)         \$ 17,751,305         \$           D-1 (Resi)         \$ 17,751,305         \$           D-1 (Resi)         \$ 17,011,491         \$           F-G (Office)         \$ 35,349,4577         \$           E1 (Resi)         \$ 19,165,316         \$           S 12 (Resi)         \$ 19,165,316         \$           B-1 - B-2 (Office)         \$ 53,788,463         \$           C-1A (Office)         \$ 244,460,187         \$           C-1A (Office)         \$ 10,169,280         \$           C-1A (Office)         \$ 10,169,280         \$           Total Prepaid and Annual Ground Rent         \$ 506,670,342         \$           FOUEDT NET CASH FLOW         Hortzontal Infrastructure Costs         \$ (330,920,391)<\$ (1,3  
   
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| D-1 (Resi) \$ 17,011,491 \$<br>F-G (Office) \$ 35,394,957 \$<br>E 1 (Resi) \$ 15,165,316 \$<br>E 3 (Resi) \$ 19,165,316 \$<br>E 3 (Resi) \$ 19,165,316 \$<br>E 3 (Resi) \$ 5,748,463 \$<br>C -16 (Office) \$ 53,748,463 \$<br>C -16 (Office) \$ 244,450,180 \$<br>C -16 (Resi) \$ 244,450,180 \$<br>14,168e1 \$ 9,665,187 \$<br>H +1 (Resi) \$ 13,173,283 \$<br>C -16 (Resi) \$ 9,665,187 \$<br>H +1 (Resi) \$ 13,173,283 \$<br>C -16 (Resi) \$ 9,665,187 \$<br>H +1 (Resi) \$ 13,173,283 \$<br>C -16 (Resi) \$ 13,173,283 \$<br>C - 16 (Resi) \$ 13,173,183 \$<br>C - 16 (Resi) \$ 13,164,90 \$<br>S - 16,193,114 \$ \$ 13,675,059 \$<br>Port Reserve from Beat Level Rise Tax Proceeds \$ 5,316,490 \$<br>S - 16,193,194 \$ \$ (1.3) \$<br>C - 16 (Resi) \$ 13,163,073 \$<br>C - 16 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>S - 10 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>C - 16 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>C - 16 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>C - 16 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>C - 16 (Reserve from Rest Level Rise Tax Proceeds \$ 5,316,490 \$ \$<br>C - 16 (Reserve from Return on Investment \$ 143,675,059 \$<br>C - 16 (Reserve from Return on Investment \$ 143,675,059 \$<br>C - 16 (Reserve Froft P Articipation - Annual Ground Rent \$ 10,160,289 \$ \$<br>T - 16 (Reserve Froft P Articipation - Annual Ground Rent \$ 101,609,289 \$<br>T - 16 (Reserve Froft P Articipation - Annual Ground Rent \$ 101,609,289 \$<br>T - 16 (Reserve Froft P Articipation - Resid Ground Rent \$ 101,609,289 \$<br>T - 16 (Reserve Froft Rest C - 16 ) \$<br>C - 16 (Reserve Froft Rest C - 16 ) \$<br>C - 16 (Reserve Froft Rest C - 16 ) \$<br>C - 16 (Reserve Froft Rest C - 16 ) \$<br>C - 16 (Reserve Froft Rest C - 16 ) \$<br>C - 17 (Reserve Froft Rest C - 16 ) \$<br>C - 1  
   
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| F-G (Office)         \$ 35,334,957         \$           E1 (Resi)         \$ 19,165,316         \$           E3 (Resi)         \$ 11,114,179         \$           B1 - B-2 (Office)         \$ 5,714,479         \$           B1 - B-2 (Office)         \$ 5,714,479         \$           C-14 (Resi)         \$ 9,605,187         \$           H-1 (Resi)         \$ 9,605,187         \$           H-1 (Resi)         \$ 13,171,380         \$           H+2 (Resi)         \$ 3,140,480         \$           PROLECT NET CASH FLOW         +         +           Hortcontial Infrastructure Costs         \$ (13,052,682         \$           PROJECT NET CASH FLOW         +         +           Hortcontial Infrastructure Costs         \$ (13,378,942         \$           CPOUFD Bonds - Debt Service Pad by Tax Increment         \$ 186,813,336         \$ (1,377,378,942           Projcid Reservict more Sea Level Rise Tax Proceeds         \$ 5,378,942         \$           Ground Rent Payments         \$ 502,6670,342         \$           Stratibution CPP Profit         \$         \$         \$           Naster Developer Return Investment         \$ 143,675,059         \$           Prot of San Francisco Profit Participation - Prepaid Ground Rent         \$ 3,72  
   
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| B-1 - B-2 (Office)         \$ 57,788,463         \$           C-1A (Office)         \$ 244,450,180         \$           C-1A (Office)         \$ 244,450,180         \$           H-1 (Resi)         \$ 13,171,380         \$           H+2 (Resi)         \$ 13,171,380         \$           C-1a (Office)         \$ 506,670,342         \$           FROJECT NET CASH FLOW         *         *           Horizontal Infrastructure Coats         \$ (163,020,391)         \$ (1,3           CFD/IFD Bonds- Debt Service Paid by Tax Increment         \$ 166,813,336         \$           Condominium CPD Pacillets Tax Proceeds         \$ 5,316,490         \$           Cround minut Payments         \$ 204,607,442         \$           Condominium CPD Pacillets Tax Proceeds         \$ 5,316,470         \$           Cround minut Payments         \$ 206,670,342         \$         \$           DISTRIBUTION OF PROFIT         *         *         \$ <t< td=""><td></td><td>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$</td><td>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$</td><td>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-</td><td>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>s -<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-<br/>-</td><td>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>\$</td><td>s -<br/>s -<br/>s -<br/>s -<br/>s -</td><td>\$-<br/>\$-<br/>\$-<br/>\$-<br/>\$-<br/>\$-<br/>\$-</td><td>\$ - 5<br/>\$ - 5</td><td></td><td>\$ 5,114,179<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -<br/>\$ -</td><td>\$</td><td>\$ -<br/>\$ -<br/>\$ -</td><td>\$ 427,746<br/>\$ 9,605,187<br/>\$ 13,171,380<br/>\$ 31,649,880</td><td>s<br/>s<br/>s</td></t<>   
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   | \$ -<br>\$ -<br>\$ -   | \$ 427,746<br>\$ 9,605,187<br>\$ 13,171,380<br>\$ 31,649,880  | s<br>s<br>s  
   |
| B-1 - B-2 (Office)         \$ 53,788,463         \$           C-1A (Office)         \$ 244,450,180         \$           C-1A (Office)         \$ 244,450,180         \$           H-1 (Resi)         \$ 13,171,380         \$           H-2 (Resi)         \$ 13,171,380         \$           H-2 (Resi)         \$ 13,144,280         \$           Total Prepaid and Annual Ground Rent         \$ 506,670,342         \$           PROJECT NET CASH FLOW             Horizontal Infrastructure Coats         \$ (13,020,391)         \$ (1,3           Condominium CPD Pacilites Tax Proceeds         \$ 35,378,442         \$           Condominium CPD Pacilites Tax Proceeds         \$ 5,316,490         \$           Cround Rent Payments         \$ 506,670,342         \$         (1,3           Condominium CPD Pacilites Tax Proceeds         \$ 5,316,490         \$         \$         (1,3           Cround Rent Payments         \$ 506,670,342         \$         \$         (1,3         \$           DISTRIBUTION CF PROFIT         Taxing Participation - Annual Ground Rent         \$ 143,675,059         \$         \$         \$         \$         \$         \$           Master Developer Profit Participation - Annual Ground Rent         \$ 131,4873         \$         <   
   
  | (1,334,232)   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$                          | (2,982,397)  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | -<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   
  | s -<br>s -<br>s -<br>s -  | \$ -<br>\$ -<br>\$ -<br>\$ -   
   | 5 - 5<br>5 - 5<br>5 - 5  | -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$  
  | \$ -<br>\$ -<br>\$ -   | \$ 427,746<br>\$ 9,605,187<br>\$ 13,171,380<br>\$ 31,649,880  | s -<br>s<br>s  |
| C-10 (Resi)         \$             9,605,187 \$             \$             13,1430 \$             \$             13,11380 \$             \$             13,11380 \$             \$             13,11380 \$             \$             13,11380 \$             \$             13,11380 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             13,040,880 \$             \$             10,040,890 \$             \$             10,04  
   
  |   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$                                  | (2,982,397)  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | s -<br>s -<br>s -<br>s -<br>s -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -  | s -<br>s -<br>s -  
   
  | \$ -<br>\$ -<br>\$ -  | \$-<br>\$-<br>\$-  
   | 5 - 5<br>5 - 5<br>5 - 5  | -   | \$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$  
  | \$ -<br>\$ -<br>\$ -   | \$ 9,605,187<br>\$ 13,171,380<br>\$ 31,649,880  | \$<br>\$<br>\$   |
| H-1 (Rea)         \$         13,171,380         \$           Total Prepaid and Annual Ground Rent         \$         31,649,880         \$           Total Prepaid and Annual Ground Rent         \$         506,670,342         \$           PROJECT NET CASH FLOW          \$         506,670,342         \$           PROJECT NET CASH FLOW          \$         166,982,882         \$           Ch/IPID Endos Debt Service Pad by Tax Increment         \$         166,592,882         \$           Condominium CDF Padilles Tax Proceeds         \$         33,373,842         \$           Condominium CDF Padilles Tax Proceeds         \$         5,316,490         \$         \$         (1,3,675,059         \$           DISTRIBUTION OF PROFIT         Master Developer Profit Participation - Prepaid Annual Ground Rent         \$         143,675,059         \$           Port of San Francisco Profit Participation - Prepaid Ground Rent         \$         101,609,280         \$         \$           Total Master Developer Profit Participation - Prepaid Ground Rent         \$         340,059,401         \$         \$           Total Master Developer Profit Participation - Prepaid Ground Rent         \$         340,059,401         \$         \$           Total Master Developer Profit Participation - Prepaid Ground Rent  
   
  | (1,334,232)   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$             | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$                                  | (2,982,397)  | \$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -<br>\$ -  | \$ -<br><u>\$ -</u><br>\$ -   | \$ -<br>\$ -<br>\$ -  | \$ -<br>\$ -   
   
  | \$ -  | \$ -   
   | s - s  | -   | \$ -<br>\$ -<br>\$ 31 358 486  
   | \$ -<br>\$ -<br>\$ 28,315,966   
  | s -  | \$ 13,171,380<br>\$ 31,649,880  | s<br>s   |
| Total Prepaid and Annual Ground Rent         \$         506,670.342         \$           PROJECT NET CASH FLOW         Hortcontal Infrastructure Coats         \$         (330,920.391)         \$         (1.3           CPD/IFD Endos: Debt Service Paid by Tax Increment         \$         169,592.682         \$         (330,920.391)         \$         (1.3           Condominium CPD Facilies Tax Proceeds         \$         33,373.442         \$         \$         (330,920.391)         \$         (1.3         \$         \$         (330,920.391)         \$         (1.3         \$         \$         (331,924)         \$         \$         \$         \$         \$         (331,6493)         \$  
   
  | - (1,334,232)                                       | \$<br>\$<br>\$ (2,489<br>\$<br>\$<br>\$  | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | (2,982,397)  | \$ -<br>\$ -  | \$ -<br>\$ -  | <u>\$ -</u><br>\$ -   | \$ -<br>\$ -  | \$ -   
   
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   |  |   | \$ -<br>\$ 31 358 486  
   | \$ 28,315,966   
  | \$ -<br>\$ 415,287   |   | \$   |
| PROJECT NET CASH FLOW         Horizontal Infrastructure Costs         \$ (330,920,391)         \$ (1.3           VENDOTION FLORE         Description         \$ 168,552,682         \$ \$           Pay Go Tax Increment         \$ 168,551,336         \$         \$           Pay Go Tax Increment         \$ 168,651,336         \$         \$           Project Reserv from Sea LeverRese Tax Proceeds         \$ 5,378,942         \$           Ground Rent Payments         \$ 5,376,942         \$           Total Project Reserv from Sea LeverRese Tax Proceeds         \$ 5,72,869,401         \$ (1.3           Total Project Reserv from Sea LeverRese Tax Proceeds         \$ 5,72,869,401         \$ (1.3           Total Project Profit         \$         \$         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$ 83,14,873         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$ 244,450,180         \$           Port of San Francisco Profit         \$ 101,609,289         \$         \$           Port of San Francisco Profit         \$ 346,009,440         \$         \$           Total Part of San Francisco Profit         \$ 346,009,440         \$         \$           Total Part of San Francisco Profit         \$ 346,009,440         \$         \$  
   
  | (1,334,232)   | \$ (2,489<br>\$<br>\$<br>\$  | 9,322) \$<br>- \$<br>- \$   | (2,982,397)  | \$ (4 508 583   |   |   | ÷ -   | \$ 25,030,915  
   
  | \$ -<br>\$ 37.405.648   | \$ 19 988 040  
   | 5  |   |  
   | \$ 20,515,500   
  | ¢ 413,207  | \$ 05,011,000   |  |
| Horizontal Infrastructure Costs         \$ (33,020,391)         \$ (1.2           CPDIFED Bonds         Dett Service Paid by Tax Increment         \$ 169,522,682         \$ (1.2           Condominium CDF Datallites Tax Proceeds         \$ 135,78,142         \$ (1.2         \$ (1.2           Condominium CDF Datallites Tax Proceeds         \$ 5,316,440         \$ (1.2         \$ (1.2           Circum Rent Payments         \$ 006,670,442         \$ (1.3         \$ (1.2         \$ (1.2           DISTRIBUTION OF PROFIT         Master Developer Return on Investment         \$ 143,675,059         \$ (1.3           Port Sharing:         -         \$ (1.3         \$ (1.2         \$ (1.2           Master Developer Profit Participation - Prepaid Annual Ground Rent         \$ (1.3         \$ (1.2         \$ (1.2           Port of San Francisco Profit Participation - Annual Ground Rent         \$ (1.2         \$ (1.2         \$ (1.2           Total Asset Developer Profit Participation - Prepaid Ground Rent         \$ (10,80,289)         \$ (10,80,289)         \$ (1.2           Total Asset Developer Profit Participation - Prepaid Ground Rent         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2         \$ (1.2  
   
  | (1,334,232)   | \$ (2,489<br>\$<br>\$<br>\$  | 9,322) \$<br>- \$<br>- \$   | (2,982,397)  | \$ (4 508 583)  |   |   |   |  
   
  | •   | • 10,000,040   
   |  | ·   |  
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| Horizontal Infrastructure Costs         \$ (33,020,391)         \$ (1.3           CPDIFD Bonds - Dekt Service Paid by Tax Increment         \$ 169,522,682 \$         \$           Pay Go Tax Increment         \$ 169,522,682 \$         \$           Condominium CPD Facilities Tax Proceeds         \$ 35,78,942 \$         \$           Condominium CPD Facilities Tax Proceeds         \$ 5,316,490 \$         \$           Circund Rent Payments         \$ 506,670,442 \$         \$           Condom Start Payments         \$ 506,670,442 \$         \$         (1.3           DISTRIBUTION OF PROFIT           >         >           Master Developer Return on Investment         \$ 143,675,059 \$         \$         >         >           Port Sharing:         -         \$         -         \$         \$         >         >           Port of San Francisco Profit Participation - Prepaid Ground Rent         \$ 13,134,673 \$         \$         >         >         >         >         >         \$         \$         106,09,289 \$         \$         Total Projet Profit Participation - Annual Ground Rent         \$ 101,609,289 \$         \$         Total Projet Profit         \$ 102,609,490 \$         \$         >         >         >         >         >         >         >         > <t< td=""><td>(1,334,232)</td><td>\$ (2,489<br/>\$<br/>\$<br/>\$</td><td>9,322) \$<br/>- \$<br/>- \$</td><td>(2,982,397)</td><td>\$ (4 508 583)</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>   
   
  | (1,334,232)   | \$ (2,489<br>\$<br>\$<br>\$  | 9,322) \$<br>- \$<br>- \$   | (2,982,397)  | \$ (4 508 583)  |   |   |   |  
   
