

EXHIBIT 4 TO THE FOURTH AMENDMENT

DRDAP

[ATTACHED]

**DISPOSITION AND DEVELOPMENT AGREEMENT
(CANDLESTICK POINT AND PHASE 2 OF THE HUNTERS POINT
SHIPYARD)**

DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE

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LIST OF EXHIBITS

- Exhibit E-A. Documents to be Submitted for Major Phase Applications and Vertical Applications
- Exhibit E-B. Documents to be Submitted for Streetscape Plans and Signage Plans

**DISPOSITION AND DEVELOPMENT AGREEMENT
(CANDLESTICK POINT AND PHASE 2 OF THE HUNTERS POINT SHIPYARD)**

DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE

This DRDAP implements and is part of the DDA. As used herein, the capitalized terms defined in Section I.A have the meanings ascribed to them in Section I.A. Capitalized terms used but not otherwise defined in this DRDAP shall have the meanings for such terms set forth in the DDA.

I. INTRODUCTION

This DRDAP sets forth the procedures for reviewing the designs, plans and specifications for Infrastructure and Vertical Improvements in the Project Site. The Agency shall review such designs, plans and specifications to ensure that they conform to and are consistent with the Redevelopment Requirements.

A. DEFINITIONS

“**Alice Griffith DDA**” is defined in the Below-Market Rate Housing Plan. “Applicable City Regulations” is defined in the DDA, which definition is, as of the Reference Date, “is defined in the applicable Redevelopment Plan.”

“**Application**” means, individually or collectively as the context requires, a Major Phase Application, Vertical Application, or Open Space Application.

“**Artist Relocation Plan**” is defined in the Community Benefits Plan.

“**Charter**” means the charter of the City.

“**Complete Application**” means, with respect to an Application, the submission of all documents and materials in such detail as is required under the DDA and this DRDAP for such Application.

“**Construction Documents**” is defined in Section VII.D.

“**Construction Documents Application**” means an application for Approval of the Construction Documents submitted in accordance with this DRDAP.

“**DBI**” means the City’s Department of Building Inspection, or any successor public agency designated by or under law.

“**DDA**” is defined in that certain Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) to which this DRDAP is attached.

“**30% Construction Documents**” is defined in Section VII.C.

“30% Construction Documents Review” means a streamlined administrative process that occurs before Developer’s formal submittal of Final Construction Documents, which allows the Developer and Agency staff to collaboratively confirm that the 30% Construction Documents are consistent with the approved Schematic Design Documents.

“Design Document” means, individually or collectively as the context requires, Schematic Design Documents and/or Construction Documents.

“Director of Public Works” means the Director of the Department of Public Works, or his or her designee.

“Interagency Cooperation Agreement” is defined in the DDA, which definition is, as of the Reference Date, “means that certain Interagency Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) entered into in connection with the Project between the Agency and the City and attached hereto as Attachment 1, as amended from time to time.”

“Open Space Application” means, individually or collectively as the context requires, the Schematic Design Documents Application or Construction Documents Application applicable to an Open Space Lot or POPOS.

“Planning Department” means the Planning Department of the City, or any successor public agency designated by or under law.

“POPOS” are those privately owned publicly-accessible open spaces identified in the Parks and Open Space Plan (as it may be amended from time to time).

“Planning Commission” means the Commission of the Planning Department, or any successor governing body of the Planning Department designated by or under law.

“Redevelopment Documents” is defined in the DDA, which definition is, as of the Reference Date, “means: (i) with respect to the Shipyard Site: (a) the Shipyard Redevelopment Plan; (b) the Shipyard Design for Development; and (c) the Shipyard Plan Documents and (ii) with respect to the Candlestick Site: (a) the BVHP Redevelopment Plan; (b) the Candlestick Design for Development; and (c) the BVHP Plan Documents.”

“Redevelopment Requirements” is defined in the DDA, which definition is, as of the Reference Date, “means (i) the applicable Redevelopment Documents, (ii) this DDA, (iii) documents Approved under the DRDAP and (iv) applicable provisions of the CCRL.”

“Schematic Design Documents” is defined in Section VII.B.

“Schematic Design Documents Application” means an application for Approval of the Schematic Design Documents submitted in accordance with this DRDAP.

“Site Permit” means a permit required to be issued by DBI pursuant to the Applicable City Regulations before construction of a particular Improvement.

“Vertical Application” means, individually or collectively as the context requires, the Schematic Design Documents Application or Construction Documents Application applicable to a Vertical Project.

“Vertical Approval” means that the Schematic Design Documents Application or Construction Documents Application applicable to a Vertical Project has each been approved in accordance with the terms of this DRDAP, as the same may be amended from time to time in accordance with the terms of this DRDAP.

B. REVIEW PROCESS

1. Priority Project

The development of the Project is a priority to the City and the Agency. Accordingly, the Agency shall review all Applications as expeditiously as reasonably possible and use commercially reasonable efforts to enforce the applicable provisions of the Interagency Cooperation Agreement and the Planning Cooperation Agreement in accordance with their respective terms. In addition, the Agency shall provide Developer and Vertical Developers with multiple opportunities to meet and confer with Agency staff before Applications are due. The Agency Executive Director and their designee are authorized, and shall use all reasonable efforts, to further streamline the processes and timelines set forth in the DRDAP to advance the following objectives: (1) advance the development of the BVHP Project Area and Phase 2 of the HPS Project Area in a manner consistent with the Redevelopment Plans’ goals and policies and (2) accelerate the delivery of housing consistent with City and State mandates. Such authorization shall not change Agency Commission review of Major Phase and Schematic Design Applications and shall be internally consistent with the DDA.

2. Developer, Agency and City Roles in the DRDAP Process

To the extent required under the DDA, Developer shall submit all Major Phase Applications and Open Space Applications, and either the Developer or Vertical Developers shall submit all Vertical Applications to the Agency as set forth in this DRDAP. The Agency shall review all Applications and submittals for completeness and consistency with the Redevelopment Requirements as set forth in this DRDAP. The Agency shall submit Complete Major Phase Applications, Open Space Applications and Complete Vertical Applications to applicable City Agencies for review and comment. The City Agencies will review submittals made to them pursuant to this DRDAP for consistency with the Applicable City Regulations and shall provide any comments on all Applications within the time required by the Interagency Cooperation Agreement. Agency’s and/or City Agency’s failure to review and comment on submittals within the time frames set forth in this DRDAP shall be a basis for Excusable Delay.

The Parties understand and agree that the Applications will include copious and detailed information, and the turnaround time for Agency and City staff will depend in part upon the amount of new information included in an Application that has not yet been seen by the Agency and the City at the time of Application submittal and the quality of the submittal. Accordingly, Developer or Vertical Developer, as applicable, shall submit information and materials, and schedule meetings with the Agency staff, for consultation and input in the formulation of Application materials in advance of the required submission of Applications as set forth below. The Agency shall make staff available for such requested meetings and consultation. The Parties

understand and agree that input of the Agency staff throughout the design and development process will likely result in an expedited approval process and increased efficiencies.

Whenever Approval or any other action is required by the Agency Commission, the Agency Director shall upon the request of Developer or a Vertical Developer, following the periods to meet and confer and to provide final comments described in this DRDAP, submit such matter to the Agency Commission at the next regularly-scheduled meeting of the Agency Commission for which an agenda has not yet been finalized and for which the Agency can prepare and submit a staff report in keeping with Agency standard practices.

With regard to any public hearings and presentations relating to the Project, Developer and Vertical Developers shall cooperate with, prepare materials for, and participate in presentations to the Agency Commission, the Arts Commission and to the CAC, as applicable.

3. Arts Commission Design Review

Although the Agency has general land use authority over the entire Project Site, Developer shall submit certain Design Documents to the Arts Commission for review and comment as and to the extent required by Charter section 5.103 (for property owned by the City). Such review will be in accordance with the Civic Design Review Guidelines adopted by the Arts Commission. Developer and Vertical Developer, as applicable, shall meet and confer with Agency staff on all submissions to the Arts Commission before making each such submission to the Arts Commission, and shall seek design comments from the Arts Commission not less than ninety (90) days before submittal of the applicable Design Documents to the Agency. Developer and Vertical Developers, as applicable, and the Agency shall encourage the Arts Commission to process design comment requests referred to it by Developer or Vertical Developer expeditiously. Failure of the Arts Commission to complete its comments within a specified time period shall not waive the obligation to obtain design comments and approval from the Arts Commission before the Agency acts on an Application that is subject to review by the Arts Commission; provided however, failure to receive comments from Arts Commission staff within ninety (90) days following submittal shall be a basis for Excusable Delay. The Parties acknowledge that, in any case, the Arts Commission may for any reason require hearings on Developer's Streetscape Plan and Design Documents for Improvements to be dedicated to the City, and it shall be Developer's (or the applicable Vertical Developer's) responsibility to factor in ninety (90) days for the Art Commission review and approval process. The Agency agrees to work with the Arts Commission to develop a standard procedure and timeline for securing design comments from the Arts Commission on the Streetscape Plan, Signage Plan, and the Design Documents described in this Section I.B.3.

4. Planning Department and Planning Commission Review

The Planning Department shall provide staff to assist the Agency with design review of Major Phase Applications and Schematic Design Documents Applications and provide to the Agency timely comments to such submittals in accordance with the Planning Cooperation Agreement. The Agency shall deliver to the Planning Department each Major Phase Application and Schematic Design Documents Application within three (3) business days¹ after the Agency determines that the Application is a Complete Application. As set forth in the Planning

¹ Unless expressly stated otherwise, all references to days shall be to calendar days pursuant to Section 27.17(b) of the DDA.

Cooperation Agreement, the Planning Commission shall review and Approve the design of specific office developments on Commercial Lots containing office development that is subject to Planning Code sections 320-325 pursuant to the Redevelopment Plans. The Agency, Developer and Vertical Developers, as applicable, shall work collaboratively with the Planning Department to ensure that design issues are discussed as early in the review process as possible and that the Agency and the Planning Commission act consistently with respect to the design of specific office developments on the Commercial Lots.

5. CAC Comment on Document Submittals

At the direction of the Agency Director, Developer and Vertical Developers, as applicable, shall provide the CAC or its respective designee(s), as applicable, with updates on the document submittal review process set forth in this DRDAP and shall submit the following for review and consideration by the CAC before any action is taken by the Agency Director or the Agency Commission: (i) the Streetscape Plan and Signage Plan, (ii) Complete Major Phase Applications, (iii) Complete Schematic Design Documents Applications for Vertical Improvements and for Open Space Lots and POPOS; and (iv) adjustment and transfer of uses within the Project Site as discussed in section 1.2.5 of the DDA. Developer and Vertical Developers, as applicable, shall provide the CAC, as applicable, with a summary description of such document submittals and such number of copy sets of such Applications as are reasonably requested by the Agency.

6. Subdivision Map Review

The review and Approval of Applications pursuant to this DRDAP are in addition to and do not waive the requirements for approval of Tentative and Final Vesting Transfer Maps, Tentative and Final Vesting Subdivision Maps, Tentative and Final Subdivision Maps, and Parcel Maps by the City under the Subdivision Map Act, any of its implementing regulations and the CP/HPS Subdivision Code. The City's consideration and Approval or disapproval of Developer's applications for such maps shall be done in accordance with the procedures set forth in the Interagency Cooperation Agreement and the Planning Cooperation Agreement.

Developer, on behalf of the Agency, may submit a request for Approval of and, if Approved, may record a Final Transfer Map or a Final Vesting Transfer Map before a Major Phase Approval is given by the Agency Commission. Developer, on behalf of the Agency or itself, may submit an application for a Tentative Subdivision Map or a Vesting Tentative Subdivision Map relating to a Major Phase or any portion of a Major Phase at the same time it submits the Vertical Application for all or a portion of that Major Phase and before a Major Phase Approval.