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| Pay Go Tax Increment         \$ 166,831,336         \$           Condominium OPD Facilities Tax Proceeds         \$ 35,78,942         \$           Project Reserve from Sea Lever Rise Tax Proceeds         \$ 35,78,942         \$           Ground Rent Payments         \$ 006,670,442         \$           Total Project Profit         \$ 006,670,442         \$           DISTRIBUTION OF PROFIT         Master Developer Return on Investment         \$ 143,675,059         \$           Master Developer Profit Participation - Prepaid Annual Ground Rent         \$ - \$         \$         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$ 244,450,180         \$         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$ 016,092,89         \$         \$           Total Addition Profit         \$ 226,809,932         \$         \$         \$           Total Master Developer Profit         \$ 346,093,405         \$         \$           Total Addition Prepaid Ground Rent         \$ 101,092,893         \$         \$           Total Project Profit         \$ 346,093,403         \$         \$           Total Project Profit         \$ 346,093,403         \$         \$           Total Project Profit         \$ 346,093,404         \$         \$ <t< td=""><td></td><td>5<br/>5<br/>5</td><td>- S<br/>- S</td><td>-</td><td>\$ (4,550,505</td><td>\$ (5,653,19</td><td>) \$ (10,313,000</td><td></td><td>\$ (13,781,753)</td><td>\$ (41,137,323)</td><td>\$ (58,662,964)</td><td>\$ (35,962,773)</td><td>6 (12,879,376)</td><td>\$ (43,257,250)</td><td>\$ (31,026,245)</td><td>\$ (7,938,653)</td><td>\$ (13,937,032)</td><td>\$ (18,</td></t<>  
   
  |   | 5<br>5<br>5  | - S<br>- S  | -  | \$ (4,550,505   | \$ (5,653,19  | ) \$ (10,313,000  |   | \$ (13,781,753)  
   
  | \$ (41,137,323)   | \$ (58,662,964)  
   | \$ (35,962,773)  | 6 (12,879,376)  | \$ (43,257,250)  
   | \$ (31,026,245)   
  | \$ (7,938,653)   | \$ (13,937,032)   | \$ (18,  |
| Contominum CPD Facilities Tax Proceeds         \$ 35,378,942         \$           Project Reserv from Sea Level Rise Tax Proceeds         \$ 5,316,490         \$           Ground Rent Payments         \$ 500,670,342         \$           Total Project Reserv from Sea Level Rise Tax Proceeds         \$ 5,372,894,41         \$ (1.3           DISTRIBUTION OF PROFIT         \$         \$ 5,372,894,41         \$ (1.3           DISTRIBUTION OF PROFIT         \$         \$ 143,675,059         \$           Profit Sharing:         \$ 143,675,059         \$         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$ 83,134,873         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$ 244,450,180         \$           Total Avece Tools Profit         \$ 340,059,249         \$         \$           Total Avece Tools Profit         \$ 340,059,449         \$         \$           Total Avece Townloper Profit         \$ 340,059,449         \$         \$           Total Avece Townloper Profit         \$ 346,059,449         \$         \$           Total Project Resort         \$ 346,059,449         \$         \$           Port of San Francisco Profit         \$ 346,059,449         \$         \$           Port Of San Francisco NeT ECONMIC BENEFIT   
   
  | -   | ŝ  | •   | _  | s -   | \$ -<br>\$ -  | s -   | s -<br>s -  | s -<br>s -   
   
  | \$ 16,958,583<br>\$   | \$ 13,803,768<br>\$  
   | 5 - 5  | 17,276,277  | \$ 29,498,163<br>\$ 480,080  
   | \$ 20,263,603<br>\$ 1,043,189   
  | \$   | \$ 36,735,051<br>\$ 2,026,534   | \$ 11,1  |
| Ground Rent Payments         \$             506,670,342         \$             1         \$             572,869,401         \$             (1.3         \$             572,869,401         \$             (1.3         \$             572,869,401         \$             (1.3         \$             572,869,401         \$             (1.3         \$             572,869,401             \$             (1.3           DISTRIBUTION OF PROFIT<br>Master Developer Return on Investment         \$             143,675,059         \$          \$          \$          \$             (1.3   
   
  | -   |  | - \$  | -  | š -   | š -   | š -   | š -   | \$ 7,740,097   
   
  | \$ 2,609,994  | \$ 5,451,160   
   | š - i  | 61,416  | \$ 6,041,094   
   | \$ 108,229  
  | \$ 110,393   | \$ 12,580,736   | \$ 1   |
| Total Project Profit         \$         572.889.401         \$         (1.3           DISTRIBUTION OF PROFIT<br>Master Developer Return on Investment         \$         143.675.059         \$           Profit Sharing:<br>Master Developer Profit Participation - Prepaid Ground Rent<br>Master Developer Profit Participation - Prepaid Ground Rent<br>Ser of San Francisco Profit Participation - Prepaid Ground Rent<br>Port of San Francisco Profit Participation - Prepaid Ground Rent<br>Ser of San Francisco Profit Participation - Prepaid Ground Rent<br>Port of San Francisco Profit Participation - Prepaid Ground Rent<br>Ser of San Francisco Profit Participation - Prepaid Ground Rent<br>Port all Port of San Francisco Profit<br>Total Prot of San Francisco Profit         \$         226.809.932         \$           Total Prot of San Francisco Profit<br>Total Prot of San Francisco Profit         \$         244.650.180         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT<br>Port Annual Ground Rent<br>1.5% (vf 30.96) 42.5% (vf seo 240.91) of Modified Gross Revenues<br>\$         \$         193.280.917         \$           1.5% (vf sol 70.96) 42.5% (vf seo 240.91) of Modified Gross Revenues<br>\$         \$         193.280.917         \$  
   
  | -   | \$   | - \$  | -  | s -   | \$ -  | \$ -  | s -   | \$ -<br>\$ 25,030,915  
   
  | \$ -<br>\$ 37,405,648   | \$ -<br>\$ 19,988,040  
   | \$ - 5<br>\$ 11,906,197 5  |   | \$ 452,725<br>\$ 31,358,486  
   | \$ 298,835<br>\$ 28,315,966   
  | \$ 304,812<br>\$ 415,287   | \$ 821,063<br>\$ 65,611,886   | \$ 42.   |
| Master Developer Return on Investment         \$         143.675.059         \$           Profit Sharing:  
   
  | (1,334,232)   | \$ (2,489  | 9,322) \$   | (2,982,397)  | \$ (4,598,583)  | \$ (5,653,19  | ) \$ (10,313,000  | \$ (6,070,000   |  
   
  |   | \$ (19,419,997)  
   |  | 4,458,317   | \$ 31,358,480<br>\$ 24,573,299   
   | \$ 19,003,577   
  |  | \$ 103,838,238  |  |
| Profit Sharing:         Master Developer Profit Participation - Prepaid Ground Rent         \$         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$         83,134,873         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$         244,450,180         \$           Port of San Francisco Profit         \$         101,609,280         \$         \$           Total Master Developer Profit         \$         226,809,392         \$         \$           Total Master Developer Profit         \$         2340,059,469         \$         \$           Total Profit Chart Gan Francisco Profit         \$         340,059,469         \$         \$           Total Projet Charge Transition         Prepaid Ground Rent         \$         272,689,401         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT         Port Share Of Prepaid Ground Rent         \$         1016,092,809         \$           Port Share Of Prepaid Ground Rent         \$         1016,092,809         \$         105% (of Net Proceeds from Refinancings         \$         193,260,017         \$           1.5% (rs 30-5%)         \$         2.5% (rs 6.30-90)         \$         193,250,037         \$         1,5% (rs 30.55,033         \$         193,250,037         \$   
   
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| Master Developer Profit Participation - Prepaid Conund Rent         \$         \$         \$           Master Developer Profit Participation - Prepaid Ground Rent         \$         8,134,873         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$         244,450,180         \$           Port of San Francisco Profit Participation - Prepaid Ground Rent         \$         226,809,392         \$           Total Master Developer Profit         \$         340,056,460         \$         \$           Total Profit Orationation Profit         \$         340,056,460         \$         \$           Total Profit Orationation Profit         \$         340,056,460         \$         \$           Port OF San Francisco Profit         \$         340,056,460         \$         \$           Port OF San Francisco Profit         \$         340,056,460         \$         \$           Port OF San FRANCISCO NET ECONOMIC BENEFIT         Port Sinze Of Prepaid Ground Rent         \$         1016,092,80         \$           Port Sinze Of Prepaid Ground Rent         \$         1016,092,80         \$         1.5% (of Net Proceeds from Refinancings         \$         192,260,317         \$           1.5% (of Net Proceeds of Op of Modiffed Gross Revenues         \$         1.765,053,03         \$         \$   
   
  | -   | \$   | - \$  | -  | s -   | \$ -  | s -   | s -   | \$ 18,989,259  
   
  | \$ 9,207,807  | \$ 6,657,683   
   | \$   | 6,011,101   | \$ 9,446,687   
   | \$ 2,143,791  
  | \$ 1,271,279   | \$ 69,865,346   | \$ 15,0  |
| Master Developer Profit Participation - Prepaid Ground Rent         \$ 83,134,873         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$ 244,450,180         \$           Port of San Francisco Profit Participation - Annual Ground Rent         \$ 101,609,289         \$           Total Master Developer Profit         \$ 226,809,932         \$           Total Port Of San Francisco Profit Participation - Prepaid Ground Rent         \$ 346,009,469         \$           Total Port Of San Francisco Profit         \$ 346,009,469         \$           Port OF San Francisco Profit         \$ 366,009,469         \$           Port OF San Francisco Profit         \$ 366,009,469         \$           Port OF San Francisco Porter         \$         \$           Port OF San France Rent         \$ 244,450,180         \$           Port Shar OF Prepaid Ground Rent         \$ 101,609,289         \$           1.5% of Net Proceeds from Relinancings         \$ 193,280,917         \$           1.5% of Net Proceeds of poil of Modified Gross Revenues         \$ 193,280,317         \$  
   
  | -   | s  | - s   | -  | s -   | s -   | s -   | s -   | s -  
   
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  | s - :  | s -   | s  |
| Port of San Francisco Profit Participation - Prepaid Ground Rent         \$ 101,609,289         \$           Total Master Developer Profit         \$ 226,809,932         \$           Total Port of San Francisco Profit         \$ 346,009,469         \$           Total Prof of San Francisco Profit         \$ 346,009,469         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT         \$ 244,450,180         \$           Port Shar of Prepaid Ground Rent         \$ 101,609,289         \$           1.5% (v) Net Proceeds from Refinancings         \$ 193,280,317         \$           1.5% (v) Net Proceeds 1.2% (v) of NetProceeds 1.2% (v) o  
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  |   | s -  
   | s -  | s - :  
   | s -   | \$ 1,2   |
| Total Master Developer Profit         \$         226,809,932         \$           Total Profit         \$         346,059,469         \$         \$           Total Project Profit         \$         346,059,469         \$         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT         Port Share OF Prepaid Ground Rent (Including Pareal C-1A)         \$         244,450,180         \$           Port Share OF Prepaid Ground Rent         \$         101,609,289         \$         1.5% of Net Proceeds from Refinancings         \$         193,260,917         \$           1.5% (vf 30-76)         \$         \$         1.75% color)         \$         1.75% color)         \$         1.75% color)         \$  
   
  |   | s<br>s   | - \$  |  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -  | s -<br>s -   
   
  | s -<br>s -  | \$ -<br>\$ -   
   | s - 1<br>s - 1   |   | s -<br>s -   
   | s -   
  | \$ 415,287   | \$ 427,746  | \$ 4   |
| Total Port of San Francisco Profit         \$ 346.059.469         \$           Total Project Profit         \$ 572.669.401         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT         \$         \$           Port Top San Francisco Profit         \$ 244.450.180         \$           Port Or San Ground Rent (Including Parcel C-TA)         \$ 244.450.180         \$           Port Share Of Prepaid Ground Rent (Including Parcel C-TA)         \$ 101.609.289         \$           1.5% (vf 30-59.04) 6 2.5% (vf so Col) of Modified Gross Revenues         \$ 193.260.917         \$  
   
  |   | -  |   |  |   |   |   |   | \$ 18.989.259  
   
  | \$ 9.207.807  | \$ 6.657.683   
   |  |   | \$ 9.446.687   
   | \$ 2.143.791  
  |  |   |  |
| Total Project Profit         \$         572.869.401         \$           PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT <td></td> <td>5<br/>S</td> <td>- \$</td> <td></td> <td>s -<br/>s -</td> <td>s -<br/>s -</td> <td>s -<br/>s -</td> <td>s -<br/>s -</td> <td>\$ 18,989,259<br/>\$ -</td> <td>\$ 9,207,807<br/>\$ -</td> <td>\$ 6,657,683</td> <td>s - s<br/>s - s</td> <td>6,011,101 5</td> <td>\$ 9,446,687<br/>\$ -</td> <td>\$ 2,143,791<br/>\$ -</td> <td>\$ 1,271,279<br/>\$ 415,287</td> <td>\$ 69,865,346<br/>\$ 427,746</td> <td>\$ 16,2</td>  
   
  |   | 5<br>S   | - \$  |  | s -<br>s -  | s -<br>s -  | s -<br>s -  | s -<br>s -  | \$ 18,989,259<br>\$ -  
   
  | \$ 9,207,807<br>\$ -  | \$ 6,657,683   
   | s - s<br>s - s   | 6,011,101 5   | \$ 9,446,687<br>\$ -   
   | \$ 2,143,791<br>\$ -  
  | \$ 1,271,279<br>\$ 415,287   | \$ 69,865,346<br>\$ 427,746   | \$ 16,2  |
| Port Annual Ground Rent (Including Parcel C-1A)         \$         244,450,180         \$           Port Share of Propaid Ground Rent         \$         101.609,289         \$           1.5% of Net Proceeds from Refinancings         \$         133,280,017         \$           1.5% (rs 30-59) & 2.5% (rs 60-99) of Modified Gross Revenues         \$         1,789,635,033         \$  
   
  | -   | \$   | - \$  | -  | \$ -  | \$ -  | \$ -  | \$ -  | \$ 18,989,259  
   
  | \$ 9,207,807  | \$ 6,657,683   
   | \$   | 6,011,101   | \$ 9,446,687   
   | \$ 2,143,791  
  | \$ 1,686,566   | \$ 70,293,092   | \$ 18,2  |
| Port Annual Ground Rent (Including Parcel C-1A)         \$         244,450,180         \$           Port Share of Prepaid Ground Rent         \$         101,609,289         \$           1.5% of Net Proceeds from Refinancings         \$         103,260,017         \$           1.5% (vf 30-50) & 2.5% (vf sc 0-90) of Modified Gross Revenues         \$         1,96,953.033         \$   
   
  |   |  |   |  |   |   |   |   |  
   
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  |  |   |  |
| 1.5% of Net Proceeds from Refinancings         \$ 193,260,917           1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues         \$ 1,769,535,033  
   
  | -   | \$<br>\$   | - \$<br>- \$  | -  | s -<br>s -  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -  | s -<br>s -   
   
  | s -<br>s -  | s -<br>s -   
   | s - s  |   | s -<br>s -   
   | s - :   
  | \$ 415,287   |   | \$ 4<br>\$ 1,5   |
| 1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues \$ 1,769,535,033 \$   
   
  |   | s  | - \$  |  | s -<br>s -  | s -<br>s -  | s -<br>s -  | s -<br>s -  | s -<br>s -   
   
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   | 5 - 1<br>5 - 1   |   |  
   | s -<br>s -  
  | 5 - S  | ÷   | \$ 1,:<br>\$   |
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  | -   | s  | - \$  | -  | s -   | \$ -  | \$ -  | s -   | \$ -   
   
  | \$ -  | \$ -   
   | s - 1  |   | \$ -<br>\$ 77.427  
   | \$ -<br>\$ 180.604  
  | \$ -<br>\$ 334.209   | s 496.869   | \$<br>\$   |
| Total Port of San Francisco Economic Benefit \$ 3,992,886,231 \$   
   
  | -   | \$   | - \$  |  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -  | \$ -<br>\$ -   
   
  | s -<br>s -  | \$ -   
   | s - :<br>s - :   |   | \$ 77,427<br>\$ 77,427   
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| TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND<br>CITY SHORELINE PROTECTION   
   
  |   |  |   |  |   |   |   |   |  
   
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   |  |   |  
   |   
  |  |   |  |
| Port's 8 Cents of Tax Increment \$ 145,780,770 \$  
   
  |   | s  | - \$  | -  | s -   | s -   | s -   | s -   | s -  
   
  | s -   | s -  
   | s - s  |   | \$ 202,961   
   | \$ 384,304  
  | \$ 708,864   | \$ 723,041  | s  |
| Unused Tax Increment to Port after Project is Complete \$ 555,012,843 \$<br>Total Tax Increment to Port for Pier 70 Wide Facilities and \$ 700,793,613 \$  
   
  | -   | s  | - \$  |  | s -   | \$ -<br>\$ -  | \$ -<br>\$ -  | s -   | s -  
   
  | s -   | s -<br>s -   
   | s - 1  |   | \$ 202.961   
   | \$ 384,304  
  | 5 708.864  | 5   | \$   |
| City Shoreline Protection  
   
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| CFD TAX REVENUES FOR CITY SHORELINE PROTECTION   
   
  | -   |  |   |  |   |   |   |   |  
   
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  |  |   |  |
| Available Sea Level Rise CFD Tax Proceeds \$ 281,250,929 \$  
   
  | -   |  | - \$  | -  | s -   | s -   | s -   | s -   | ş -  
   
  | ş -   | s -  
   | s - s  | 53,250  | \$ 97,659  
   | \$ 99,612   
  | \$ 101,604   | \$ 273,688  | ş  |
| Available Condominium CFD Facilities Tax Proceeds       \$ 1,353,066,606         Unused Project Reserve Proceeds from Sea Level Rise CFD Tax       \$ 491,994,859  
   
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  | ծ -<br>Տ -  | s -<br>s -   
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   | ə -<br>S -  
  | s - 1  | s -   | s<br>S   |
| Unused Condominium CFD Facilities Tax Proceeds Applied to Project \$ 6.852.694 \$  
   
  |   | \$<br>\$<br>\$   | - \$  | -  |   |   |   | ś -   | ś.   
   
  | \$ -  | \$ -   
   | s - s  |   | \$ -   
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  | \$ -   | s -   | \$   |
| Total CFD Tax Revenues for City Shoreline Protection \$ 2,133,165,088 \$   
   
  | -<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>-<br>- | \$<br>\$<br>\$   | - \$<br>- \$<br>- \$  | -  | \$ -<br>\$  | s -<br>s -  | \$ -  |   | *  
   
  |   |  
   |  | 53,250  | \$ 97,659  
   | \$ 99,612   
  | \$ 101,604   | \$ 273,688  | \$ :   |

denoted.(b) Estimated peak equity assuming development of each phase on stand-alone basis.