7. Temporary and Interim Uses

The Agency staff shall review applications for temporary and interim uses as set forth in the applicable Redevelopment Plan.

8. Schedule of Performance

In meeting its obligations under the Schedule of Performance, Developer shall take into account the process and timing of submittals to the City Agencies, the CAC, the Agency

Commission, and other Governmental Entities, consistent with this DRDAP and the Interagency Cooperation Agreement. The Agency may agree to an extension as part of any Approval or as a separate action.

9. Deviations from Redevelopment Requirements and Previous Approvals

In connection with any Major Phase Application, Open Space Application or Vertical Application, Developer or Vertical Developer may request a variance or deviation from the applicable Redevelopment Requirements, including one variances or deviations from any Approval previously given under this DRDAP.

A request for a variance pursuant to the Redevelopment Plans or the Design for Development shall be reviewed and considered by the Agency pursuant to the standards and requirements of the applicable Redevelopment Plan or Design for Development. Developer or Vertical Developer shall include in any Application a clear statement of any proposed variance or deviation, including a statement to indicate that the Application includes a proposed variance or deviation and a statement of the reasons for the requested variance or deviation.

Non-material deviations (as reasonably determined by the Agency Director) from the applicable Redevelopment Requirements, including from any Approval previously given under this DRDAP, may be given by the Agency Director in their reasonable discretion. Material deviations from the Redevelopment Requirements, including from any Approval previously given under this DRDAP, may be Approved by either the Agency Director or the Agency Commission, as appropriate, in accordance with the procedures and Approval standards associated with the original Redevelopment Requirement or prior Approval from which the deviation is sought.

Developer shall include in any Application a clear statement of any proposed deviation or variance from the Redevelopment Requirements, including from any applicable prior Approval, including a statement to indicate that the Application includes a proposed deviation or variance request and a statement of the justification for the requested deviation. Developer and Vertical Developers shall allow sixty (60) days of added time for review and consideration of the proposed variance or deviation by the Agency Commission, the CAC, and the City Agencies, and such added time shall not be Excusable Delay; provided, it shall be reasonable for the Agency to deny the requested deviation if the Agency reasonably determines that, based upon the scope and substance of the proposed deviation, sixty (60) days is not sufficient time for review and consideration and the Developer does not agree to extend the review and action time as requested by the Agency.

10. Consistency with Redevelopment Requirements and Previous Approvals

Unless otherwise Approved by Developer or Vertical Developer, as applicable, in their respective sole and absolute discretion, and subject to the provisions of the DDA, Interagency Cooperation Agreement, Planning Cooperation Agreement, Redevelopment Plans, and other Plan Documents, the Agency will not disapprove any Major Phase Application, Open Space Application or Vertical Application on the basis of any element that conforms to and is consistent with the Redevelopment Requirements and prior applicable Approvals by the Agency.

11. Other Governmental Entity Approvals

Nothing contained in this DRDAP is intended to eliminate or alter the process or approval requirements set forth under applicable provisions of State or federal law or the regulations of other Governmental Entities, as applicable, with respect to any development at the Project Site. The Parties acknowledge and agree that (i) as set forth in the Interagency Cooperation Agreement, the Agency's Approval of certain modifications to the Infrastructure Plan, the Parks and Open Space Plan, this DRDAP, the Mitigation Measures and the Below-Market Rate Housing Plan are subject to the review and Approval of the City in accordance with the standards set forth in the Interagency Cooperation Agreement and (ii) as set forth in the Tax Allocation Agreement, the Agency's Approval of certain modifications to the Infrastructure Plan and the Below-Market Rate Housing Plan are subject to the review and Approval of the City in accordance with the standards set forth in the Tax Allocation Agreement.

II. SUMMATION OF DOCUMENT SUBMITTALS

Submissions shall consist of the following components or stages, the requirements for which are set forth below:

- a. Streetscape Plan;
- b. Signage Plan;
- c. Major Phase Applications;
- d. Vertical Applications, which shall be submitted in two steps:
 - Schematic Design Documents Applications; and,
 - 30% Construction Documents Process;
 - Final Construction Documents Applications, or alternatively, "Building Permit Applications" as defined in Section VII.D.
- e. Open Space Applications, which shall be submitted in the same two steps as Vertical Applications.

III. STREETSCAPE AND SIGNAGE PLAN APPROVALS

The Streetscape Plan, as described in Exhibit E-B to this DRDAP shall consist of two separate streetscape plans – one for the Shipyard Site and one for the Candlestick Site. The Agency Commission approved the Streetscape Plan for the Candlestick Site on March 15, 2016. The Streetscape Plan for the Shipyard Site shall be submitted to the Agency not less than ninety (90) days before the submittal of the first Major Phase Application for the Shipyard Site (the "Streetscape Submittal Date"). Alternatively, Developer may elect to submit the Streetscape Plan for the Shipyard Site after the Streetscape Submittal Date but in no event later than the date of submittal of its first Major Phase Application for the Shipyard Site, in which case the Agency's time for determination that such Major Phase Application is a Complete Application shall be automatically extended by the number of days from the Streetscape Submittal Date to the date that Developer submits the Streetscape Plan for the Shipyard Site.

The Parties intend that the Streetscape Plan will relate to the Shipyard Site and the Candlestick Site, respectively, and create integration and conformity of the streetscapes as described in the Streetscape Plan.

Not less than thirty (30) days before submitting a Streetscape Plan, Developer shall submit to the Agency Director preliminary maps, plans, and material cut sheets of the type listed in Exhibit E-B. Not less than twenty (20) days before submitting a Streetscape Plan, Developer and the Agency staff shall hold at least one pre-submission conference at a mutually agreeable time, with appropriate City Agencies. Developer may submit information and materials iteratively, and Developer and the Agency may agree to hold such additional meetings and conferences as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission conference before submitting a Streetscape Plan as specified above, then such failure shall not, by itself, constitute an Event of Default and instead the Agency's time for review of the Streetscape Plan shall be extended by thirty (30) days.

The Signage Plan 1 as described in Exhibit E-B, shall consist of two separate signage plans – one for the Shipyard Site and one for the Candlestick Site. The Agency Commission approved the Signage Plan for the Candlestick Site on January 7, 2014. The Signage Plan for the Shipyard Site shall be submitted to the Agency before the submittal of the first Vertical Application for the Shipyard Site (the "Signage Submittal Date"). Alternatively, Developer may elect to submit the Signage Plan after the Signage Submittal Date but in no event later than the date of submittal of the first Vertical Application for the Shipyard Site, in which case the Agency's time for determination that such Application is a Complete Application shall be automatically extended by the number of days from the Signage Submittal Date to the date that Developer submits the Signage Plan.

The Parties intend that the Signage Plan will relate to the Shipyard Site and the Candlestick Site, respectively, and create integration and conformity of the wayfinding and directional signage located within the public right-of-way and public parks. Standards and guidelines for signage affixed and/or located on private property on the Shipyard Site and Candlestick Site shall be addressed in the Design for Development documents.

Unless otherwise Approved by Developer and the Agency Director, the Signage Plan shall include all provisions described in Exhibit E-B.

The Agency Commission shall review and Approve or disapprove the Streetscape Plan and the Signage Plan after consultation with the CAC. The Agency staff shall complete its review and consideration on the Streetscape Plan and the Signage Plan within ninety (90) days after Developer's submittal of such Streetscape Plan and Signage Plan. The Agency staff may propose changes to the Streetscape Plan and the Signage Plan that do not conflict with the Redevelopment Requirements. If the Agency staff proposes any such changes, then the Agency and Developer shall promptly meet and confer in good faith for a period of not more than forty-five (45) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Agency; provided such meet and confer period shall run concurrently with, and shall not extend, the ninety (90) day period specified above unless agreed to by Developer and Agency staff.

Developer shall have the right at any time after the ninety (90) day period specified above has run to require that the Agency Director submit the Streetscape Plan or the Signage Plan, as applicable, to the CAC, and then to the Agency Commission for review and consideration, with or without Agency staff recommendation. The Streetscape Plans and Signage Plans for Candlestick Site and the Shipyard Site must be Approved by the Agency Commission on or before the first Vertical Application for the applicable site.

IV. MAJOR PHASE APPROVALS

Developer shall submit, and the Agency Commission shall review and Approve or disapprove, Major Phase Applications as set forth in the DDA and this Section IV. The purpose of a Major Phase Approval is for the Agency to confirm that the Major Phase Application conforms to and is consistent with the applicable Redevelopment Requirements, and for Developer to obtain Approval by the Agency of the additional detailed information included in a Major Phase Application that has not been previously reviewed or Approved by the Agency, before Developer may proceed with development within that Major Phase. The Major Phase Application is not an architectural application, and conceptual massing diagrams provided as part of a Major Phase Application are intended to convey the proposed urban form and proposed maximum building envelope of each block and will not contain details such as architectural style, building sections, location of windows and doors, colors, and materials.

A. APPLICATION PROCESS

1. Pre-Submission Conference

Not less than thirty (30) days before submitting a Major Phase Application, Developer shall submit to the Agency Director preliminary maps, plans, and design sketches of the type listed for Major Phase Applications in Exhibit E-A, and any other data Developer shall so desire concerning the Major Phase. Not less than twenty (20) days before submitting a Major Phase Application, Developer and the Agency staff shall hold at least one pre-submission conference at a mutually agreeable time. Developer may submit information and materials iteratively, and Developer and the Agency may agree to hold such additional meetings and conferences as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission conference before submitting a Major Phase Application as specified above, then such failure shall not, by itself, constitute an Event of Default and instead the Agency's time for review of the Application in order to determine that such Application is a Complete Application shall be extended by thirty (30) days. Any such extension shall not be the basis for Excusable Delay.

2. Submission

Subject to the terms of the DDA, Developer shall submit each Complete Major Phase Application to the Agency. Developer, in its sole discretion, may combine multiple Major Phase Applications, which for the purposes of the DRDAP means the submission of two or more Major Phase Applications for the Shipyard Site or two or more Major Phase Applications for the Candlestick Site, respectively, within a twelve-month period, excluding any amendments to Major Phase Applications

Unless otherwise Approved by Developer and the Agency Director, all Major Phase Applications shall include all of the documents and materials described for Major Phase Applications in Exhibit E-A.

In addition, unless otherwise Approved by Developer and the Agency Director: (a) the Major Phase Application for the Initial Major Phase shall include the proposed Artist Relocation Plan for the Shipyard Site; and (b) the Major Phase Application for Major Phase 3 shall include Developer's preferred tower placement on the Candlestick Site among the alternatives included in the Candlestick Design for Development, and (c) if applicable, the Major Phase Application for the Major Phase in which the location of Historic Structures and materials and submittals relating to the potential preservation of the Historic Structures in accordance with section 18.2 of the DDA.

B. REVIEW BY THE AGENCY AND CITY AGENCIES

1. Agency Review - Initial

The Agency staff shall review as expeditiously as reasonably possible each Major Phase Application that is submitted for conformance with the requirements of the DDA, including this DRDAP. Within fifteen (15) days following receipt of a Major Phase Application, the Agency staff shall notify Developer of any deficiencies and make any requests for additional information or materials that are reasonably necessary in order to process the Major Phase Application under this DRDAP and are consistent with the type of documents listed in Exhibit E-A for Applications. Developer shall promptly correct any such deficiencies and provide any such requested information and materials. The Agency Director shall make a determination of whether a Major Phase Application is a Complete Application no later than twenty (20) days following receipt of such Major Phase Application or, if applicable, no later than fifteen (15) days following receipt of any additional information and materials requested under this Section IV.B.1, and notify Developer of the same. A Major Phase Application shall be deemed a Complete Application for purposes of the review periods set forth below if the Agency Director fails to notify Developer that it is a Complete Application within the time periods set forth in this paragraph.