| Description         103.00         1         103.00         1        1   
   
   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  
   | - \$<br>- \$<br>445,542 \$<br>445,542 \$<br>445,542 \$<br>- \$<br>17,911 \$ (<br>242,592 \$<br>- \$<br>- \$<br>142,519 \$ 22<br>27,914 \$ 22<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>880,045 \$ (<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>i . \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>i . \$<br>5 | 5         -         5           5         -         5           5         -         5           5         2.3.84_519         5           5         2.3.24_714         5           5         2.3.24_714         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           6         -         5           6         -         5  | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7.092,215         \$           \$         3,101,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -        
\$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1  
  | S         -         S            |  | i - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | S         -         S           6         -         S           5         -         S   
  | 9,445,925<br>-<br>9,445,925<br>-<br>20,127,914   | \$ -<br>\$ -  | S         -         S            | \$         -         \$           \$         -         \$           \$         -         \$      
    \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         9,091,626         \$           \$         -         \$           \$         9,091,626         \$           \$         2,0,127,914         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  |
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   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>i . \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>i . \$<br>5 | 5         -         5           5         -         5           5         -         5           5         2.3.84_519         5           5         2.3.24_714         5           5         2.3.24_714         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           6         -         5           6         -         5  | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7.092,215         \$           \$         3,101,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   
   | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1   
   | S         -         S            |  | i - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | S         -         S           6         -         S           5         -         S  | 9,445,925<br>-<br>9,445,925<br>-<br>20,127,914  
  | \$ -<br>\$ -  | S         -         S            | \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         9,091,626         \$           \$         -         \$           \$         9,091,626         \$           \$         2,0,127,914         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$  
  | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  |
| Bar March March         Bar March  
   
   | - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | - \$<br>- \$<br>445,542 \$<br>445,542 \$<br>445,542 \$<br>- \$<br>17,911 \$ (<br>242,592 \$<br>- \$<br>- \$<br>142,519 \$ 22<br>27,914 \$ 22<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>880,045 \$ (<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  
  | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>i . \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>i . \$<br>5 | 5         -         5           5         -         5           5         -         5           5         2.3.84_519         5           5         2.3.24_714         5           5         2.3.24_714         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           6         -         5           6         -         5  | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7.092,215         \$           \$         3,101,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$  
  | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1  
  | S         -         S            |  | i - \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | S         -         S           6         -         S           5         -         S  | 9,445,925<br>-<br>9,445,925<br>-<br>20,127,914   
   | \$ -<br>\$ -  | S         -         S            | \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         9,091,626         \$           \$         -         \$           \$         9,091,626         \$           \$         2,0,127,914         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   
   | \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$  |
| Induced method   
   
  | - \$ 23,945,1<br>- \$ 23,945,1<br>- \$ 23,945,1<br>153,398 \$ 224,1<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 20,127,1<br>- \$ 23,842,1<br>27,914 \$ 20,127,1<br>- \$ 5<br>-  | - \$<br>45,542 \$<br>45,542 \$<br>17,911 \$<br>(24,592 \$<br>- \$<br>1880,045 \$<br>42,519 \$<br>27,914 \$<br>27,914 \$<br>27,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>8<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>i . \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>i . \$<br>5 | 5         -         5           5         -         5           5         -         5           5         2.3.84_519         5           5         2.3.24_714         5           5         2.3.24_714         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           6         -         5           6         -         5  
   | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7.092,215         \$           \$         3,101,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1  
  | \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$  | - \$<br>8,543,032 \$<br>- \$<br>20,127,914 \$<br>- | i - \$<br>i - \$ | -         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S   
  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ -   | S - S<br>S  | \$<br>\$<br>9,37<br>\$<br>\$  |
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   | - \$ 23,945,1<br>- \$ 23,945,1<br>- \$ 23,945,1<br>153,398 \$ 224,1<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 20,127,1<br>- \$ 23,842,1<br>27,914 \$ 20,127,1<br>- \$ 5<br>-  | - \$<br>45,542 \$<br>45,542 \$<br>17,911 \$<br>(24,592 \$<br>- \$<br>1880,045 \$<br>42,519 \$<br>27,914 \$<br>27,914 \$<br>27,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>8<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-   
  | i - \$<br>i . \$<br>i . \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>i . \$<br>5 | 5         -         5           5         -         5           5         -         5           5         2.3.84_519         5           5         2.3.24_714         5           5         2.3.24_714         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           6         -         5           6         -         5  | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7.092,215         \$           \$         3,101,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$   | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1   
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    5         -         S           5         -         S  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ -   | S - S<br>S   
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    5         -         S           5         -         S  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ -   | S - S<br>S   
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| Dim bin  
   
   | - \$ 23,945,1<br>- \$ 23,945,1<br>- \$ 23,945,1<br>153,398 \$ 224,1<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 24,34<br>439,054 \$ 20,127,1<br>- \$ 23,842,1<br>27,914 \$ 20,127,1<br>- \$ 5<br>-  | - \$<br>45,542 \$<br>45,542 \$<br>17,911 \$<br>(24,592 \$<br>- \$<br>1880,045 \$<br>42,519 \$<br>27,914 \$<br>27,914 \$<br>27,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>8<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-   
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5         -         S  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$  | S - S<br>S   
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| Prime instanting         I        I        I         I        <  
   
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    5         -         S           5         -         S  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$  | S - S<br>S   
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| Name         Name <th< td=""><td>- \$ 23,945;<br/>000,617 \$ 4,217,0<br/>153,398 \$ 224,4<br/>439,054 \$<br/>602,069 \$ 28,386,<br/>842,519 \$ 23,842,2<br/>127,914 \$ 20,127,0<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$</td><td>46,542 \$ 117,911 \$ (224,592 \$ - \$ 1880,045 \$ (27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 28 - \$ 5</td><td>- \$<br/>- \$<br/>6,381,834 \$<br/>23,842,519 \$<br/>20,127,914 \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td><td>i - \$<br/>i . \$<br/>0.633,634 \$<br/>23,842,519 \$<br/>20,127,914 \$<br/>20,127,914 \$<br/>1 - \$<br/>20,127,914 \$<br/>20,127,914 \$<br/>5 - \$<br/>\$<br/>5 - \$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$</td><td>5         -         5           5         -         5           5         -         5           5         2.3.84_5.19         5           5         2.3.24_7.14         5           5         2.3.24_7.14         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5</td><td>i - S<br/>i 7,152,445 S<br/>i 23,842,519 S<br/>20,127,914 S<br/>i - S</td><td>7,419,658 1<br/>19,896,507 1<br/>20,127,914 1<br/></td><td>\$         -         \$           \$         -         \$           \$         -         \$           \$         1,7692,215         \$           \$         -         \$           \$         1,310,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         - 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        1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1</td><td>\$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$</td><td>- \$<br/>8,543,032 \$<br/>- \$<br/>20,127,914 \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td><td>i - \$<br/>i - \$</td><td>-         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S</td><td>9,445,925</td><td>\$ - :<br/>\$ 9.304.429 :<br/>\$ 9.304.429 :<br/>\$ - :<br/>\$ 20.127.914 :<br/>\$ - :</td><td>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ - \$ - \$<br/>\$ - \$<br/>\$ - \$ - \$</td><td>S - S<br/>S - S<br/>S</td><td>\$<br/>\$<br/>9,37<br/>\$<br/>\$</td></th<> | - \$ 23,945;<br>000,617 \$ 4,217,0<br>153,398 \$ 224,4<br>439,054 \$<br>602,069 \$ 28,386,<br>842,519 \$ 23,842,2<br>127,914 \$ 20,127,0<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | 46,542 \$ 117,911 \$ (224,592 \$ - \$ 1880,045 \$ (27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 27,914 \$ 28 - \$ 5 | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>0.633,634 \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>1 - \$<br>20,127,914 \$<br>20,127,914 \$<br>5 - \$<br>\$<br>5 - \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | 5         -         5           5         -         5           5         -         5           5         2.3.84_5.19         5           5         2.3.24_7.14         5           5         2.3.24_7.14         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5   | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7692,215         \$           \$         -         \$           \$         1,310,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$  | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1   | \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$  | - \$<br>8,543,032 \$<br>- \$<br>20,127,914 \$<br>- | i - 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| Best bar water       Best  
   
   | 0009.617 \$ 4,217,1<br>153,388 \$ 224,4<br>339,054 \$<br>842,519 \$ 23,842,<br>127,914 \$ 20,127,1<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$  | - S<br>- S<br>- S<br>- S<br>- S<br>- S<br>- S<br>- S  
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  | 5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1  
  | \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$  | - \$<br>8,543,032 \$<br>- \$<br>20,127,914 \$<br>- | i - \$<br>i - \$ | -         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S  | 9,445,925  
   | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$  | S - S<br>S  | \$<br>\$<br>9,37<br>\$<br>\$  |
| Operation       1       0.0000       1       0.0000       1       0.0000       0 </td <td>153,398 \$ 224,4<br/>439,054 \$<br/>802,069 \$ 28,388,0<br/>842,519 \$ 23,842,<br/>127,914 \$ 20,127,5<br/>- \$ \$<br/>- \$ \$<br/>- \$ \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td> <td>224,592 \$<br/>- \$<br/>888,045 \$<br/>42,519 \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td> <td>- \$<br/>- \$<br/>6,381,834 \$<br/>23,842,519 \$<br/>20,127,914 \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td> <td>i - \$<br/>i . \$<br/>0.633,634 \$<br/>23,842,519 \$<br/>20,127,914 \$<br/>20,127,914 \$<br/>1 - \$<br/>20,127,914 \$<br/>20,127,914 \$<br/>5 - \$<br/>\$<br/>5 - \$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$<br/>\$</td> <td>5         -         5           5         -         5           5         -         5           5         2.3.84_5.19         5           5         2.3.24_7.14         5           5         2.3.24_7.14         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5</td> <td>i - S<br/>i 7,152,445 S<br/>i 23,842,519 S<br/>20,127,914 S<br/>i - S</td> <td>7,419,658 1<br/>19,896,507 1<br/>20,127,914 1<br/></td> <td>\$         -         \$           \$         -         \$           \$         -         \$           \$         1,7692,215         \$           \$         -         \$           \$         1,310,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$</td> <td>5         -         1           5         -         1           6         -         1           5         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1           6         -         1</td> <td>\$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         2,0,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$</td> <td>- \$<br/>8,543,032 \$<br/>- \$<br/>20,127,914 \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>- \$<br/>-</td> <td>i - \$<br/>i - \$</td> <td>-         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S</td> <td>9,445,925</td> <td>\$ - :<br/>\$ 9.304.429 :<br/>\$ 9.304.429 :<br/>\$ - :<br/>\$ 20.127.914 :<br/>\$ - :</td> <td>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ 20,127,914<br/>\$ - \$<br/>\$ - \$ - \$<br/>\$ - \$<br/>\$ - \$ - \$</td> <td>S - S<br/>S - S<br/>S</td> <td>\$<br/>\$<br/>9,37<br/>\$<br/>\$</td>   | 153,398 \$ 224,4<br>439,054 \$<br>802,069 \$ 28,388,0<br>842,519 \$ 23,842,<br>127,914 \$ 20,127,5<br>- \$ \$<br>- \$ \$<br>- \$ \$<br>- \$<br>- \$<br>- \$<br>-  | 224,592 \$<br>- \$<br>888,045 \$<br>42,519 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-   | - \$<br>- \$<br>6,381,834 \$<br>23,842,519 \$<br>20,127,914 \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$<br>-  | i - \$<br>i . \$<br>0.633,634 \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>1 - \$<br>20,127,914 \$<br>20,127,914 \$<br>5 - \$<br>\$<br>5 - \$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$<br>\$   | 5         -         5           5         -         5           5         -         5           5         2.3.84_5.19         5           5         2.3.24_7.14         5           5         2.3.24_7.14         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5           5         -         5   | i - S<br>i 7,152,445 S<br>i 23,842,519 S<br>20,127,914 S<br>i - S   | 7,419,658 1<br>19,896,507 1<br>20,127,914 1<br>   | \$         -         \$           \$         -         \$           \$         -         \$           \$         1,7692,215         \$           \$         -         \$           \$         1,310,725         \$           \$         2,0127,914         \$           \$         2,0127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         - 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        \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$  | - \$<br>8,543,032 \$<br>- \$<br>20,127,914 \$<br>- | i - \$<br>i - \$ | -         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S           5         -         S  | 9,445,925  | \$ - :<br>\$ 9.304.429 :<br>\$ 9.304.429 :<br>\$ - :<br>\$ 20.127.914 :<br>\$ - :   | \$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ 20,127,914<br>\$ - \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$  | S - S<br>S  | \$<br>\$<br>9,37<br>\$<br>\$  |
|  
   
   | 439,054 \$ 602,069 \$ 28,388,0 602,069 \$ 28,384,0 602,069 \$ 28,384,0 602,069 \$ 28,384,0 602,069 \$ 28,384,0 602,069 \$ 28,384,0 602,069 \$ 28,384,0 602,069 \$ 481,4 602,069 \$ 481,6 602,060 \$ 481,6 602,060 \$ 481,6 602,060 \$ 481,6   
   |  | 6,381,834 \$ 6,381,834 \$ 23,842,519 \$ 23,842,519 \$ 20,127,914 \$\$\$\$\$\$\$\$ .  |   | 5 - \$<br>5 0,890,471 \$<br>5 23,842,519 \$<br>5 20,127,914 \$<br>5 - \$<br>\$<br>5 - \$<br>\$<br>\$<br>\$<br>\$ - \$<br>\$<br>\$<br>\$ - \$<br>\$<br>\$ - \$<br>\$<br>\$ - \$<br>\$ \$<br>\$   | i - \$<br>7,152,445 \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>5<br>5 - \$<br>5 - \$ | 7,419,658 3<br>19,898,507 1<br>20,127,914
1<br>- | \$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 3,101,725 \$<br>\$ 3,101,725 \$<br>\$ 3,101,725 \$<br>\$ 3,101,725 \$<br>\$ 20,127,914 \$<br>\$ 5 - \$ | 5 7,970,223 3<br>5 5,721,079 5<br>5 5,721,079 5<br>5 20,127,914 5<br>6 - 6<br>6 - 6<br>7 - 7<br>7 -   | \$ 8,253,792 \$<br>\$ 8,253,792 \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914 \$<br>\$ 20,127,914 \$<br>\$ - \$ -   | - \$<br>8,543,032 \$<br>- \$<br>20,127,914 \$<br>- | - \$<br>8,838,056 \$<br>- \$<br>20,127,914 \$<br>-   
   | 9,138,982         \$           5         -         \$   | 9,445,925  | \$ 9,304,429<br>\$ 9,304,429<br>\$ -<br>\$ -<br>\$ 20,127,914<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -<br>\$ -   
   | \$ 9,368,666 \$<br>\$ 9,368,666 \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914 \$<br>\$ - \$ - \$ -  | S         -         S           \$         9,091,626         \$           \$         -         S           \$         -         S           \$         -         S           \$         20,127,914         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$           \$         -         \$  | \$<br>\$ 9,37<br>\$<br>\$   |
| Instrument beament beam  
   
   | 602,069 \$ 28,388,0<br>842,519 \$ 23,842,1<br>127,914 \$ 20,127,5<br>- \$ \$<br>- \$ \$<br>- \$<br>- \$<br>- \$<br>- \$<br>- \$   | 188,045         \$           10         \$           142,519         \$           277,914         \$           2         \$           -         \$  
  | 6,381,834 \$ 6,381,834 \$ 23,842,519 \$ 23,842,519 \$ 20,127,914 \$\$\$\$\$\$\$\$ .  | 6,633,634 \$<br>23,842,519 \$<br>20,127,914 \$<br>20,127,914 \$<br>20,127,914 \$<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>10,751 \$<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5  | 6,890,471 \$<br>6,890,471 \$<br>5 23,842,519 \$<br>2 20,127,914 \$<br>5 20  | 7,152,445 \$ 7,152,445 \$ 23,842,519 \$ 20,127,914 \$ 20,127,914 \$   
   | 7,419,658 1<br>19,898,507 2<br>0,127,914 1<br>-  | \$ 7,692,215 \$<br>\$ 7,692,215 \$<br>\$ 13,101,725 \$<br>\$ 13,101,725 \$<br>\$ 20,127,914 \$   | 7,970,223         3           5         -         9           5         5,721,079         9           5         5,721,079         9           5         20,127,914         9           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1           5         -         1  
   | \$ 8,253,792 \$<br>\$ - \$<br>\$ - \$<br>\$ 20,127,914 \$<br>\$ - \$ - \$<br>\$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ - \$<br>\$ - \$ - \$ -  | 8,543,032 \$<br>- \$<br>20,127,914 \$<br>-         | 8,838,056         \$           -         \$           i         -         \$           i         20,127,914         \$           i         -         \$  | 9,138,982         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$           5         -         \$   | 9,445,925  
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| Total Master Developer Profit       \$      \$ <th< td=""><td>467,410 \$ 481,4</td><td>81,432 \$</td><td>495,875 \$</td><td>510,751 \$</td><td>526,074 \$</td><td>541,856 \$</td><td>558,112</td><td>\$ 574,855 \$</td><td>592,101</td><td>\$ 609,864 \$</td><td>628,160 \$</td><td>647,004 \$</td><td>666,414 \$</td><td>686,407</td><td>\$ 706,999</td><td>\$ 728,209 \$</td><td>\$ 750,055 \$</td><td>\$ 77</td></th<>  
   
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| Total Port of Sam Francisco PortIt         5         437,702         5         4407,702         5         4407,702         5         4407,702         5         4407,702         5         4407,702         5         4407,722         5         5.408,402         5         5.408,202         5   
   
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   | 40,978 \$  | 3,510,008 \$   | 3,648,499 \$  | 3,789,759 \$  
   | 3,933,845 \$  | 4,080,812   | \$ 4,230,718 \$  | 4,383,623  
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   | 4,698,667 \$   | 4,860,931 \$   | 5,026,440 \$   | 5,195,259  
   | \$ 5,117,436  | \$ 5,152,766 \$  | \$ 5,000,395 \$  
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| Table Project Profit         8         453.796         5         3.406.892         5         7.777.708         5         7.877.798         5         7.877.798         5         6.877.707         5         8.877.707         5   
   
   | 939,482 \$ 8,679,   
   | 379,198 \$ 2   | 2,871,825 \$   | 2,985,135 \$  | 3,100,712 \$  
   | 3,218,600 \$  | 3,338,846   | \$ 3,461,497 \$  | 3,586,600  
  | \$ 3,714,206 \$  
   | 3,844,364 \$   | 3,977,125 \$   | \$ 4,112,542 \$  | 4,250,666  
   | \$ 4,186,993  | \$ 4,215,900 \$  | \$ 4,091,232 \$  
   | \$ 4,22   |
| PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT           Port Annual Ground Rent (Including Parcel C-1A)         \$ 453,796         \$ 477,410         \$ 491,432         \$ 495,875         \$ 510,751         \$ 528,074         \$ 541,856         \$ 558,112         \$ 574,855         \$ 592,101         \$ 609,804         \$ 628,160         \$ 647,004         \$ 666,417         \$ 666,407         \$ 706,999         \$ 728,209   
   
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| Port Annual Ground Rent (Including Parcel C-1A)         \$   
   
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   | \$ 0,10   |
| Total Port of San Francisco Economic Benefit       \$ 1,354,579 \$       \$ 1,132,29 \$       \$ 0,382,207 \$       \$ 5,596,472 \$       \$ 5,986,373 \$       \$ 0,714,409 \$       \$ 0,851,429 \$       7,400,513 \$       \$ 0,065,162 \$ </td <td>- \$</td> <td>- \$</td> <td>- \$</td> <td></td> <td></td> <td>- \$</td> <td></td> <td>s - s</td> <td></td> <td>s <u>-</u> s</td> <td></td> <td></td> <td>- \$</td> <td></td> <td></td> <td></td> <td></td> <td></td>   
   