2. City Agency Review - Complete Major Phase Application

Within three (3) days of the Agency's determination that a Major Phase Application is a Complete Application, the Agency staff shall submit such Complete Major Phase Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable City Regulations. Each City Agency will provide any comments on the submittal to the Agency within thirty (30) days from the City Agency's receipt of the submittal, unless a different time period is set forth in the Interagency Cooperation Agreement or the Planning Cooperation Agreement in which case such shorter review period shall apply. Consistent with the Agency's responsibilities under the Interagency Cooperation Agreement and the Planning Cooperation Agreement, the Agency shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Major Phase Application, or applicable portions thereof, within such time. Failure of a City Agency to complete its review of a Complete Major Phase Application within the timeframe set forth in this paragraph shall be a basis for Excusable Delay.

3. Agency Review - Complete Major Phase Application

Because a Major Phase Application is required to be consistent with previously approved redevelopment plans and development controls, the Agency staff shall review as expeditiously as reasonably possible each Complete Major Phase Application and shall notify Developer of the Agency staff's comments and comments by applicable City Agencies and other Governmental Entities and community organizations consulted by the Agency. The Agency staff shall provide final comments on each Complete Major Phase Application within sixty (60) days following the Agency's determination that the Major Phase Application is a Complete Application or such Application is deemed Complete.

The Agency staff may propose changes to the Complete Major Phase Application that do not conflict with the Redevelopment Requirements. If the Agency proposes any such changes, then the Agency and Developer shall promptly meet and confer in good faith for a period of not more than (30) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Agency; provided such meet and confer period shall run concurrently with, and shall not extend, the sixty (60) day period specified above unless agreed to by Developer and Agency staff.

Developer shall have the right at any time after the sixty (60) day period above has run to submit the Complete Major Phase Application to the CAC, and then to require that the Agency Director submit the Complete Major Phase Application to the Agency Commission for review and consideration, with or without Agency staff recommendation.

At the close of the periods described above in this Section IV.B.3, the Developer shall submit the Complete Major Phase Application to the CAC. The Agency Director shall then submit the Complete Major Phase Application to the Agency Commission for review and consideration at the next regularly-scheduled meeting of the Agency Commission for which an agenda has not yet been finalized and for which the Agency can prepare and submit a staff report in keeping with standard practices of the Agency. The Agency Commission shall take action on each Complete Major Phase Application in accordance with the standards in Section IV.B.4 within thirty (30) days after such Complete Major Phase Application is introduced at a public meeting of the Agency Commission for review and consideration, unless Developer in its sole discretion Approves an extension of such period. Failure of the Agency Director to submit the Complete Major Phase Application to the Agency Commission, and the failure of the Agency Commission to act, within the time frames specified above shall each be a basis for Excusable Delay.

4. Agency Review - Approval Standard

All Major Phase Applications shall be reviewed and considered by the Agency Commission, and shall be Approved by the Agency Commission, in its reasonable discretion, if and to the extent the Major Phase Application (i) conforms to and is consistent with the applicable Redevelopment Requirements and, if applicable, the Land Acquisition Agreements and the Alice Griffith DDA and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Commission.

If a Major Phase Application is disapproved by the Agency Commission, then the Agency Commissioners shall, at the public hearing during which the Major Phase Application is

being considered, state the basis for the disapproval, which basis shall be summarized in writing by the Agency Director, to the best of his or her knowledge, after the hearing and delivered to Developer. Following any disapproval of a Major Phase Application, Developer may within ninety (90) days following receipt by Developer of such summary (subject to such extensions as may be Approved by the Agency Director) make changes to and resubmit the Major Phase Application. Promptly following the Agency Director's receipt of a revised Complete Major Phase Application, the Agency Director shall submit such revised Complete Major Phase Application in accordance with the procedure set forth in this Section IV.B. The Schedule of Performance shall be automatically extended, if necessary, to allow for the foregoing procedure; provided, however, that the Schedule of Performance shall not be so extended for more than one revised Complete Major Phase Application for each Major Phase without the Approval of the Agency Director.

5. Amendments to Major Phase Approvals

Developer may apply to the Agency for an amendment to a Major Phase Approval in accordance with the standards and procedures for a Major Phase Application. All proposed amendments shall be subject to review and consideration by the Agency Director, unless the Agency Director determines that the proposed amendment is material, in which case the Developer shall submit the proposed amendment to the CAC. The Agency Director shall then submit the proposed amendment to the Agency Commission. The Agency Commission shall take action on the proposed amendment in accordance with the standards and procedures set forth in Section IV.B.4. Without limiting the foregoing, the Approval of the Agency Commission shall be required for proposed amendments that: (i) materially amend the Infrastructure Plan; (ii) (iii) materially increase the number of Major Phases (iv) materially extend the time for delivery of the Agency Lots within the Major Phase; (v) materially delay the Completion of or otherwise reduce the Associated Public Benefits applicable to one (1) or more Major Phases; or (vi) materially extend the time for delivery of the Alice Griffith Replacement Units. Extensions of time to which Developer is entitled under the DDA or the Alice Griffith DDA shall not be considered an amendment subject to the provisions of this Section IV.B.5.

V. INTENTIONALLY OMITTED

VI. CLOSE OF ESCROW

In accordance with article 10 of the DDA, before the close of Escrow on any property to be conveyed by the Agency to Developer under the DDA, Developer shall notify the Agency of the satisfaction of all conditions to the close of Escrow. Developer shall take into account the review and approval periods and process under this DRDAP, the Interagency Cooperation Agreement, and the Planning Cooperation Agreement, including times for design review presentations to the Agency Commission, the Arts Commission, and the CAC, if applicable.

VII. VERTICAL APPROVALS

Developer shall be entitled to seek Approval of Vertical Applications on behalf of future Vertical Developers, whether such Vertical Developers have been identified or not and whether or not Developer or its Affiliates ultimately serve as such Vertical Developer. In such cases, references in this Section VII to "Vertical Developer" shall include Developer.

A. APPLICATION PROCESS

Following a Major Phase Approval, Vertical Developers (including Developer or its Affiliates when acting as a Vertical Developer or when building Infrastructure subject to this Section VII as described below) may seek Approval of Vertical Improvements within that Major Phase. Vertical Application submissions shall consist of the following three components, to be submitted in the following order: (i) Schematic Design Documents, (ii) 30% Construction Document Review and (iii) Final Construction Documents. Developer or, with the Approval of Developer in its sole discretion, Vertical Developer, may submit Schematic Design Documents for Vertical Improvements for one Lot concurrently with, or at any time following, an applicable Major Phase Application. No Vertical Approval shall be given by the Agency until after the Major Phase Approval for the Major Phase in which the Lot is located. Whether document submittals meet the applicable percentage of completion requirement described in this DRDAP shall be determined in the reasonable discretion of the Agency Director.

Schematic Design Documents Applications shall be Approved or disapproved by the Agency Commission and, Construction Documents Applications shall be Approved or disapproved by the Agency Director or their designee (unless the application includes substantial deviations from the Schematic Design Approval, which shall require Approval by the Agency Commission). Thus, where a Schematic Design Documents Application is submitted before Approval of the Major Phase Application to which it relates, the Agency shall process the Applications simultaneously but under the separate approval processes described in this DRDAP. The Agency's time for determining that a Schematic Design Documents Application is a Complete Application, and then for reviewing and providing comments on Schematic Design Documents Application pursuant to this DRDAP, shall not commence until the Major Phase Application for the area in which the Schematic Design Documents Application is located has been Approved.

Before or concurrently with granting Approval of the Construction Documents Application for a Stand-Alone Workforce Project or an Alice Griffith Replacement Project, the Agency shall have Approved the applicable Outside Dates for the Commencement and Completion of the Stand-Alone Workforce Project or Alice Griffith Replacement Project, as applicable. Such Outside Dates shall, upon determination, be included in the Schedule of Performance.

1. Pre-Submission Conference

Not less than thirty (30) days before submitting a Vertical Application, Vertical Developer shall submit to the Agency Director preliminary maps, plans, and design sketches of the type listed for Vertical Applications in Exhibit E-A, and any other data as Vertical Developer shall so desire concerning the applicable Lot. If not submitted together with applicable Major Phase application, a Mid-Block Break Specifications Book shall be submitted no later than 90 days before the first Schematic Design Documents Application for a building within the Major Phase that is adjacent to a mid-block break. Not less than fifteen (15) days before submitting a Vertical Application, Vertical Developer and the Agency staff shall hold at least one pre-submission conference at a mutually agreeable time. Vertical Developer may submit information and materials iteratively, and Vertical Developer and the Agency may agree to hold such additional meetings and conferences as they may deem useful or appropriate. If Vertical Developer fails to submit such preliminary documents or to schedule such pre-submission

conference before submitting a Vertical Application as specified above, then such failure shall not, by itself, constitute an Event of Default and instead the Agency's time for review of the Application in order to determine that such Application is a Complete Application shall be extended by twenty (20) days (e.g., if a Vertical Application is submitted before submitting such preliminary documents or scheduling such a pre-submission conference, then the Agency's time to determine that such Application is a Complete Application shall be extended from ten (10) days to thirty (30) days). Any such extension shall not be the basis for Excusable Delay.

B. REVIEW OF SCHEMATIC DESIGN DOCUMENTS

"Schematic Design Documents" refer to schematic design level of detail for a specific Improvement, building upon the massing and design concepts outlined in the Major Phase Approval and, unless otherwise Approved by Vertical Developer and the Agency Director, each in their sole discretion, shall include the documents and materials described for Schematic Design Documents Applications in Exhibit E-A.

1. Agency Review - Initial

The Agency staff shall review as expeditiously as reasonably possible each Schematic Design Documents Application using the same procedures described for Major Phase Applications in Section IV.B.1. A Schematic Design Documents Application shall not be deemed a Complete Application for purposes of the review periods set forth below until the Agency Director notifies Developer that it is a Complete Application, and the review periods shall commence on the date of such notification.

2. City Agency Review - Complete Schematic Design Documents Application

Within three (3) days of the Agency's determination that a Schematic Design Documents Application is a Complete Application, the Agency staff shall submit such Complete Schematic Design Documents Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable City Regulations. Each City Agency will provide any comments on the submittal to the Agency subject to the time period set forth in the Interagency Cooperation Agreement or the Planning Cooperation Agreement if applicable (e.g., the Planning Cooperation Agreement provides the Planning Department with a forty-five (45) day review and comment period). Consistent with the Agency's responsibilities under the Interagency Cooperation Agreement and the Planning Cooperation Agreement, the Agency shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Schematic Design Documents Application, or applicable portions thereof, within such time. Failure of a City Agency to complete its review of a Complete Schematic Design Documents Application within the timeframe set forth in this paragraph shall be a basis for Excusable Delay.

3. Agency Review - Complete Schematic Design Documents Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Schematic Design Documents Application and shall notify Vertical Developer of the Agency staff's comments and comments by applicable City Agencies. The Agency staff shall provide final comments on each Complete Schematic Design Documents Application within sixty (60)

days (for Applications pertaining to buildings one hundred and thirty (130) feet in height and under) or within eighty (80) days (for Applications pertaining to buildings over one hundred and thirty (130) feet in height) following the Agency's determination that the Schematic Design Documents Application is a Complete Application. For Schematic Design Documents Applications pertaining to Candlestick Center proposed within the Candlestick Site, the Agency's time for providing final comments on such Complete Schematic Design Documents Application shall be extended by sixty (60) days.

The Agency staff may propose changes to the Complete Schematic Design Documents Application that do not conflict with the Redevelopment Requirements. If the Agency proposes any such changes, then the Agency and Vertical Developer shall promptly meet and confer in good faith for a period of not more than thirty (30) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Agency; provided such meet and confer period shall run concurrently with, and shall not extend, the sixty (60) or eighty (80) day period described above, as applicable, unless agreed to by Developer and Agency staff.