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   |   |
| Circy Shorellule Protection         \$         1.200.225         \$         1.356.751         \$         1.400.305         \$         2.206.488         \$         2.381.751         \$         2.484.875         2.484.875         \$         2.484.875         \$         2.685.264         \$         2.685.708         \$   
   
   | 145,887 \$ 1,309,6<br>613,296 \$ 9,832,0  
   | 09,659 \$<br>332,070 \$  | 1,563,589 \$<br>5,569,472 \$   | 1,777,083 \$<br>5,936,333 \$  | 5 2,001,979 \$<br>5 6,317,811 \$  
   | 2,238,769 \$<br>6,714,469 \$  | 2,426,718 3   | \$   2,623,929  \$<br>\$   8,412,629  \$   | 2,830,789<br>7,806,513   
  | \$   2,915,713  \$<br>\$   8,065,162  \$   
   | 3,003,184 \$   | 3,093,280 \$<br>9,085,248 \$   | 5 3,186,078 \$<br>5 8,878,933 \$   | 3,281,661<br>12,195,334  
   | \$ 3,380,111<br>\$ 9,204,545  | 3 3,481,514 \$<br>\$ 9,362,489 {   | 3,585,959 \$<br>9,336,409 \$   
   |   |
| Chry Shorellure Protection       \$\$       1.260,225 \$\$       1.356,751 \$\$       1.400,305 \$\$       2.163,234 \$\$       2.06,488 \$\$       2.250,628 \$\$       2.250,628 \$\$       2.341,554 \$\$       2.341,554 \$\$       2.348,385 \$\$       2.484,875 \$\$       2.346,875 \$\$       2.534,573 \$\$       2.585,264 \$\$       2.636,970 \$\$       2.689,70 \$\$       2.689,70 \$\$       2.743,503  
   
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| Unused Tax Increment to Port after Projects Is complete         S  
   
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   |   |
| Total Tax Increment to Port for Pier 70 Wide Facilities and       \$         1,260,225 \$         1,356,751 \$         1,400,305 \$         2,163,234 \$         2,206,408 \$         2,206,408 \$         2,206,641 \$         2,341,554 \$         2,388,385 \$         2,436,152 \$         2,484,875 \$         2,534,573 \$         2,585,264 \$         2,686,970 \$         2,689,709 \$         2,743,503 \$         2,748,303 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$         1,01,048 \$   
   
   | 356,751 \$ 1,400,3  
   | 100,305 \$ 2   | 2,163,234 \$   | 2,206,498 \$  | 2,250,628   
   | 2,295,641 \$  | 2,341,554   | \$ 2,388,385 \$  | 2,436,152  
  | \$ 2,484,875 \$  
   | 2,534,573 \$   | 2,585,264 \$   | 2,636,970 \$   | 2,689,709  
   | \$ 2,743,503  | \$ 2,798,373 \$  | 2,854,341 \$   
   | \$ 2,9  |
| CFD TAX REVENUES FOR CITY SHORELINE PROTECTION           Available Gondenium (CFD Fax/Proceeds         \$ 317.522         \$ 528,245         \$ 538,810         \$ 797,000         \$ 812,940         \$ 829,199         \$ 845,783         \$ 862,698         \$ 879,952         \$ 897,551         \$ 915,502         \$ 933,812         \$ 952,489         \$ 971,538         \$ 990,909         \$ 1,001,0788         \$ 1,001,624         \$ 1,0           Available Gondenium (CFD Fax/Instructure)         \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$   
   
   | - 5<br>356,751 \$ 1,400,3   
   | 100,305 \$ 2   | 2,163,234 \$   | 2,206,498 \$  | 2,250,628 \$  
   | 2,295,641 \$  | 2,341,554   | \$    2,388,385  \$  | 2,436,152  
  | \$    2,484,875  \$  
   | 2,534,573 \$   | 2,585,264 \$   | 2,636,970 \$   | 2,689,709  
   | \$ 2,743,503  | \$ 2,798,373 \$  | 2,854,341 \$   
   | \$ 2,9  |
| Available Sea Level Rise CPD Tax Proceeds         \$ 317,522         \$ 528,245         \$ 538,810         \$ 797,000         \$ 612,910         \$ 842,783         \$ 802,698         \$ 679,952         \$ 97,538         \$ 990,969         \$ 1,001,078         \$ 1,001,077         \$ 1,001,077 </td <td></td>   
   
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   |   |
| Available Condominium CPD Facilities Tax Proceeds         \$ <th< td=""><td></td><td>29.910</td><td>707 000</td><td>910.010</td><td>830 400 -</td><td>945 700</td><td>000 000</td><td></td><td>907 554</td><td>015 500 5</td><td>020.040</td><td>050 400</td><td>074 500</td><td>000.000</td><td>e 1.040 700</td><td>e 1001001</td><td>1 051 001 1</td><td></td></th<>   
   
   |   
   | 29.910   | 707 000  | 910.010   | 830 400 -   
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   |   |
| Unused Project Reserve Proceeds from Sea Level Rise CPD Tax S - S - S 1.616,31 \$ 1.401,347 \$ 1.429,323 \$ 1.457,961 \$ 1.467,120 \$ 1.516,863 \$ 1.547,200 \$ 1.572,144 \$ 1.609,707 \$ 1.641,901 \$ 1.674,739 \$ 1.706,234 \$ 1.742,308 \$ 1.777,246 \$ 1.812,919 \$ 1.489,147 \$ 1.409,147   
   
   | 500.045 £ 555   
   | JJJJ,810 \$  | /9/,000 \$   | 812,940 \$  | 829,199   
   | 845,783 \$  | 862,698   | ∍ ୪/9,952 \$<br>\$\$   | 5 897,551 S  
  | s 915,502 \$   
   | 933,812 \$   | 952,489  | 9/1,538 \$   | 990,969  
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   | 528,245 \$ 538,8  
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   |   |
| Total CFD Tax Revenues for City Shorelline Protection \$ 317,522 \$ 528,245 \$ 2,155,241 \$ 2,427,431 \$ 2,475,979 \$ 2,525,499 \$ 2,576,009 \$ 2,627,529 \$ 2,680,079 \$ 2,733,681 \$ 2,788,355 \$ 2,844,122 \$ 2,901,004 \$ 2,959,024 \$ 3,018,205 \$ 3,078,569 \$ 3,140,140 \$ 3,202,943 \$ 3,  
   
   | - \$  
   | 316,431 \$   |  |   | 238,339   
   | 243,106 \$  | 247,968   | \$ 252,928 \$  | 257,986  
  | \$ 263,146 \$  
   |  | 273,777 \$   | 279,252 \$   | 284,837  
   | \$ 290,534  | \$ 296,345 \$  | \$ 302,272 \$  
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   | - \$<br>- \$ 1,616,4<br>- \$  
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   |   | 2.627.529   | \$ 2,680,079 \$  | 2 733 681  
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   |  | 2,301,004 4  | 2,000,024 0  |  
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   |   |
| Notes:<br>*** All numbers are preliminary estimates and subject to further change. ***   
   
   | 145,<br>613,<br>356,  
   | - \$ 8,0<br>- \$<br>- \$<br>3,296 \$ 9,6<br>   | \$         8,040,076         \$           \$         \$         \$         \$           \$         \$         \$         \$         \$           \$         \$         \$         \$         \$         \$           \$         \$         \$         \$         \$         \$         \$           \$   | s         8,040,978         \$ 3,510,008         \$           s         s         s         s         s         s           s         s         s         s         s         s         s           s         s         s         s         s         s         s         s           s         s         s         s         s         s         s         s         s           s   |   
   |   |   |  | .         8         0.040,978         3         3,010,008         3         3,648,499         3,709,759         3,333,845         4         0.0012         2         2,207,169         3         3,033,845         5         4,000,012         5         2,207,169         3,233,845         5         4,000,012         5         2,207,169         5         7         5         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5         7         5 </td
<td>s         8,040,978         3,051,008         3,646,499         3,789,759         3,933,845         4,080,812         5         2,207,118         5         4,383,823           s&lt;</td> <td></td> <td>     \$     8.040.978     \$     3.510.008     \$     3.648.499     \$     3.789.798     \$     3.033.845     \$     4.000.612     \$     4.333.621     \$     4.539.865     \$     4.698.667     \$     \$     1.690.612     \$     4.333.621     \$     4.539.865     \$     4.698.667     \$     \$     \$     1.690.612     \$     \$     3.3780.798     \$     3.033.845     \$     4.000.612     \$     4.333.621     \$     \$     \$     5     \$</td> <td>     \$     8,040,978     \$     3,510,008     \$     3,488,499     \$     3,789,799     \$     3,333,845     \$     4,080,612     \$     4,332,623     \$     4,539,585     \$     4,689,687     \$     4,539,585     \$     4,689,687     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$</td> <td>     \$     8,040,978     \$     3,510,008     \$     3,488,499     \$     3,789,759     \$     3,333,845     \$     4,000,817     \$     4,333,623     \$     4,533,685     \$     4,698,687     \$     4,880,331     \$     5     5,006,440     \$<!--</td--><td>       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,799       \$       3,933,845       \$       4,080,812       \$       4,330,718       \$       4,380,231       \$       4,980,887       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       5,028,400       \$       5,195,485       \$       4,980,817       \$       4,980,317       \$       \$       5,262,400       \$       5,195,485       \$       4,980,318       \$       3,032,008       \$       2,515,145       \$       2,515,145       \$       2,516,716       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       2,515,145       \$       3,032,008       \$       3,016,078       \$       3,032,008       \$       2,915,113       \$       3,032,008       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$<td>-       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,759       \$       3,333,845       \$       4,080,812       \$       4,383,23       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       5,028,400       \$       5       1,952,668       \$&lt;</td><td></td><td>-       s       8,040,978       \$3,310,008       \$3,3780,798       \$3,333,845       \$4,080,671       \$4,333,238       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,148       \$5,122,118       \$5,12</td></td></td> | s         8,040,978         3,051,008         3,646,499         3,789,759         3,933,845         4,080,812         5         2,207,118         5         4,383,823           s<   
   |  | \$     8.040.978     \$     3.510.008     \$     3.648.499     \$     3.789.798     \$     3.033.845     \$     4.000.612     \$     4.333.621     \$     4.539.865     \$     4.698.667     \$     \$     1.690.612     \$     4.333.621     \$     4.539.865     \$     4.698.667     \$     \$     \$     1.690.612     \$     \$     3.3780.798     \$     3.033.845     \$     4.000.612     \$     4.333.621     \$     \$     \$     5     \$   | \$     8,040,978     \$     3,510,008     \$     3,488,499     \$     3,789,799     \$     3,333,845     \$     4,080,612     \$     4,332,623     \$     4,539,585     \$     4,689,687     \$     4,539,585     \$     4,689,687     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$     4,539,585     \$  | \$     8,040,978     \$     3,510,008     \$     3,488,499     \$     3,789,759     \$     3,333,845     \$     4,000,817     \$     4,333,623     \$     4,533,685     \$     4,698,687     \$     4,880,331     \$     5     5,006,440     \$ </td <td>       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,799       \$       3,933,845       \$       4,080,812       \$       4,330,718       \$       4,380,231       \$       4,980,887       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       5,028,400       \$       5,195,485       \$       4,980,817       \$       4,980,317       \$       \$       5,262,400       \$       5,195,485       \$       4,980,318       \$       3,032,008       \$       2,515,145       \$       2,515,145       \$       2,516,716       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       2,515,145       \$       3,032,008       \$       3,016,078       \$       3,032,008       \$       2,915,113       \$       3,032,008       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$<td>-       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,759       \$       3,333,845       \$       4,080,812       \$       4,383,23       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       5,028,400       \$       5       1,952,668       \$      
\$&lt;</td><td></td><td>-       s       8,040,978       \$3,310,008       \$3,3780,798       \$3,333,845       \$4,080,671       \$4,333,238       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,148       \$5,122,118       \$5,12</td></td> | \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,799       \$       3,933,845       \$       4,080,812       \$       4,330,718       \$       4,380,231       \$       4,980,887       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       4,980,817       \$       5,028,400       \$       5,195,485       \$       4,980,817       \$       4,980,317       \$       \$       5,262,400       \$       5,195,485       \$       4,980,318       \$       3,032,008       \$       2,515,145       \$       2,515,145       \$       2,516,716       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       3,031,647       \$       3,032,008       \$       2,515,145       \$       3,032,008       \$       3,016,078       \$       3,032,008       \$       2,915,113       \$       3,032,008       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$       3,016,078       \$ <td>-       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,759       \$       3,333,845       \$       4,080,812       \$       4,383,23       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       5,028,400       \$       5       1,952,668       \$&lt;</td> <td></td> <td>-       s       8,040,978       \$3,310,008       \$3,3780,798       \$3,333,845       \$4,080,671       \$4,333,238       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,148       \$5,122,118       \$5,12</td> | -       \$       8,040,978       \$       3,510,008       \$       3,488,499       \$       3,789,759       \$       3,333,845       \$       4,080,812       \$       4,383,23       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,880,321       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       4,980,687       \$       5,028,400       \$       5       1,952,668       \$<  |   
  | -       s       8,040,978       \$3,310,008       \$3,3780,798       \$3,333,845       \$4,080,671       \$4,333,238       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$4,339,328       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,128       \$5,122,118       \$5,202,148       \$5,122,118       \$5,202,148       \$5,122,118       \$5,12 |

(a) Numerical estimates are expressed in nominal terms unless otherwise denoted.
 (b) Estimated peak equity assuming development of each phase on stand-alone basis.