Vertical Developer shall have the right at any time after such sixty (60) or eighty (80) day period, as may be extended as set forth above, has run to require that the Agency Director submit the Complete Schematic Design Documents Application to the Agency Commission for review and consideration, with or without Agency staff recommendation. Notwithstanding the foregoing, if one or more Vertical Developers submit a subsequent Complete Schematic Design Documents Application for a different Lot within fifteen (15) days of the date of submittal of a previous Schematic Design Documents Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Schematic Design Documents Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

At the close of the periods described above in this Section VII.B.3, the Vertical Developer shall submit the Complete Schematic Design Documents Application to the CAC. The Agency Director shall then submit the Complete Schematic Design Documents Application to the Agency Commission for review and consideration at the next regularly-scheduled meeting of the Agency Commission for which an agenda has not yet been finalized and for which the Agency can prepare and submit a staff report in keeping with standard practices of the Agency. The Agency Commission shall take action on each Complete Schematic Design Documents Application in accordance with the standards in Section VII.B.4 within thirty (30) days after such Complete Schematic Design Documents Application is introduced at a public meeting of the Agency Commission for review and Approval, unless Vertical Developer, in its sole discretion Approves an extension of such period. As to Stand-Alone Workforce Projects and Alice Griffith Replacement Projects, failure of the Agency Director to submit a Complete Schematic Design Documents Application to the Agency Commission, and the failure of the Agency Commission to act, within the time frames specified above shall each be a basis for Excusable Delay.

4. Agency Review - Approval Standard

All Schematic Design Documents Applications shall be reviewed and considered by the CAC, and then the Agency Commission, and shall be Approved by the Agency Commission if and to the extent the Schematic Design Documents Application (i) conforms to and is consistent

with the applicable Redevelopment Requirements and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Commission.

If a Schematic Design Documents Application is disapproved by the Agency Commission, then the Agency Commissioners shall, at the public hearing during which the Schematic Design Documents Application is being considered, state the basis for the disapproval, which basis shall be summarized in writing by the Agency Director after the hearing and delivered to Vertical Developer. Following any disapproval of a Schematic Design Documents Application, Vertical Developer may make changes to and resubmit the Schematic Design Documents Application at any time; provided, for Alice Griffith Replacement Projects and Stand-Alone Workforce Projects, such resubmittal shall be made within ninety (90) days.

Promptly following the Agency Director's receipt of a revised Complete Schematic Design Documents Application, the Agency Director shall submit such revised Complete Schematic Design Documents Application in accordance with the procedure set forth in this Section VII.B. For Alice Griffith Replacement Projects and Stand-Alone Workforce Projects, the Schedule of Performance shall be automatically extended, if necessary, to allow for the foregoing procedure; provided, however, that the Schedule of Performance shall not be so extended for more than one revised Complete Schematic Design Documents Application for each such Alice Griffith Replacement Project and Stand-Alone Workforce Project without the Approval of the Agency Director.

5. Amendments to Schematic Design Documents Approvals

Vertical Developers may apply to the Agency for an amendment to a Schematic Design Documents in accordance with the standards and procedures for a Schematic Design Documents Application. All proposed amendments to Schematic Design Documents shall be subject to review and Approval by the Agency Director, unless the Agency Director determines that the proposed amendment is material, in which case the Agency Commission shall take action on the proposed amendment in accordance with the standards and procedures set forth in Section VII.B.

C. 30% CONSTRUCTION DOCUMENTS REVIEW PROCESS

The “**30% Construction Documents Review**” process refers to the submittal of construction document detail for a specific Improvement and, unless otherwise Approved by Vertical Developer and the Agency Director, shall include the documents and materials described for 30% Construction Documents in Exhibit E-A. The purpose of this process is to ensure that construction drawings are being developed in a manner consistent with the approved Schematic Design Documents prior to Developer's submittal of Final Construction Drawings to DBI, to incorporate changes resulting from resolution of comments and concerns raised during the review of the Schematic Design Documents in accordance with Sections VII.B.1 and 2, and to prepare drawings and other documents for architectural, structural, mechanical and electrical systems.

The 30% Construction Documents Review process is intended to be a streamlined, collaborative process that seeks to reduce costs, prevent delays, and avoid inconsistencies between Approved Schematic Design Documents and Construction Drawings. This process does not require a completeness determination. The Agency and Developer acknowledge that as design progresses, additional information regarding product specifications, construction details,

building code requirements, and other factors that may impact the design of the Improvements, including unexpected conditions, may need to be addressed in order to realize the Project's vision. Accordingly, the parties recognize that adjustments to the design documents may be necessary as designs progress from the Approved Schematic Design Documents to Construction Drawings. As part of the 30% Construction Documents Review process, the Developer shall provide: a) confirmation the designs submitted are consistent with the Approved Schematic Design Documents; or b) if significant changes are proposed, a memo summarizing any changes in relation to the Approved Schematic Design Documents, and the rationale for such changes.

Agency staff shall notify the Developer within twenty-one (21) days of Developer's submittal whether the Agency finds that the submittal is consistent with the approved Schematic Design Documents, or whether additional information is reasonably necessary for Agency staff to make the determination that the 30% Construction Documents are consistent with the Approved Schematic Design Documents and the Schematic Design conditions of approval; provided that additional information should not include requests beyond those described in Exhibit E-A or require design details that will be provided in later phases of construction documents. The review period can be extended upon mutual agreement between OCII staff and Developer. The intent is to potentially allow for additional time for holidays and multiple vertical applications being submitted at the same time. If Agency requests additional information that is reasonably required to determine whether the 30% Construction Documents are consistent with the Approved Schematic Design Documents, Agency staff shall complete their review within fourteen (14) days of receiving the additional information from Developer. Once the Agency determines that 30% Construction Documents are consistent and comply with the Approved Schematic Design, the Schematic Design conditions of approval, and Redevelopment Requirements, Agency staff shall promptly prepare a letter of consistency in advance of Developer submittal of Final Construction Documents to the Department of Building Inspection.