Image: Second conditions of the second conditis of the second conditions of the second con	Part instruction         Part instruction<		2063 YEAR 53	2062 YEAR 52	2061 YEAR 51	2060 YEAR 50	2059 YEAR 49	2058 (EAR 48	2057 EAR 47	2056 EAR 46	2055 YEAR 45	2054 YEAR 44	2053 YEAR 43	2052 YEAR 42	2051 YEAR 41	2050 YEAR 40	2049 YEAR 39	2048 YEAR 38	2047 YEAR 37	ATTACHMENT B-1 - ANNUAL SUMMARY PRO-FORMA UNDERWRITING
Image: Note: Section 1       Image: Note: Section 2       I	Provide statement       Pr																			.) HORIZONTAL INFRASTRUCTURE INVESTMENT USES
The state of	American	- \$ - \$	6 - 8 -		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	Upfront Project Entitlement Expenditures Phase Linfrastructure
Independent water       Interplane       Interp	Interview of the second point of the second	- \$ - \$	5 -		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	Phase II Infrastructure
		- \$ - \$			- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	
	Conversion biole manual problem with random	- 5 - 5	۰ -	- 3	- 3	- 3	- 3	- 5	- \$	- 5	- \$	- 5	- 5	- 5	- 5	- 5	- \$	- \$	5 - 3	Iotal Horizontal Infrastructure Uses
Image of the second s	Prime registration         Prima registration         Prima r																			
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characterization       s    <	Objects derivation       1	- S - S	6 -	- 4	- s	- 1	- s	- \$	- s	- \$	- S	- \$	- s	- S	- \$	7,630,787 \$	9,365,819 \$	9,177,484 \$	\$ 9,673,270 \$	
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Number         Numer         Numer         Numer <td>Nature (Net Coder Field Coder Field Coder Field Coder Field Code Field Code</td> <td>- \$ - \$</td> <td>5 -</td> <td>- 1</td> <td>- \$</td> <td>- 4</td> <td>- \$</td> <td>s - s</td> <td>Project Reserve Proceeds from Sea Level Rise CFD Tax</td>	Nature (Net Coder Field Coder Field Coder Field Coder Field Code	- \$ - \$	5 -	- 1	- \$	- 4	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	Project Reserve Proceeds from Sea Level Rise CFD Tax
Image       Image <th< td=""><td>Pract         Product         Product</td><td>- \$ - \$</td><td>5 -</td><td>- 1</td><td>- \$</td><td>- 1</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>- \$</td><td>7,630,787 \$</td><td>9,365,819 \$</td><td>9,177,484 \$</td><td>\$ 9,673,270 \$</td><td>Total Horizontal Infrastructure Investment Sources</td></th<>	Pract         Product	- \$ - \$	5 -	- 1	- \$	- 1	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	7,630,787 \$	9,365,819 \$	9,177,484 \$	\$ 9,673,270 \$	Total Horizontal Infrastructure Investment Sources
Image       Image <th< td=""><td>Phase if the series         Phase if the series</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></th<>	Phase if the series																			
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I manufactor       I manufactor <th< td=""><td>Bit Bit Bit Bit Bit Bit Bit Bit Bit Bit</td><td>- \$ - \$</td><td>- 5</td><td></td><td>- \$</td><td></td><td>- \$</td><td>- \$</td><td>s - s</td><td>F-G (Office)</td></th<>	Bit	- \$ - \$	- 5		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	F-G (Office)
Link Structure       Number of the structure	b - 1 - 2 - 10000 + 1 + 10000       s       7 5 / 7 k       9 19 0.00       9 44 / 1 k       9 60 / 5 0       9 20 / 7 k       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 100000       9 1000000       9 1000000       9 1000000       9 10000000       9 100000000       9 1000000000000000000000000000000000000	- 5 - 5	5 - 5 -		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	5 - 5 5 - 9	E1 (Kesi) E3 (Resi)
C + C + Deni         -        -         - <th< td=""><td>C1-C(Faw)       a       b</td><td>- \$ - \$</td><td>5 -</td><td></td><td>- \$</td><td></td><td>- \$</td><td>- \$</td><td>\$ - \$</td><td>B-1 - B-2 (Office)</td></th<>	C1-C(Faw)       a       b	- \$ - \$	5 -		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	\$ - \$	B-1 - B-2 (Office)
1::::::::::::::::::::::::::::::::::::	i - 1       0 <td>.76,919 \$ 1,315,227 \$ 1</td> <td>1,276,919</td> <td>1,239,727</td> <td>1,203,619 \$</td> <td>1,168,562</td> <td>1,134,526 \$</td> <td>1,101,482 \$</td> <td>1,069,400 \$</td> <td>1,038,252 \$</td> <td>1,008,012 \$</td> <td>978,652 \$</td> <td>950,148 \$</td> <td>922,473 \$</td> <td>895,605 \$</td> <td>869,520 \$</td> <td>844,194 \$</td> <td>819,606 \$</td> <td>\$ 795,734 \$</td> <td></td>	.76,919 \$ 1,315,227 \$ 1	1,276,919	1,239,727	1,203,619 \$	1,168,562	1,134,526 \$	1,101,482 \$	1,069,400 \$	1,038,252 \$	1,008,012 \$	978,652 \$	950,148 \$	922,473 \$	895,605 \$	869,520 \$	844,194 \$	819,606 \$	\$ 795,734 \$	
1/2       1	1+2 (Real) (Lead Propert) (Lead Pro	- 5 - 5	5 - 5 -	- 5	- 5		- 5	- S	- 5	- \$	- 5	- 5	- 5	- \$	- 5	- \$	- 5	- 5	s - S S - S	H-1 (Resi)
Product of Cash Low	PACACT NET CASH FLOW         PACACT NE	- \$ - \$	-		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	H-2 (Resi)
International label protect         S        S         S         S </td <td>Intercent Infrastructure Casts       &lt;</td> <td>/6,919 \$ 1,315,227 \$ 1</td> <td>5 1,276,919</td> <td>1,239,727 \$</td> <td>1,203,619 \$</td> <td>1,168,562 \$</td> <td>1,134,526 \$</td> <td>1,101,482 \$</td> <td>1,069,400 \$</td> <td>1,038,252 \$</td> <td>1,008,012 \$</td> <td>978,652 \$</td> <td>950,148 \$</td> <td>922,473 \$</td> <td>895,605 \$</td> <td>869,520 \$</td> <td>844,194 \$</td> <td>819,606 \$</td> <td>\$ 795,734 \$</td> <td>Iotal Prepaid and Annual Ground Rent</td>	Intercent Infrastructure Casts       <	/6,919 \$ 1,315,227 \$ 1	5 1,276,919	1,239,727 \$	1,203,619 \$	1,168,562 \$	1,134,526 \$	1,101,482 \$	1,069,400 \$	1,038,252 \$	1,008,012 \$	978,652 \$	950,148 \$	922,473 \$	895,605 \$	869,520 \$	844,194 \$	819,606 \$	\$ 795,734 \$	Iotal Prepaid and Annual Ground Rent
CDUD Bane. Lad Series Fund       0	CPUTD back - buck Service Party Tax Incomment       \$																			PROJECT NET CASH FLOW
Pay Gravement       Bar Schware       Bar Schware <td>Page Gas Increment         9.873.207         8.17.494         9.893.207         8.17.494         9.893.208         7.80.277         8.1.8         1.28         1.28         &lt;</td> <td>- \$ - \$</td> <td>6 -</td> <td></td> <td>- \$</td> <td></td> <td>- \$</td> <td>s - s</td> <td></td>	Page Gas Increment         9.873.207         8.17.494         9.893.207         8.17.494         9.893.208         7.80.277         8.1.8         1.28         1.28         <	- \$ - \$	6 -		- \$		- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	
Concernment CPD Fealter Ter Normal         0        0        <	Condensitium CPD Faulter Tay Proceeds Propert Reserve from Stature Rest Tay Proceeds Propert Reserve from Stature Rest Tay Proceeds Propert Rest Tay Propert Rest Tay Proceeds Propert Rest Tay Propert Rest Tay Proceeds Propert Rest Tay Propert Tay Propert Tay Propert Tay Propert Tay Propert		5 -		- \$			- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	7,630,787 \$	9,365,819 \$	9,177,484 \$	\$ 9,673,270 \$	Pay Go Tax Increment
down for Pynomic $\frac{1}{2}$ 72/3 $\frac{1}{2}$ $\frac{99/20}{10}$ $\frac{99/20}{10}$ $\frac{99/20}{10}$ $\frac{99/20}{100}$ $\frac{1}{1000000}$ $\frac{1}{1000000}$ $\frac{1}{10000000}$ $\frac{1}{10000000}$ $\frac{1}{100000000}$ $\frac{1}{10000000000000000000000000000000000$	Guina Rent Payments         5         767.74         8         804.000         8         004.000         8         104.800         114.8000         114.800         114.800 <td>- \$ - \$</td> <td>- 5</td> <td>- 4</td> <td>- \$</td> <td>- 4</td> <td>- \$</td> <td>s - s</td> <td>Condominium CFD Facilites Tax Proceeds</td>	- \$ - \$	- 5	- 4	- \$	- 4	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	Condominium CFD Facilites Tax Proceeds
Task Perform         Task Perform<	Total Project Profit       S       1.048.000       S       9.097.000       S       1.021.001       S       6.000.07       S       092.473       S       096.148       9.78.622       S       1.008.402       S       1.101.422       S       1.101.422 </td <td>- \$ - \$ 276.919 \$ 1.315.227 \$</td> <td>5 -</td> <td>1 239 727</td> <td>1 203 619 \$</td> <td>1 168 562</td> <td>- \$</td> <td>- \$</td> <td>- \$ 1.069.400 \$</td> <td>- \$</td> <td>- \$ 1 008 012 \$</td> <td>- \$</td> <td>- \$ 950.148 \$</td> <td>922 473 \$</td> <td>- \$</td> <td>- \$</td> <td>- \$ 844 194 \$</td> <td>- \$</td> <td>\$-\$ \$795,734.9</td> <td></td>	- \$ - \$ 276.919 \$ 1.315.227 \$	5 -	1 239 727	1 203 619 \$	1 168 562	- \$	- \$	- \$ 1.069.400 \$	- \$	- \$ 1 008 012 \$	- \$	- \$ 950.148 \$	922 473 \$	- \$	- \$	- \$ 844 194 \$	- \$	\$-\$ \$795,734.9	
Mate Developer Nature on sensitivity         S	Master Developer Refut no linvestment       S																			
Port Sharing         Provide Grave Rent         S	Profit Sharing: Master Developer Profit Participation - Prepaid Ground Rent Port of San Francisco Profit Participation - Arepaid Ground Rent Port of San Francisco Profit Participation - Arepaid Ground Rent S 4,352,971 \$ 4,129,085 \$ 4,214,619 \$ 3,433,854 \$ . \$ . \$ . \$ . \$ . \$ . \$ . \$ . \$ . \$																			DISTRIBUTION OF PROFIT
Mater Developer Profit Pricipation - Annual Ground Rent Mater Developer Profit Pricipation - Annual Ground Rent Mater Developer Profit S 1282,271 S 4 1228,685 S 42746 10 S 3433,584 S .	Master Developer Profit Participation - Prepaid Ground Rent Master Developer Profit Participation - Annual Ground Rent Master Developer Profit Participation - Annual Ground Rent       \$         \$             \$	- \$ - \$	5 -	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	s - s	
Matter Develope Pride Pri	Master Developer Profit Participation - Prepaid Ground Rent         \$ 4,322,971         \$ 4,129,868         \$ 4,4194         \$ 809,500         \$ 909,505         \$ 92,473         \$ 909,148         \$ 978,652         \$ 1,004,012         \$ 1,104,422         \$ 1,104,526         \$ 1,104,526         \$ 1,209,727         \$ 1,239,727	- 5 - 5	s -		- 5		- 5	- 5	- \$	- \$	- \$	- 5	- 5	- 5	- 5	- 5	- \$	- \$	s - s	Profit Sharing: Master Developer Profit Participation - Prepaid Annual Ground Rent
Port of sup Function Protect Developer Profit       \$       \$       5.202.02 %       \$       5.152.01 %       \$       4.196.303 %       \$ <td>Port of Sam Francisco Profit Paralelization - Prepaid Ground Rent \$ 5,202.98 \$ 5,047.61 \$ 5,5151.201 \$ 4,196,933 \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$</td> <td>- \$ - \$</td> <td>5 -</td> <td>- \$</td> <td>- \$</td> <td>- 4</td> <td>- \$</td> <td>- \$</td> <td>- š</td> <td>- \$</td> <td>- \$</td> <td>- \$</td> <td>- š</td> <td>- \$</td> <td>- \$</td> <td>3,433,854 \$</td> <td>4,214,619 \$</td> <td>4,129,868 \$</td> <td></td> <td>Master Developer Profit Participation - Prepaid Ground Rent</td>	Port of Sam Francisco Profit Paralelization - Prepaid Ground Rent \$ 5,202.98 \$ 5,047.61 \$ 5,5151.201 \$ 4,196,933 \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$ - \$	- \$ - \$	5 -	- \$	- \$	- 4	- \$	- \$	- š	- \$	- \$	- \$	- š	- \$	- \$	3,433,854 \$	4,214,619 \$	4,129,868 \$		Master Developer Profit Participation - Prepaid Ground Rent
Total Port of San Francisco Profit       \$ 4,352,971       \$ 4,128,088       \$ 4,224,019       \$ 3,433,845       \$	Total Master Developer Profit Total Port of San Francisco Profit       \$ 4,352,971       \$ 4,129,888       \$ 4,216,19       \$ 3,433,854       \$ .	76,919 \$ 1,315,227 \$ 1	1,276,919 -	1,239,727	1,203,619 \$	1,168,562	1,134,526 \$	1,101,482 \$	1,069,400 \$	1,038,252 \$	1,008,012 \$	978,652 \$	950,148 \$	922,473 \$	895,605 \$					
Total Pendel: $\frac{5}{2}$ $\frac{6,110.22}{2}$ $\frac{5}{2,907,204}$ $\frac{5}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{990,606}{2}$ $\frac{1,101,422}{2}$ $\frac{1,101,422}{1,142}$ $$	Total Port of San Francisco Profit         \$         5.667.222         5.568.722         5.598.344         \$         5.068.653         \$         922.473         \$         907.652         \$         1.008.012	÷ - •		- ,	- 0		- 0	- >	3		. 3	- 0	- 0	- 0	- 3			-,		
Table Project Profit         \$         10.4469.003         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         10.21.013         \$         9.997.089         \$         1.236.27         \$         1.008.012         \$         1.008.012         \$         1.008.012         \$         1.008.010         \$         1.101.482         \$         1.104.526         \$         1.230.277         \$         1.276.918         \$         1.236.277         \$         1.238.272         \$         1.335.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$         1.315.277         \$ <td>Total Project Profit         \$         10.469.003         \$         9.997.089         \$         10.210.013         \$         895.003         \$         995.0148         978.652         \$         1.038.252         \$         1.008.400         \$         1.134.526         \$         1.104.82         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$<!--</td--><td>- \$ - \$ 276.919 \$ 1.315.227 ¢</td><td>5 - 1 276 919</td><td>1 239 727</td><td>- \$</td><td>1 168 562</td><td>- \$ 1 134 526 \$</td><td>- \$ 1 101 482 @</td><td>- \$ 1 069 400 ¢</td><td>- \$ 1 038 252 \$</td><td>- \$ 1 008 012 \$</td><td>- \$ 978.652 ¢</td><td>- \$ 950 148 °</td><td>- \$ 922 473 ¢</td><td></td><td></td><td></td><td></td><td></td><td>Total Master Developer Profit Total Port of San Francisco Profit</td></td>	Total Project Profit         \$         10.469.003         \$         9.997.089         \$         10.210.013         \$         895.003         \$         995.0148         978.652         \$         1.038.252         \$         1.008.400         \$         1.134.526         \$         1.104.82         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$         1.134.526         \$ </td <td>- \$ - \$ 276.919 \$ 1.315.227 ¢</td> <td>5 - 1 276 919</td> <td>1 239 727</td> <td>- \$</td> <td>1 168 562</td> <td>- \$ 1 134 526 \$</td> <td>- \$ 1 101 482 @</td> <td>- \$ 1 069 400 ¢</td> <td>- \$ 1 038 252 \$</td> <td>- \$ 1 008 012 \$</td> <td>- \$ 978.652 ¢</td> <td>- \$ 950 148 °</td> <td>- \$ 922 473 ¢</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>Total Master Developer Profit Total Port of San Francisco Profit</td>	- \$ - \$ 276.919 \$ 1.315.227 ¢	5 - 1 276 919	1 239 727	- \$	1 168 562	- \$ 1 134 526 \$	- \$ 1 101 482 @	- \$ 1 069 400 ¢	- \$ 1 038 252 \$	- \$ 1 008 012 \$	- \$ 978.652 ¢	- \$ 950 148 °	- \$ 922 473 ¢						Total Master Developer Profit Total Port of San Francisco Profit
Port Share (Including Pareal C-CA)         5         795.744         8         919.006         8         922.473         9         901.048         5         920.326         5         1.014.825         5         1.014.815         5 </td <td>Port Annual Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) S 785.748 \$ 819.606 \$ 81,404 \$ 819,606 \$ 844,104 \$ 809,50 \$ 805,50 \$ 92,473 \$ 90,148 \$ 978,652 \$ 1,008,102 \$ 1,038,225 \$ 1,008,012 \$ 1,038,225 \$ 1,008,012 \$ 1,014,82 \$ 1,104,82</td> <td></td> <td>895,605 \$</td> <td>8,500,307 \$</td> <td>10,210,013 \$</td> <td>9,997,089 \$</td> <td>\$ 10,469,003 \$</td> <td>Total Project Profit</td>	Port Annual Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) Port Share of Popad Ground Rent (Including Parcel C-1A) S 785.748 \$ 819.606 \$ 81,404 \$ 819,606 \$ 844,104 \$ 809,50 \$ 805,50 \$ 92,473 \$ 90,148 \$ 978,652 \$ 1,008,102 \$ 1,038,225 \$ 1,008,012 \$ 1,038,225 \$ 1,008,012 \$ 1,014,82 \$ 1,104,82														895,605 \$	8,500,307 \$	10,210,013 \$	9,997,089 \$	\$ 10,469,003 \$	Total Project Profit
Port Share (Including Pareal C-CA)         5         795.744         8         919.006         8         922.473         9         901.048         5         920.326         5         1.014.825         5         1.014.815         5 </td <td>Port Share of Proceeds Form Refinancings         S         795,734         S         819,006         S         819,005         S         924,194         S         997,652         S         1.008,010         S         1.104,82         S         1.104,82</td> <td></td> <td>) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT</td>	Port Share of Proceeds Form Refinancings         S         795,734         S         819,006         S         819,005         S         924,194         S         997,652         S         1.008,010         S         1.104,82																			) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT
1.5%       1.5%       1.75%       1	1.5% (v Not Note Proceeds from Refinancings       \$       .       \$       .       \$       1.0% (v Not Not Proceeds from Refinancings       \$       .       \$       .       \$       1.0% (v Not Not Proceeds from Refinancings       \$       .       .       \$       .       .       \$       .       .       \$       .       \$       .       \$       . <td></td> <td>Port Annual Ground Rent (Including Parcel C-1A)</td>																			Port Annual Ground Rent (Including Parcel C-1A)
1.5%         (rs 30-69) a 2.5%         (rs 30-69) a 3.5%         (rs 30	1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) & Modified Gross Revenues       \$             \$             \$	- \$ - \$			- \$													5,047,616 \$	\$ 5,320,298	Port Share of Prepaid Ground Rent
Condomium Resale Transfer Fees         5         3.018,47 & \$         4.036,029 & \$         4.157,110 & \$         4.248,238 & \$         4.410,278 & \$         4.410,278 & \$         4.410,278 & \$         4.410,278 & \$         4.410,278 & \$         5.226,102 & \$         5.26	Condominium Reade Transfer Fees S 3,043,44 \$ 3,048,44 \$ 3,048,47 \$ 4,038,029 \$ 4,157,110 \$ 4,281,23 \$ 4,410,278 \$ 4,542,085 \$ 4,678,808 \$ 5,112,720 \$ 5,268,102 \$ 5,268,102 \$ 5,268,102 \$ 5,754,412 \$ 5,927,044 \$ 6,104, 5 Total Port of San Francisco Economic Benefit TAX INCREMENT TO PORT FOR FIR 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION Ports 8 Centre Protection Ports 8 Centre Protection Ports 8 Centre Protection Ports 10 Port POR PIR 70 WIDE Facilities and City Shoreline Protection S 2,969,656 \$ 3,029,049 \$ 3,089,630 \$ 5,151,724 \$ 11,933,427 \$ 15,585,663 \$ 19,592,263 \$ 19,592,263 \$ 19,592,263 \$ 19,592,263 \$ 19,592,263 \$ 19,592,263 \$ 2,777,396 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,048,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,031 \$ 3,403,875 \$ 3,247,376 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$ 2,777,396 \$ 2,777,396 \$ 2,5402,026 \$ 3,089,675 \$ 2,967,091 \$ 3,403,875 \$ 3,2473,776 \$ 3,312,327,776 \$ 3,312,327,776 \$ 19,641,274 \$ 2,777,396 \$	388,181 \$ 6,888,826 \$ 7	6,688,181	6,493,380	- \$ 6,304,252 \$	6,120,633	5,942,362 \$	5,769,284 \$	5,601,246 \$	5,438,103 \$	3,419,425 \$	3,319,830 \$	2,912,110 \$	1,302,931 \$	1,264,982 \$	1,228,138 \$	541,309 \$	- \$	s - 5	1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues
Cart INCREMENT To PORT FOR PIER 70 WIDE FACILITES AND CITY SHORELINE PROTECTION         2.999,656         3.029,049         3.089,630         5         3.151,423         5         3.278,740         5         3.479,426         5         3.690,314         5         3.918,396         5         3.996,766         5         4.076,702         5         4.158,226         5         4.24         5         3.479,426         5         3.649,014         5         3.918,396         5         3.996,766         5         4.076,702         5         4.158,226         5         4.24         5         3.649,014         5         3.619,094         5         3.918,396         5         3.996,766         5         4.076,702         5         4.158,226         5         4.2470,969         5         2.904,649         5         2.92,764.28         5         3.619,904         5         3.918,396         5         3.996,766         5         4.2470,969         5         2.92,764.28         5         3.4112,01         5         3.4112,01         5         3.417,705         5         3.918,396         5         3.918,396         5         3.918,396         5         3.918,396         5         3.918,396         5         3.918,396         5         3.918,396         5	TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITES AND CITY SHORELINE PROTECTION           Ports 8 Cents of Tax Increment         \$ 2,969,656         \$ 3,029,049         \$ 3,089,630         \$ 3,151,423         \$ 3,214,451         \$ 3,278,740         \$ 3,344,315         \$ 3,411,201         \$ 3,479,426         \$ 3,549,014         \$ 3,692,394         \$ 3,766,242         \$ 3,841,567         \$ 3,918,398         \$ 3,908,650         \$ 4,076,65           Unused Tax Increment to Port after Project is Complete         \$ - \$ - \$ 2,000,301         \$ 8,688,976         \$ 12,509,823         \$ 16,247,948         \$ 13,530,574         \$ 16,161,119         \$ 2,1723,419         \$ 2,047,402         \$ 2,172,419,433         \$ 2,582,304         \$ 3,012,0477         \$ 2,847,6599         \$ 2,20,463         \$ 2,20,923         \$ 1,001,477         \$ 2,847,6599         \$ 2,20,447,728         \$ 2,1723,419	104,856 \$ 6,288,001 \$ 6	6,104,856	5,927,044	5,754,412 \$	5,586,808	5,424,085 \$	5,266,102 \$	5,112,720 \$	4,963,806 \$	4,819,229 \$	4,678,863 \$	4,542,586 \$	4,410,278 \$	4 281 823 \$	4 157 110 \$	4 036 029 \$	3,918,474 \$	\$ 3,804,344 \$ \$ 9,920,376 \$	Condominium Resale Transfer Fees
CITV ShoreLINE PROTECTION         5         2.090.666 \$         3.029.049         \$         3.090.95 \$         3.151.423         \$         3.474.51 \$         3.473.55 \$         3.411.21 \$         3.479.426 \$         3.690.94 \$         3.690.94 \$         3.996.76 \$         3.996.76 \$         3.479.42 \$         3.479.426 \$         3.649.94 \$         3.690.94 \$         3.690.94 \$         3.996.76 \$         3.996.76 \$         4.076.70 \$         2.990.965 \$         3.029.049 \$         3.090.90 \$         5.151.72 \$         3.244.51 \$         3.244.51 \$         3.474.51 \$         3.479.42 \$         3.649.94 \$         3.690.94 \$         3.690.94 \$         3.996.76 \$         3.996.76 \$         4.076.70 \$         2.990.9656 \$         3.029.049 \$         3.090.76 \$         4.152.30 \$         4.152.30 \$         4.152.30 \$         3.474.51 \$         3.649.94 \$         3.690.94 \$         3.690.94 \$         3.996.76 \$         3.996.76 \$         4.076.70 \$         3.996.76 \$         4.076.70 \$         3.996.76 \$ <td>CHT SHORELINE PROTECTION           CHT SHORELINE PROTECTION           Dards &amp; Constraint         \$ 2,969,656 \$ 3,029,049 \$ 3,089,630 \$ 3,151,423 \$ 3,214,451 \$ 3,278,740 \$ 3,344,315 \$ 3,411,201 \$ 3,479,426 \$ 3,540,014 \$ 3,519,994 \$ 3,619,994 \$ 3,619,994 \$ 3,619,294 \$ 3,619,594 \$ 3,6</td> <td></td> <td>, 14,008,800</td> <td>13,000,131 3</td> <td>13,202,202 \$</td> <td>12,010,002 3</td> <td>12,300,813 \$</td> <td>.2,130,007 \$</td> <td>5,507,130 \$</td> <td></td> <td></td> <td>.2,007,111 \$</td> <td>5,404,043 \$</td> <td>0,000,002 \$</td> <td>1,017,009 \$</td> <td>.2,130,071 \$</td> <td>.0,012,102 \$</td> <td>a,roJ,080 \$</td> <td>¥ 0,020,370 3</td> <td></td>	CHT SHORELINE PROTECTION           CHT SHORELINE PROTECTION           Dards & Constraint         \$ 2,969,656 \$ 3,029,049 \$ 3,089,630 \$ 3,151,423 \$ 3,214,451 \$ 3,278,740 \$ 3,344,315 \$ 3,411,201 \$ 3,479,426 \$ 3,540,014 \$ 3,519,994 \$ 3,619,994 \$ 3,619,994 \$ 3,619,294 \$ 3,619,594 \$ 3,6		, 14,008,800	13,000,131 3	13,202,202 \$	12,010,002 3	12,300,813 \$	.2,130,007 \$	5,507,130 \$			.2,007,111 \$	5,404,043 \$	0,000,002 \$	1,017,009 \$	.2,130,071 \$	.0,012,102 \$	a,roJ,080 \$	¥ 0,020,370 3	
Portse 2 cents of Tax Increment by 2 gele6.666 \$ 3,029,049 \$ 3,089,080 \$ 3,151,42 \$ 3,274,740 \$ 3,344,316 \$ 3,347,346 \$ 3,479,246 \$ 3,649,04 \$ 3,619,94 \$ 3,602,344 \$ 3,762,42 \$ 3,844,567 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 3,762,42 \$ 3,841,607 \$ 3,918,38 \$ 3,262,349 \$ 1,460,35 \$ 1,453,46 \$ 1,461,46 \$ 2,277,31 \$ 7,561,46 \$ 1,461,46 \$ 1,475,48 \$ 1,481,465 \$ 1,4	Ports 8 Cents of Tax.Increment         \$ 2,969,656         \$ 3,029,049         \$ 3,089,309         \$ 3,214,315         \$ 3,214,315         \$ 3,411,215         \$ 3																			
Unused Tax Increment to Port offer Project is Complete         5         -         8         -         8         -         8         2.000,301         5         1.62,07,2632         5         1.61,61,819         5         2.17,06,32         5         2.17,06,32         5         2.17,06,32         5         2.01,21,31         5         2.02,0147         5         2.87,05,09         5         2.02,0449         5         2.20,7420         5         0.161,819         5         2.17,23,419         5         2.17,06,32         5         2.02,07,07         5         2.8,470,999         5         2.20,747,08         5         2.20,70,80         5         2.20,70,80         5         2.20,70,80         5         2.20,70,80         5         2.20,70,90         5         2.3,07,73,96         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,90         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5         2.20,70,70         5	Unused Tax Increment to Port after Project is Complete           S         -         S         -         S         2.000.301         S         8.688.976         \$ 12.306.923         S         15.247.948         S         15.235.0574         S         16.141.919         S         21.723.419         S         20.147.402         S         25.829.364         S         30.120.477         S         28.476.959         S         29.046.           Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection         \$         2.969.656         \$ 3.029.049         \$ 3.039.630         \$ 5.151.724         \$ 11.903.427         \$ 15.855.663         \$ 19.592.263         \$ 10.941.775         \$ 19.641.244         \$ 25.272.433         \$ 23.767.396         \$ 25.402.026         \$ 33.084.675         \$ 29.477.726         \$ 33.123.2	J76.702 \$ 4 158 236 \$	4.076 702	3,996 766	3,918 398	3,841 567	3,766 242	3.692.394 \$	3.619.994 \$	3,549,014 \$	3.479.426 \$	3.411.201 \$	3.344.315 \$	3.278 740 \$	3.214 451 \$	3.151 423 \$	3.089.630 \$	3.029 049 \$	\$ 2,969 656	Port's 8 Cents of Tax Increment
Total Tack Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection       \$ 2,969,656 \$       \$ 3,029,049 \$       \$ 3,089,630 \$       \$ 5,151,724 \$       \$ 1,950,226 \$       \$ 19,592,263 \$       \$ 19,592,263 \$       \$ 19,592,263 \$       \$ 19,592,263 \$       \$ 2,272,433 \$       \$ 2,3767,396 \$       \$ 2,5402,026 \$       \$ 3,048,675 \$       \$ 2,473,726 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,040,475 \$       \$ 2,967,031 \$       \$ 3,040,487 \$       \$ 2,967,031 \$       \$ 3,040,487 \$       \$ 2,967,031 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,782,664 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,040,487 \$       \$ 2,0473,72 \$       \$ 3,782,664 \$       \$ 1,415,348 \$       \$ 1,443,465 \$       \$ 1,472,528 \$       \$ 1,519,718 \$       \$ 1,520,018 \$       1,520,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,532,018 \$       1,522,018 \$       1,520,018 \$	Total Tax Increment to Port for Pier 70 Wide Facilities and \$ 2,969,656 \$ 3,029,049 \$ 3,089,630 \$ 5,151,724 \$ 11,903,427 \$ 15,585,663 \$ 19,592,263 \$ 16,941,775 \$ 19,641,244 \$ 25,272,433 \$ 23,767,396 \$ 25,402,026 \$ 33,084,675 \$ 29,670,931 \$ 34,038,875 \$ 32,473,726 \$ 33,123,7 Chy Shoreline Protection	046,499 \$ 29,627,429 \$ 30	\$ 29,046,499	28,476,959	30,120,477 \$	25,829,364	29,318,433 \$	21,709,632 \$	0,147,402 \$	21,723,419 \$	16,161,819 \$	13,530,574 \$	16,247,948 \$	12,306,923 \$	8,688,976 \$	2,000,301 \$	- \$	- \$	s - s	Unused Tax Increment to Port after Project is Complete
Available SeaLever Rise CFD Tax Proceeds         \$ 1.094,10         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.115,90         \$ 1.222,126         \$ 1.226,786         \$ 1.221,924         \$ 1.231,924         \$ 1.230,288         \$ 1.237,596         \$ 1.415,390         \$ 1.415,390         \$ 1.415,390         \$ 1.415,390         \$ 1.221,924         \$ 1.261,726         \$ 1.281,924         \$ 1.281,924         \$ 1.231,745         \$ 1.230,288         \$ 1.237,596         \$ 1.415,390         \$ 1.415,390         \$ 1.415,390         \$ 1.415,390         \$ 1.421,726         \$ 1.262,728         \$ 1.281,924         \$ 1.281,924         \$ 1.292,914         \$ 1.200,288         \$ 1.231,714         \$ 1.281,292         \$ 1.201,926         \$ 1.217,195         \$ 1.221,124         \$ 1.241,924         \$ 1.292,148         \$ 1.291,924         \$		23,200 \$ 33,785,664 \$ 34	\$ 33,123,200	32,473,726	34,038,875 \$	29,670,931	33,084,675 \$	25,402,026 \$	3,767,396 \$	\$25,272,433	19,641,244 \$	16,941,775 \$	19,592,263 \$	15,585,663 \$	11,903,427 \$	5,151,724 \$	3,089,630 \$	3,029,049 \$	\$ 2,969,656 \$	Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection
Available SeaLever Rise CFD Tax Proceeds         \$ 1.094,110         \$ 1.115,902         \$ 1.115,910         \$ 1.115,910         \$ 1.115,910         \$ 1.207,910         \$ 1.221,924         \$ 1.267,928         \$ 1.307,763																				
Unused Project Reserve Proceeds from Sea Level Rise CPD Tax \$ 1923;748 \$ 1,962,223 \$ 2,001.468 \$ 2,041.497 \$ 2,052,377 \$ 2,723,97 \$ 2,126,374 \$ 2,529,758 \$ 2,259,758 \$ 2,259,758 \$ 2,345,039 \$ 2,345,039 \$ 2,349,778 \$ 2,486,574 \$ 2,583,45 \$ 2,589,112 \$ 2,404.84 \$ 2,007,73 \$ 327,189 \$ 2,31,42 \$ 2,21,42 \$ 101,602 \$ 101	UTD IAA REVENUES TOW UIT STURELINN Awalable Sea Lew Rise CPE Tay Proceeds \$ 1.094.110 \$ 1.115.992 \$ 1.138.312 \$ 1.161.078 \$ 1.194.300 \$ 1.207.988 \$ 1.232.145 \$ 1.266.788 \$ 1.281.924 \$ 1.307.563 \$ 1.333.714 \$ 1.360.388 \$ 1.347.598 \$ 1.417.548 \$ 1.443.655 \$ 1.477.578 \$ 1.501.1	j01.978 \$ 1.532.018 \$	5 1.501.978	1.472.528	1.443.655 \$	1.415.348	1.387.596 \$	1.360.388 \$	1.333.714 \$	1.307.563 \$	1.281.924 \$	1.256.788 \$	1.232.145 \$	1.207.986 \$	1.184.300 \$	1.161.078 \$	1.138.312 \$	1.115.992 \$	\$ 1.094.110 \$	CFD TAX REVENUES FOR CITY SHORELINE PROTECTION Available Sea Level Rise CFD Tax Proceeds
Unused Condominium CFD Facilities Tax Proceeds Applied to Project \$ 314,484 \$ 320,773 \$ 327,189 \$ 333,732 \$ 231,342 \$ 210,643 \$ 161,962 \$ 165,201 \$ 168,505 \$ 114,003 \$ 116,284 \$ 118,609 \$ - \$ - \$ - \$ - \$ - \$ - \$	Available Condominium CPD Facilities Tax Proceeds \$ 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5	967,960 \$ 8,127,319 \$ 8	5 7,967,960	7,811,725	7,658,554 \$	7,508,386	7,361,163 \$	5,027,731 \$	4,929,148 \$	4,832,498 \$	3,690,579 \$	3,618,215 \$	3,547,270 \$	2,520,627 \$	2,012,952 \$	- \$	- \$	- \$	s - s	Available Condominium CFD Facilites Tax Proceeds
Unable CPD Tax Revenues for City Shoreline Protection         3         3         3         3         669         \$         5         5         5         5         5         10,200         \$         110,000         \$         110,000         \$         110,000         \$         1         6         5         5         5         5         5         5         5         5         5         5         5         5         5         5         10,000         \$         110,000         \$         110,000         \$         1         6         5         7         5         -         5         12,033,049         11,040,35         11,040,35         11,040,35         11,040,35         11,040,35 <th< td=""><td>Unused Project Reserve Proceeds from Sea Level Rise CFD Tax \$ 1,923,746 \$ 1,962,223 \$ 2,001,468 \$ 2,041,407 \$ 2,082,377 \$ 2,123,974 \$ 2,166,453 \$ 2,209,705 \$ 2,249,078 \$ 2,249,078 \$ 2,489,774 \$ 2,489,774 \$ 2,588,412 \$ 2,589,112 \$ 2,664,120 \$ 2,101,100 \$ 2,10</td><td>40,894 \$ 2,693,712 \$ 2</td><td>2,640,894</td><td>2,589,112</td><td>2,538,345 \$</td><td>2,488,574</td><td></td><td>2,391,939 \$</td><td>2,345,039 \$</td><td>2,299,058 \$</td><td>2,253,978 \$</td><td>2,209,782 \$</td><td>2,166,453 \$</td><td>2,123,974 \$</td><td>2,082,327 \$</td><td>2,041,497 \$</td><td>2,001,468 \$</td><td>1,962,223 \$</td><td>\$ 1,923,748 \$</td><td>Unused Project Reserve Proceeds from Sea Level Rise CFD Tax</td></th<>	Unused Project Reserve Proceeds from Sea Level Rise CFD Tax \$ 1,923,746 \$ 1,962,223 \$ 2,001,468 \$ 2,041,407 \$ 2,082,377 \$ 2,123,974 \$ 2,166,453 \$ 2,209,705 \$ 2,249,078 \$ 2,249,078 \$ 2,489,774 \$ 2,489,774 \$ 2,588,412 \$ 2,589,112 \$ 2,664,120 \$ 2,101,100 \$ 2,10	40,894 \$ 2,693,712 \$ 2	2,640,894	2,589,112	2,538,345 \$	2,488,574		2,391,939 \$	2,345,039 \$	2,299,058 \$	2,253,978 \$	2,209,782 \$	2,166,453 \$	2,123,974 \$	2,082,327 \$	2,041,497 \$	2,001,468 \$	1,962,223 \$	\$ 1,923,748 \$	Unused Project Reserve Proceeds from Sea Level Rise CFD Tax
	Unispect Contracting and the service of the service	10,833 \$ 12,353,049 \$ 1	5 12,110,833	11,873,365	- \$	11,412,308	- \$	8,898,668 \$	8,724,184 \$	8,553,122 \$	7,394,987 \$	7,249,987 \$	7,107,830 \$	6,063,229 \$	5,510,921 \$	3,536,308 \$	3,466,969 \$			Total CFD Tax Revenues for City Shoreline Protection

(a) Numerical estimates are expressed in nominal terms unless otherwise denoted.
 (b) Estimated peak equity assuming development of each phase on stand-alone basis.

# ATTACHMENT B-2 PIER 70 - "STRIKE PRICE" CALCULATIONS

		[	85.0%
Parcel	Est. 2012 \$	Est. 2017 \$	Est. 2017 \$
	Land Value	Land Value	"Strike Price"
A-1 (Office)	\$11,406,386	\$13,223,128	\$11,239,659
E2 (Resi)	\$9,422,418	\$10,923,164	\$9,284,690
C-2B (Resi)	\$6,558,362	\$7,602,940	\$6,462,499
2 (Resi)	\$14,433,435	\$16,732,307	\$14,222,461
D-1 (Resi)	\$13,429,028	\$15,567,924	\$13,232,735
F-G (Office)	\$24,825,311	\$28,779,339	\$24,462,438
E1 (Resi)	\$13,845,432	\$16,050,650	\$13,643,053
E3 (Resi)	\$3,694,592	\$4,283,044	\$3,640,588
B-1 - B-2 (Office)	\$34,524,767	\$40,023,668	\$34,020,118
C-1C (Resi)	\$6,350,160	\$7,361,576	\$6,257,340
H-1 (Resi)	\$8,707,834	\$10,094,766	\$8,580,551
H-2 (Resi)	\$20,924,299	\$24,256,998	\$20,618,448

NOTE: Subject to agreement between the parties, the strike prices contained in this Attachment may be converted to per SF rates, in order to allow use of the strike prices with respect to flex parcels, as intended under the DDA.



A JOINT VENTURE

# **MEMORANDUM**

TO: Kevin Masuda, Port of San Francisco DATE: 9/15/2017

FROM: Rodney Pimentel, Parsons

PHONE: (510) 907-2172

SUBJECT: Review of Project Costs for the Pier 70 SUD

This memorandum summarizes the findings of a review of the Pier 70 SUD Project Costs, consisting of four major components: Hard Costs, Traditional Soft Costs, Additional Project Soft Costs, and Other Costs. The purpose of the review is to validate the estimated costs to the extent possible given what is currently known about the Project. A commercially reasonable standard was used to validate the master planning level estimates provided by the Port.

### Hard Costs

Hard Costs make up the majority of Project Costs as it includes direct construction costs, testing, inspection, and site offices, and construction contingency. The direct construction costs we reviewed are from Estimate #15 for the Pier 70 Special Use District (SUD) project, dated August 24, 2017. The review did not attempt to verify scope or quantities, and focused on validation of unit pricing against current construction projects. Estimate #15 represents the latest iteration of discussions between Plant Construction Company ("Plant") and Forest City regarding the development plan for Pier 70. A 5-page narrative developed by Plant and dated August 10, 2017 was provided with the estimate which lists some of the assumptions made by Plant and Forest City in the estimate.

We understand that Forest City made some adjustment to the estimate without access to the original estimating software/database, resulting in a cost reduction by about \$7.2M. This resulted in some totals and subtotals not matching the calculated totals of line items in the estimate, and also some quantities which when multiplied by unit costs did not equal the total costs. Where there were discrepancies the review assumed that the line item unit costs and total costs were correct, and not the quantities, subtotals, or totals. It is recommended that future iterations of the estimate be reconciled such that quantities, subtotals, and totals are correct and consistent.

The review focused on validation of unit prices, with particular attention to approximately 130 line items representing 75% of the total project cost. From these items 89 unique unit prices were identified for validation, plus 41 allowances or lump sum items. Attachment A lists reviewed unique items and our opinion of unit cost of each. Overall, unit prices appear reasonable as all-in costs for the work, inclusive of smaller bid items. For wet infrastructure, some smaller bid items (valves, laterals, hydrants, testing & chlorination, etc.) which are included elsewhere in the estimate may already be adequately covered by the unit prices for pipe installation.



# A JOINT VENTURE

Attachment B lists allowances and lump sum items representing a significant portion of the estimate, with seven allowances exceeding \$1M, and in total exceeding \$36M (approximately 28% of total direct construction costs). It is recommended that the basis for each allowance be reviewed, validated, and memorialized as part of the project record. Detailed comments regarding allowances and lump sum items are contained in Attachment B below.

Construction Contingency is recommended at 15% of direct construction costs to allow for unknown, unforeseen conditions. The 28-Acre site of Pier 70 is known to have remnants of its past use with abandoned foundations, steam and oil lines, and filled in slipways. Estimating construction costs at this level of master planning should include a greater level of contingency than typical improvements in existing City streets. The Parsons | Lotus Water JV has been associated with other large scale projects, having many unknown features, which have been programmed with a 15% contingency as well.

Forest City has also programmed 2.25% of the Hard Costs towards testing, inspection, and site offices ("owner other costs"). A design contingency is programmed at 5% to allow for necessary regulatory or owner or Port initiated changes. These are necessary costs and appear reasonable compared with other projects.

The total Hard Costs for the categories above are \$175,118,630.

In summary, the Parsons | Lotus Water JV feel that the unit prices used to develop the estimate are appropriately conservative to cover the potential total cost of the project. We recommend that further effort be focused on confirming scope and cost for the large dollar amount lump sum and subproject costs listed in Attachment B.

## Traditional Soft Costs

Attachment C evaluated the soft costs portion of the total Project Costs. The total hard costs for the project are \$175,118,630 per the information provide. The Traditional Soft Costs are typically programmed as a ratio of the Hard Costs. Forest City provided a summary of the Traditional Soft Costs including architecture and engineering, insurance, bonding, legal, and construction management, with the amount being \$43,308,986. This represents a 24.7% ratio – the Parsons | Lotus Water JV finds the Traditional Soft Costs reasonable.

There are Additional Project Soft Costs at 17.8% of Hard Costs that include Development Management fee, miscellaneous third party costs, community outreach costs, and City review and acceptance fees. The Parsons | Lotus Water JV recommends capping the combined Construction Management fee and Development Management fee at 15% of Hard Costs to be more in line with industry standards.

Other Costs are not directly related to infrastructure and were not reviewed by the Parsons | Lotus Water JV.

#### Attachment A Opinion on Allowances and Lump Sum Items

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Packational Torrowed* III to Phase 2 roadways         Cy         28.25         earthwork         Appears reasonable           Redistruct         Torrowed* III to Phase 3 pon space         Cy         28.25         earthwork         Appears reasonable           Rudging anding after rowing dir. Ph 1         III         III         earthwork         Appears reasonable           Temp embankment adjuent to (e) low elev and pre-excavation - Phase 1         Cy         45.00         earthwork         Appears reasonable           Allowance for "featured" turnishing elements         ea         15.000.00         hardscaping         High           Allowance for "featured" turnishing elements         ea         52.500.00         parks         High           Cass I export - disposal Class al Instant III from excess III         ton         17.00         hazardous ma         Appears reasonable           Export - disposal Class II - Phase 1 pre-excavation unsuitable offhaul         ton         75.00         hazardous ma         Appears reasonable           Export - disposal Class II - Phase 1 pre-excavation unsuitable offhaul         ton         75.00         hazardous ma         Appears reasonable           Export - disposal Class II - Phase 1 pre-excavation unsuitable offhaul         ton         75.00         hazardous ma         Appears reasonable           Rend disposal of Class II - T							
Padiatitude 'borrowed' fill to Phase 3 open spaces         C         26.25         Carthwork         Appears reasonable           Rough grading after moving dir. Ph 1         st         18.44         earthwork         Appears reasonable           Temp embankment adjacent to (o) low elve and pre-excavation - Phase 1         cy         45.00         earthwork         High           Allowance for 'featured' furnishing elements         ea         15.00.00         hardscaping         High           ""Export - disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         170.00         hazardous ma         Appears reasonable           Casa I stoppt - disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         A							
Poly grading after moving dirt - Ph 1         or         1.84         Carthwork         Appears reasonable           Tamg enbankment adjacent to (e) low elev and pre-excavation - Phase 1         or         4.84.00         earthwork         Appears reasonable           Allowance for "featured" functioning, importing, etc. required         padestian future         ea         55,000.00         parks         High           Allowance for "featured" functing ing elements         ea         55,000.00         parks         High           ""Export - diaposal of Class + II- Phase 1 pre-excavation unsuitable offhaul         ton         170.00         hazardous ma         Appears reasonable           Export - diaposal of Class I - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - diaposal of Class I - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - diaposal of Class I - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - diaposal of Class I - Phase 1 pre-excavation unsuitable offhaul         ton         79.00         hazardous ma         Appears reasonable           Export - diaposal of Class I - Phase 1 pre-excavation unsuitable offhaul         ton         79.00							
Temp embankment adjacent to (e) low elev and pre-excavation - Phase 1         cy         45.00         earthwork         High If no shoring, importing, etc. required           Pedestrian fature         ea         15.00000         parks         High           Allowance for 'Featured' furnishing elements         ea         52.500.00         parks         High           ***Export + disposal of Class I + Dreas 1 pre-excavation unsuitable offhaul         ton         170.00         hazardous ma Appears reasonable           Class I export - disposal of Class I pre-excavation unsuitable offhaul         ton         79.00         hazardous ma Appears reasonable           Export - disposal of Class I pre-excavation unsuitable offhaul         ton         79.00         hazardous ma Appears reasonable           Remediation in building 11; to be demolished         ef         7.91         hazardous ma Appears reasonable           Microlinaria solis for open space indiscaped area         cy         125.00         landscaping         Appears reasonable           Showang of 'concrete base         sf         17.00         hardscaping         Appears reasonable           Walwange to pre + paint (e) root tusses, columns, root beams + purins at Blég 15         sf         10.72         paint         Appears reasonable           Walwange on 6' concrete base         sf         17.00         hardscaping	· ·			earthwork	Appears reasonable		
Pedestrian fixture         Image: Construct furnishing elements         Image: Construct furnishing elements         Image: Construct furnishing elements           ***Export + disposal of Class +11 Phase 1 pre-excavation unsuitable offhaul         ton         17:000         hazardous mai Appears reasonable           Class I export + disposal of Class +11 material from excess fill         ton         17:000         hazardous mai Appears reasonable           Export + disposal of Class I + These 1 pre-excavation unsuitable offhaul         ton         7:000         hazardous mai Appears reasonable           Export + disposal of Class I + These 1 pre-excavation unsuitable offhaul         ton         7:000         hazardous mai Appears reasonable           Export + disposal of Class II - These 1 pre-excavation unsuitable offhaul         ton         7:000         hazardous mai Appears reasonable           Export + disposal of Class II - These 1 pre-excavation unsuitable offhaul         ton         7:900         hazardous mai Appears reasonable           Microlitansous site improvements at upgraded open space         eff         10:500         landscaping         Appears reasonable           Alkware + plant (e) roof trasses, columns, roof beams + purins at Bidg 5         st         10:72         paint         Appears reasonable           Yade paring on 9° concrete base         st         17:00         hardscaping         Appears reasonable				earthwork	Appears reasonable		
Allowance for "featured" furnishing elements       ea       52,500.00       parks       High         ""Export + disposal of Class - II - Phase 1 pre-excavation unsuitable offhuul       ton       170.00       hazardous ma Appears reasonable         Class I export + disposal of Class - III - Phase 1 pre-excavation unsuitable offhuul       ton       79.00       hazardous ma Appears reasonable         Export + disposal of Class - III - Phase 1 pre-excavation unsuitable offhuul       ton       79.00       hazardous ma Appears reasonable         Export + disposal of Class - III - Phase 1 pre-excavation unsuitable offhuul       ton       79.00       hazardous ma Appears reasonable         Export + disposal of Class - III - Phase 1 pre-excavation unsuitable offhuul       ton       79.00       hazardous ma Appears reasonable         Remediation in building 11: to be demolished       eff       7.91       hazardous ma Appears reasonable         Macellaneous site improvements at upgraded open space       eff       10.72       paint       Appears reasonable         Seclarly many Growney base       or concrete base       eff       17.00       hardscaping       Appears reasonable         Walkways - pizza paving       eff       17.00       hardscaping       Appears reasonable         Walkedianeous site improvements       eff       10.500       hardscaping       Appears reasonable				earthwork	High if no shoring, importing, etc. required		
***Export + disposal of Class +II - Phase 1 pre-excavation unsuitable offhaul       ton       170.00       hazmat       Appears reasonable         ***Export + disposal of Class +II material from excess fill       ton       170.00       hazardous ma Appears reasonable         Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaul       ton       270.00       hazardous ma Appears reasonable         Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaul       ton       79.00       hazardous ma Appears reasonable         Export + disposal of Class II material from excess III       ton       79.00       hazardous ma Appears reasonable         Rendiation his demolahed       sf       7.91       hazardous ma Appears reasonable         Miccellancous site improvements at upgraded open space       sf       10.50       landscaping       Appears reasonable         Allowanee to pre- paint (e) root fuses, columns, root beams + purins at Bidg 15       sf       11.700       streets       Appears reasonable         Balways + Diaza paving       sf       17.00       hazdscaping       Appears reasonable         Paving on 9° concrete base       sf       17.00       hardscaping       Appears reasonable         Paving on 8° concrete base       sf       17.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways <td></td> <td>ea</td> <td></td> <td>hardscaping</td> <td>High</td>		ea		hardscaping	High		
**Export + disposal of Class +II material from excess fill       ton       170.00       hazardous mal Appears reasonable         Class I export + disposal of Class II material from excess fill       ton       79.00       hazardous mal Appears reasonable         Export + disposal of Class II material from excess fill       ton       79.00       hazardous mal Appears reasonable         Remediation in building 11; to be demolished       sf       7.91       hazardous mal Appears reasonable         Miscollance to prep space landscaped area       cv       125.00       landscaping       Repears reasonable         Allowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bidg 15       sf       10.72       paint       Appears reasonable         S'AC paving on 9' concrete base       sf       17.00       hardscaping       Appears reasonable         Walkways + plaza paving       sf       17.00       hardscaping       Appears reasonable         Vac paving on 9' concrete base       sf       17.00       hardscaping       Appears reasonable         Vac daving on 8' concrete base       sf       17.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasona	Allowance for "featured" furnishing elements	ea	52,500.00	parks	High		
Class I export + disposal - Phase 1 pre-excavation unsuitable offhaul         ton         270.00         hazardous ma Appears reasonable           Export - disposal Class II metainal from excavation unsuitable offhaul         ton         79.00         hazardous ma Appears reasonable           Remediation in building 11; to be demolished         ton         79.00         hazardous ma Appears reasonable           Remediation in building 11; to be demolished         sf         7.91         hazardous ma Appears reasonable           Reselanceus its improvements at upgrade dopen space         sf         17.00         hazardous ma Appears reasonable           Allowance to prep + paint (e) roof trusses, columns, roof beams + purins at Bidg 15         sf         10.72         paint         Appears reasonable           Yac paving on 9° concrete base         sf         17.00         hardscaping         Appears reasonable           Valioways + plaza paving         sf         17.00         hardscaping         Appears reasonable           Paved sidewalk         sf         15.00         hardscaping         Appears reasonable           Paved sidewalk         sf         15.00         hardscaping         Appears reasonable           Paved sidewalk         sf         15.00         hardscaping         Appears reasonable           Paving at onds of (e) craneways         sf <td>***Export + disposal of Class +II - Phase 1 pre-excavation unsuitable offhaul</td> <td>ton</td> <td></td> <td>hazmat</td> <td>Appears reasonable</td>	***Export + disposal of Class +II - Phase 1 pre-excavation unsuitable offhaul	ton		hazmat	Appears reasonable		
Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaulton79.00hazardous maAppears reasonableExport + disposal of Class II material from excess fillton79.00hazardous maAppears reasonableRemediation in building 11; to be demolishedeff79.00hazardous maAppears reasonableMiscellaneous site improvements at upgraded open spaceeff10.50landscapingAppears reasonableAllowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bidg 15sf10.72paintAppears reasonable*XC paving on 9° concrete basesf17.00hardscapingAppears reasonable*Specialty treatment' paved areassf15.00hardscapingAppears reasonable*Walways + plaza pavingsf15.00hardscapingAppears reasonable*Ar C paving on 8° concrete basesf15.00hardscapingAppears reasonable*Ar C paving on 8° concrete basesf15.00hardscapingAppears reasonablePaved sidewarksf15.00hardscapingAppears reasonable*Ar C paving on 8° concrete basesf15.00hardscapingAppears reasonablePaving at ends of (e) ranewayssf25.00hardscapingAppears reasonablePaving at ends of (e) cranewayssf25.00hardscapingAppears reasonableRalings at ends of (e) cranewaysff6617.50hardscapingAppears reasonableRealing at ends of (e) cranewaysff25.75har	***Export + disposal of Class +II material from excess fill	ton	170.00	hazardous ma	Appears reasonable		
Export + disposal of Class II material from excess fillton79.00hazardous ma Appears reasonableRemediation in building 11; to be demolishedsf7.91hazardous ma Appears reasonableMiscellaneous site improvements at upgraded open spacesf10.50landscapingAppears reasonableMiscellaneous site improvements at upgraded open spacesf10.72paintAppears reasonableAllowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bidg 15sf10.72paintAppears reasonable3" AC paving on 9" concrete basesf12.00hardscapingAppears reasonable"Speciality treatment" paved areassf10.00hardscapingAppears reasonableWalways + plaza pavingsf12.00hardscapingAppears reasonablePaved sidewalksf15.00hardscapingAppears reasonable2" AC paving on 8" concrete basesf15.00hardscapingAppears reasonableDecks + terracessf15.00hardscapingAppears reasonableHighlight plaza pavingsf28.20hardscapingAppears reasonablePaving at ends of (e) cranewayssf28.20hardscapingAppears reasonablePameable areassf17.50hardscapingAppears reasonableRemediation in support vertical construction (5" AC over 6" Base) Ph 1SF5.75hardscapingAppears reasonableTemporary paving to support vertical construction (5" AC over 6" Base) Ph 3SF5.75hardscapingA	Class I export + disposal - Phase 1 pre-excavation unsuitable offhaul	ton	270.00	hazardous ma	Appears reasonable		
Remediation in building 11; to be demolished         start our man processor and be processor	Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaul	ton	79.00	hazardous ma	Appears reasonable		
Induction         Induction         Induction         Induction         Induction         Induction         Induction           Miscellaneous site improvements at upgraded open space         sf         10.50         landscaping         Reasonable         Induction           Allowance to prep + paint (e) roof trusses, colums, roof beams + purlins at Bldg 15         sf         10.70         streets         Appears reasonable           ''A CP aving on 9' concrete base         sf         17.00         streets         Appears reasonable           Paved sidewalk         sf         17.00         hardscaping         Appears reasonable           ''A CP aving on 8' concrete base         sf         17.00         hardscaping         Appears reasonable           Paved sidewalk         sf         17.00         hardscaping         Appears reasonable           Paved sidewalk         sf         17.00         hardscaping         Appears reasonable           Paved sidewalk         sf         105.00         hardscaping         Appears reasonable           Paved sidewalk         sf         105.00         hardscaping         Appears reasonable           Paved sidewalk         sf         105.00         hardscaping         Appears reasonable           Paving at ends of (e) craneways         sf         <	Export + disposal of Class II material from excess fill	ton	79.00	hazardous ma	Appears reasonable		
Miscellaneous site improvements at upgraded open space       st       10.50       landscaping       Reasonable without any details provided         Allowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bidg 15       sf       10.72       paint       Appears reasonable         "Specially treatment" paved areas       sf       17.00       streets       Appears reasonable         Walkways + plaza paving       sf       12.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         2* A/C paving on 8° concrete base       sf       15.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         2* A/C paving on 8° concrete base       sf       105.00       hardscaping       Appears reasonable         Permeable areas       sf       105.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       26.25       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5* AC over 6* Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       sf       25.00 <td< td=""><td>Remediation in building 11; to be demolished</td><td>sf</td><td>7.91</td><td>hazardous ma</td><td>Appears reasonable</td></td<>	Remediation in building 11; to be demolished	sf	7.91	hazardous ma	Appears reasonable		
Miscellaneous site improvements at upgraded open space       sf       10.50       Iandscaping       Reasonable without any details provided         Allowance to prep + paint (e) roof trusses, columns, roof beams + purilins at Bidg 15       sf       10.72       paint       Appears reasonable         3° A/C paving on 9° concrete base       sf       17.00       streets       Appears reasonable         Yepcaity treatment" paved areas       sf       30.00       hardscaping       Appears reasonable         Walkways + plaza paving       sf       17.00       hardscaping       Appears reasonable         2' A/C paving on 8° concrete base       sf       17.00       hardscaping       Appears reasonable         Decks + terraces       sf       105.00       hardscaping       Appears reasonable         Highlight plaza paving       sf       25.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       26.25       hardscaping       Appears reasonable         Parmeable areas       sf       17.50       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5° AC over 6° Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       sf       25.00	Horticultural soils for open space landscaped area	су	125.00	landscaping	Appears reasonable		
Allowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bidg 15       sf       10.72       paint       Appears reasonable         3" A/C paving on 9" concrete base       sf       17.00       streets       Appears reasonable         "Specially treatment" paved areas       sf       13.00       hardscaping       Appears reasonable         Walkways + plaza paving       sf       12.00       hardscaping       Appears reasonable         Paved sidewalk       sf       15.00       hardscaping       Appears reasonable         2" A/C paving on 8" concrete base       sf       15.00       hardscaping       Appears reasonable         Decks + terraces       sf       15.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       25.00       hardscaping       Appears reasonable         Permeable areas       sf       17.50       hardscaping       Appears reasonable         Railings at ends of (e) craneways       sf       5.75       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5" AC over 6" Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       sf       25.20       hardscaping       Appears reasona	Miscellaneous site improvements at upgraded open space	sf	10.50		••		
3* A/C paving on 9* concrete base       sf       17.00       streets       Appears reasonable         *Specially treatment' paved areas       sf       30.00       hardscaping       Appears reasonable         Walkways + plaza paving       sf       12.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         2* A/C paving on 8° concrete base       sf       105.00       hardscaping       Appears reasonable         Decks + terraces       sf       105.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       25.00       hardscaping       Appears reasonable         Parmeable areas       sf       17.50       hardscaping       Appears reasonable         Railings at ends of (e) craneways       sf       26.25       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5* AC over 6* Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5* AC over 6* Base) Ph 3       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       sf       25.20       hardscaping       Appears reasonab	Allowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bldg 15	sf	10.72		, , , , , , , , , , , , , , , , , , ,		
Specially treatment* paved areas       sf       30.00       hardscaping       Appears reasonable         Walkways + plaza paving       sf       12.00       hardscaping       Appears reasonable         Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         2* A/C paving on 8° concrete base       sf       15.00       hardscaping       Appears reasonable         Decks + terraces       sf       105.00       hardscaping       Appears reasonable         Highlight plaza paving       sf       25.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       25.00       hardscaping       Appears reasonable         Permeable areas       sf       17.50       hardscaping       Appears reasonable         Ralings at ends of (e) craneways       if       600.00       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5* AC over 6* Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       sf       25.00       hardscaping       Appears reasonable         Seismic retrofit allowance for Building 108       sf       25.00       hardscaping       Appears reasonable         Fel	3" A/C paving on 9" concrete base	sf	17.00	· · · · · · · · · · · · · · · · · · ·			
Walkways + plaza pavingsf12.00hardscapingAppears reasonablePaved sidewalksf17.00hardscapingAppears reasonable2" A/C paving on 8" concrete basesf15.00hardscapingAppears reasonableDecks + terracessf105.00hardscapingAppears reasonableHighlight plaza pavingsf25.00hardscapingAppears reasonablePaving at ends of (e) cranewayssf26.25hardscapingAppears reasonablePermeable areassf17.50hardscapingAppears reasonableRailings at ends of (e) cranewaysif600.00hardscapingAppears reasonableTemporary paving to support vertical construction (5" AC over 6" Base) Ph 1SF5.75hardscapingAppears reasonableConcrete elevated deck at shoreline boardwalk (Reach 3)sf25.20hardscapingAppears reasonableSeismic retrofit allowance for Building 108sf25.00seismicReasonable without any details providedSheet pile wall, 14' (104-90) exposed, 28' into earth (quantity is retained earth sfwl)sfwl121.50shorelineAppears reasonableFG light class rip rap (3H:1/) at bulkhead shoreline boardwalk (Reach 3)ea8.925.00shorelineAppears reasonableStructural soil for treesIon170.00siolLooks high10" combined sewer force main with 5-10' of cover in Illinois StIf450.00wet inf.Reasonable as all-in cost12" low pressure water lineIf660.00 <t< td=""><td>"Specialty treatment" paved areas</td><td>sf</td><td>30.00</td><td></td><td>••</td></t<>	"Specialty treatment" paved areas	sf	30.00		••		
Paved sidewalk       sf       17.00       hardscaping       Appears reasonable         2" A/C paving on 8" concrete base       sf       15.00       hardscaping       Appears reasonable         Decks + terraces       sf       105.00       hardscaping       Appears reasonable         Highlight plaza paving       sf       25.00       hardscaping       Appears reasonable         Paving at ends of (e) craneways       sf       26.25       hardscaping       Appears reasonable         Permeable areas       sf       17.50       hardscaping       Appears reasonable         Railings at ends of (e) craneways       if       600.00       hardscaping       Appears reasonable         Temporary paving to support vertical construction (5" AC over 6" Base) Ph 1       SF       5.75       hardscaping       Appears reasonable         Concrete elevated deck at shoreline boardwalk (Reach 3)       SF       5.75       hardscaping       Appears reasonable         Seismic retrofit allowance for Building 108       sf       250.00       seismic       Reasonable without any details provided         Sheet pile wall, 14' (104-90) exposed, 28' into earth (quantity is retained earth sfwl)       sfwl       121.50       shoreline       Appears reasonable         File (including pile cap) to support precast deck at shoreline (Reach 2) <td< td=""><td>Walkways + plaza paving</td><td>sf</td><td>12.00</td><td></td><td></td></td<>	Walkways + plaza paving	sf	12.00				
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Piles (including pile cap) to support precast deck at shoreline boardwalk (Reach 3)       ea       8,925.00       shoreline       Appears reasonable         Structural soil for trees       ton       170.00       soil       Looks high         10° combined sewer force main with 5-10' of cover in Illinois St       If       450.00       wet inf.       Reasonable as all-in cost         10° combined sewer force main with 5-10' of cover       If       540.00       wet inf.       Reasonable as all-in cost         12° low pressure water line       If       660.00       wet inf.       Reasonable as all-in cost         16° auxilliary water system fire line       If       1,050.00       wet inf.       Reasonable as all-in cost					••		
Structural soil for trees       ton       170.00       soil       Looks high         10° combined sewer force main with 5-10° of cover in Illinois St       If       450.00       wet inf.       Reasonable as all-in cost         10° combined sewer force main with 5-10° of cover       If       540.00       wet inf.       Reasonable as all-in cost         12° low pressure water line       If       660.00       wet inf.       Reasonable as all-in cost         16° auxilliary water system fire line       If       1,050.00       wet inf.       Reasonable as all-in cost				shoreline	Appears reasonable		
10" combined sewer force main with 5-10' of cover in Illinois St       If       450.00       wet inf.       Reasonable as all-in cost         10" combined sewer force main with 5-10' of cover       If       540.00       wet inf.       Reasonable as all-in cost         12" low pressure water line       If       660.00       wet inf.       Reasonable as all-in cost         16" auxilliary water system fire line       If       1,050.00       wet inf.       Reasonable as all-in cost		ea		shoreline	Appears reasonable		
Image: Second	Structural soil for trees	ton		soil	Looks high		
12" low pressure water line     If     660.00     wet inf.     Reasonable as all-in cost       16" auxilliary water system fire line     If     1,050.00     wet inf.     Reasonable as all-in cost	10" combined sewer force main with 5-10' of cover in Illinois St	lf	450.00	wet inf.	Reasonable as all-in cost		
12" low pressure water line     If     660.00     wet inf.     Reasonable as all-in cost       16" auxiliary water system fire line     If     1,050.00     wet inf.     Reasonable as all-in cost	10" combined sewer force main with 5-10' of cover	lf	540.00				
16" auxilliary water system fire line     If     1,050.00     wet inf.     Reasonable as all-in cost	12" low pressure water line	lf	660.00		Reasonable as all-in cost		
	16" auxilliary water system fire line	lf	1,050.00				
Welling Welling Ikeasonable as all-in cost	4" sidewalks on 4" base	sf	12.00	wet inf.			
	8" recycled water system line	lf	540.00		Reasonable as all-in cost including testing & chlorination		
Joint trench in street If 420.00 wet inf. Appears reasonable.	Joint trench in street	lf	420.00				
Reusing cobble stone paving sf 32.00 wet inf. Appears reasonable		sf			••		

Attachment A						
<b>Opinion on Allowances and Lump Sum Items</b>						

Description	Unit	raw rate	cost type	Review Opinion	
Roadway street lights	ea	15,000.00	wet inf.	Appears reasonable	
42" combined sewer gravity line with 5-10' of cover	lf	800.00	wet inf.	Reasonable as all-in cost	
Storm water catch basin at curb with lateral to main	ea	18,000.00	wet inf.	Reasonable as all-in cost	
20" combined sewer gravity line with 5-10' of cover	lf	600.00	wet inf.	Reasonable as all-in cost	
28" combined sewer gravity line with 5-10' of cover	lf	650.00	wet inf.	Reasonable as all-in cost	
20" combined sewer gravity line with 10-15' of cover	lf	700.00	wet inf.	Reasonable as all-in cost	
14" combined sewer gravity line with 5-10' of cover	lf	500.00	wet inf.	Reasonable as all-in cost	
28" combined sewer gravity line with 15-20' of cover	lf	1,200.00	wet inf.	Reasonable, may be high	
8" low pressure water line	lf	450.00	wet inf.	Reasonable as all-in cost including testing & chlorination	
Permeable roadway	sf	25.00	wet inf.	Appears reasonable	
28" combined sewer gravity line with 10-15' of cover	lf	850.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (20-4)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (22-5)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (PSG e-2)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (SC)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (WP-2)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (WT-1)	lf	900.00	wet inf.	Reasonable as all-in cost	
54" combined sewer overflow main with 5-10' of cover (WT-2)	lf	900.00	wet inf.	Reasonable as all-in cost	
8" domestic water main at Slipway Commons	lf	450.00	wet inf.	Reasonable as all-in cost including testing & chlorination	
Storm drainage system	sf	4.89	wet inf.	Appears reasonable	

#### Attachment B Opinion on Allowances and Lump Sum Items

Description	Cost	cost type	Review Opinion	
Electrical hardware 50% discount option Ph 1	821,179.00	?	Reasonable without details provided	
FC Added: Surcharge Allowance Ph 2	750,000.00	?	Reasonable without details provided	
FC Added: Surcharge Allowance Ph 3	750,000.00	?	Reasonable without details provided	
Electrical hardware 50% discount option Ph 2	492,707.40	?	Reasonable without details provided	
FC ADD: Historic Interpretation Ph 1	382,559.40	?	Reasonable without details provided	
Electrical hardware 50% discount option Ph 3	328,471.60	?	Reasonable without details provided	
Raise Building 15 skeleton	1,448,756.00	buldings	Reasonable without details provided	
Demo + site clearing of unbuilt areas Ph 2	576,557.40	demo	Reasonable without details provided	
Allowance for removal of (e) utilities Ph 1	284,722.00	demo	Reasonable without details provided	
Allowance for removal of (e) utilities Ph 2	170,833.20	demo	Reasonable without details provided	
Irish Hill retaining wall	210,000.00	foundation	Reasonable without details provided	
Rough grading after moving dirt - Ph 2	488,388.30	earthwork	Reasonable without details provided	
Allowance for unforeseen buried obstructions Ph 2	471,590.10	earthwork	Reasonable without details provided	
Demo + site clearing of unbuilt areas Ph 3	384,371.60	earthwork	Reasonable without details provided	
Rough grading after moving dirt - Ph 3	325,592.20	earthwork	Reasonable without details provided	
Allowance for unforeseen buried obstructions Ph 3	314,393.40	earthwork	Reasonable without details provided	
Dewatering for utility trenching - Phase 1 roadways	285,431.00	earthwork	Reasonable without details provided	
***Allowance for 22nd Street Pavillion at Waterfront Promenade 1	1,575,000.00	hardscaping	Reasonable without details provided	
***Allowance for Building 6 Pavillion at Waterfront Terrace Park	1,291,500.00	hardscaping	Reasonable without details provided	
Allowance for treatment / disposal of contaminated groundwater Ph 1	569,443.88	hazmat	Reasonable without details provided	
Allowance for treatment / disposal of contaminated groundwater - Ph 2	341,666.33	hazmat	Reasonable without details provided	
Allowance for treatment / disposal of contaminated groundwater - Ph 3	227,777.55	hazmat	Reasonable without details provided	
Public restrooms at Irish Hill Park	393,750.00	parks	Reasonable without details provided	
Allowance for playground equipment	262,500.00	parks	Reasonable without details provided	
***Allowance for Craneway Pavillion at Slipway Commons	1,575,000.00	parks	Reasonable without details provided	
Public restrooms at Slipway Common	393,750.00	parks	Reasonable without details provided	
FC ADD: Park Signage and Wayfinding Ph 1	204,031.60	parks	Reasonable without details provided	
FC ADD: Park Signage and Wayfinding Ph 3	204,031.60	parks	Reasonable without details provided	
FC ADD: Historic Interpretation Ph 2	159,399.75	parks	Reasonable without details provided	
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 2	174,121.50	paving	Reasonable without details provided	
Allowance for signalization and similar improvements at intersection of Illinois / 20th St	341,667.00	streets	Reasonable without details provided	
Allowance for signalization and similar improvements at intersection of Illinois / 21st St	341,667.00	streets	Reasonable without details provided	
Allowance for signalization and similar improvements at intersection of Illinois / 22nd S	341,667.00	streets	Reasonable without details provided	
AWSS tie-in to 20th and 3rd street	150,000.00	wet inf.	Appears high	
Allowance for water features	525,000.00	wet inf.	Reasonable without details provided	
***Allowance for new combined sewer pump station substructure	2,660,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility	
***Allowance for new combined sewer pump station equipment, electrical and controls			Appears reasonable, dependent on scope and size of facility	
Allowance to repair existing outfall at 22nd Street	333,333.00	wee min.	Appears reasonable, but potential high cost. Flag for review	
Allowance to repair existing outfall at 20th Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review	
(Added to SC) Stormwater Management per BKF Memo Ph 1	1,505,473.20	wet inf.	Reasonable without details provided	
(Added to WTP) Stormwater Management per BKF Memo Ph 3	645,202.80	wet inf.	Reasonable without details provided	
WDT/SFPUC metering relocation allowance	250,000.00	wet inf.	Appears reasonable	

#### Attachment B Opinion on Allowances and Lump Sum Items

Description	Cost	cost type	Review Opinion
Electrical hardware 50% discount option Ph 1	821,179.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 2	750,000.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 3	750,000.00	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 2	492,707.40	?	Reasonable without details provided
FC ADD: Historic Interpretation Ph 1	382,559.40	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 3	328,471.60	?	Reasonable without details provided
Raise Building 15 skeleton	1,448,756.00	buldings	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 2	576,557.40	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 1	284,722.00	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 2	170,833.20	demo	Reasonable without details provided
Irish Hill retaining wall	210,000.00	foundation	Reasonable without details provided
Rough grading after moving dirt - Ph 2	488,388.30	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 2	471,590.10	earthwork	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 3	384,371.60	earthwork	Reasonable without details provided
Rough grading after moving dirt - Ph 3	325,592.20	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 3	314,393.40	earthwork	Reasonable without details provided
Dewatering for utility trenching - Phase 1 roadways	285,431.00	earthwork	Reasonable without details provided
***Allowance for 22nd Street Pavillion at Waterfront Promenade 1	1,575,000.00	hardscaping	Reasonable without details provided
***Allowance for Building 6 Pavillion at Waterfront Terrace Park	1,291,500.00	hardscaping	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater Ph 1	569,443.88	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 2	341,666.33	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 3	227,777.55		Reasonable without details provided
Public restrooms at Irish Hill Park	393,750.00	parks	Reasonable without details provided
Allowance for playground equipment	262,500.00	parks	Reasonable without details provided
***Allowance for Craneway Pavillion at Slipway Commons	1,575,000.00	parks	Reasonable without details provided
Public restrooms at Slipway Common	393,750.00	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 1	204,031.60	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 3	204,031.60	parks	Reasonable without details provided
FC ADD: Historic Interpretation Ph 2	159,399.75	parks	Reasonable without details provided
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 2	174,121.50	paving	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 20th St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 21st St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 22nd S	341,667.00	streets	Reasonable without details provided
AWSS tie-in to 20th and 3rd street	150,000.00	wet inf.	Appears high
Allowance for water features		wet inf.	Reasonable without details provided
***Allowance for new combined sewer pump station substructure	2,660,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
***Allowance for new combined sewer pump station equipment, electrical and controls	1,330,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
Allowance to repair existing outfall at 22nd Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
Allowance to repair existing outfall at 20th Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
(Added to SC) Stormwater Management per BKF Memo Ph 1	1,505,473.20	wet inf.	Reasonable without details provided
(Added to WTP) Stormwater Management per BKF Memo Ph 3	645,202.80	wet inf.	Reasonable without details provided
WDT/SFPUC metering relocation allowance	250,000.00	wet inf.	Appears reasonable

### ATTACHMENT C

#### PIER 70 28-ACRE SITE PROJECT COSTS

	HA	ARD	COSTS		
	direct construction	\$	142,722,318		
	owner other	\$	3,209,873	\$	175 119 620
*	construction contingency	\$	21,889,829	Ş	175,118,630
	Design Contingency	\$	7,296,610		
_					
			SOFT COSTS		
	A&E	\$	15,699,455		
	Insurance	\$	2,295,788	\$	
	Bonding	\$	4,005,436		
	Legal	\$	2,097,775		43,308,986
	Financing	\$	1,100,000		
	Soft Cost Contingency	\$	4,504,105		
**	Construction Management	\$	13,606,427		
F	ADDITIONAL	PRO	JECT SOFT COSTS		
	City Review/Acceptance costs	\$	11,210,000		
	Community Outreach/Marketing	\$	1,387,600	\$	21 101 200
	Miscellaneous third party costs	\$	7,245,000	Ş	31,181,289
**	Development Management Fee	\$	11,338,689		
			COSTS	1	
	Noonan relocation	\$	1,000,000		
	cash	\$	8,633,779	\$	10,743,779
	workforce	\$	1,110,000		

#### Recommendations

Parsons/Lotus Water: 15% of Hard Costs is reasonable for budgeting construction contingency for projects having a similar site

Parsons/Lotus Water: 24.7% of Hard Costs is reasonable for budgeting Traditional Soft Costs with respect to projects of this magnitude and scope

Parsons/Lotus Water: additional Project Soft Costs are reasonable provided the Construction Management and Development Management fees are limited to no more than 15% in combined aggregate.

Port staff belive these Other Costs are reasonable for budgeting (not directly related to infrastructure)

TOTAL PROJECT SOFT COSTS \$ 260,33

260,352,684

\* Construction Contingency is capped at 15% of each construction contract as well as cumulatively

\*\* Construction Management and Development Management Fee combined are limited to 15% of Hard Costs