If within the twenty-one (21) day review period the Agency determines that a submittal proposes significant changes that Developer failed to identify and provide a rationale for such changes, the Agency's twenty-one (21) day review period to determine whether the submittal is consistent with the approved Schematic Design Documents and conditions of approval shall be extended to sixty (60) days.

D. REVIEW OF FINAL CONSTRUCTION DOCUMENTS

"Construction Documents" refer to the Final Construction Documents level of detail for a specific Improvement and shall include the documents and materials described for Construction Documents in Exhibit E-A. The purpose of this submittal is to prepare drawings and specifications, consistent with the 30% Construction Documents, in sufficient detail to set forth the requirements of construction of the Improvement and to provide for application for building permits and receipt of all Authorizations required in order to Commence and Complete the applicable Improvements.

1. **[Intentionally Deleted.]**
2. **Final Construction Documents Review**

Final Construction Documents may be divided and submitted in accordance with an addenda schedule for the Project approved in advance by the City's DBI (**"Building Permit**

Application”). It is anticipated that Vertical Design approvals will follow the DBI process and will not provide Final Construction Documents for the entire building in one application. Accordingly, in lieu of submitting Final Construction Documents, the Agency recognizes that the Developer and/or Vertical Developer may submit Building Permit Application consistent with the DBI process for projects, where DBI review is based on a series of schedules, specifications, separate project manuals and addenda. Developer and/or Vertical Developer may elect to provide Final Construction Documents or Building Permit Applications for Agency staff to review and to confirm consistency and compliance with the Schematic Design Documents Approval and its conditions of approval, and with the Redevelopment Requirements. Agency staff will provide any comments on the submittal to the Developer and/or Vertical Developer within thirty (30) days from the Agency’s receipt of the submittal. Within thirty (30) days of the Developer’s and/or Vertical Developer’s submittal of responses to Agency staff comments, if any, Agency staff shall confirm whether the Final Construction Documents or Building Permit Application is consistent with the Schematic Design Documents Approval, the Schematic Design Documents conditions of approval, and with the Redevelopment Requirements. Agency staff shall promptly document such confirmation by means of a letter of completeness to the DBI. If Agency staff find that the Construction Documents includes substantial deviations from the Schematic Design Documents, the Construction Documents shall be reviewed under the standards and procedures applicable to Schematic Design Documents in Section VII.B. The Agency’s letter of completeness to DBI shall allow the DBI and City Agencies to perform separate completeness checks of the same Final Construction Documents to begin processing the Developer’s and/or Vertical Developer’s building permit applications authorizing construction of the Improvements.

3. [Intentionally Deleted.]

VIII. City Review - Approval Standard

DBI’s and City Agencies’ approval of Construction Documents Applications or Building Permit Applications shall be made in accordance with Applicable City Regulations.

All Construction Documents Applications or Building Permit Applications shall be Approved by the Agency Director or their designee if and to the extent the Construction Documents Application or Building Permit Application (i) conforms to and is consistent with the applicable Redevelopment Requirements and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Director or their designee. If a Construction Documents Application is disapproved by the Agency Director or their designee, then the Agency Director shall send a notice to the applicant stating the basis for the disapproval. The applicant shall have the opportunity to make changes to and resubmit the Construction Documents Application or Building Permit Application from time to time. Promptly following the Agency Director’s receipt of a revised Construction Documents Application or Building Permit Application, the Agency Director shall review and consider such Application in accordance with the procedure set forth in this Section VII.D. The approval of the Agency shall not override the review authority of DBI under the standards and procedures of the Applicable City Regulations.

Construction Documents shall not be Approved until the conditions and requirements set forth in article 4 of the DDA have been satisfied or waived by the Agency.

A. Amendments to Construction Documents Approvals

Vertical Developer may apply to the Agency and DBI for an amendment to Construction Documents consistent with the Applicable City Regulations.

All proposed amendments to the Construction Documents shall be reviewed and considered by DBI and the Agency Director or their designee in the manner and to the extent set forth in Section VII.D; provided that: (i) proposed amendments that materially amend the Schematic Design Documents shall be reviewed under the standards and procedures applicable to Schematic Design Documents in Section VII.B; and (ii) proposed amendments that materially extend the Schedule of Performance for Completion of the Units on an Alice Griffith Lot or Stand-Alone Workforce Lot shall be reviewed under the standards and procedures applicable to Major Phase Applications in Section IV.B.

IX. Processing Alternative for Construction Documents

Construction Documents may, as an alternative to the process described in this Section VII.D, be divided and submitted separately for various Improvements on a Lot in accordance with an addenda schedule for the Lot prepared by Developer in consultation with DBI.

X. PARKS & OPEN SPACE AND RELATED IMPROVEMENTS

A. Application Process

Open Space Application submissions shall consist of the following two components, to be submitted in the following order: (i) Open Space Schematic Design Documents, and (ii) Open Space Construction Documents.

The Developer will submit the Open Space Schematic Designs Documents at or prior to the Application Outside Date for the Major Phase within which the applicable Open Space Lot or POPOS is located, but in any event, approval shall be given by the Agency concurrent with or after the Major Phase Approval for the Major Phase in which the Open Space Lot is located.

Schematic Design Documents Applications shall be Approved or disapproved by the Agency Commission, for consistency with the Redevelopment Plans, Major Phase Application Approval, and Design for Development. Agency staff shall meet with the Developer to review 30% Construction Documents to ensure consistency with the Schematic Design Approval. Applications shall be Approved or disapproved by the Agency Director (unless the Application includes substantial deviations from the Schematic Design Approval, which shall require Approval by the Agency Commission). Where a Schematic Design Documents Application is submitted before Approval of the Major Phase Application to which it relates, the Agency shall process the Applications simultaneously but under the separate approval processes described in this DRDAP.

Application submissions shall be submitted in accordance with the requirements listed in Exhibit E-A.

B. PRE-SUBMITTAL COORDINATION AND PRE-SUBMISSION CONFERENCE

1. Pre-Submittal Coordination

Developer shall work closely with Agency staff prior to the development of the Schematic Design Documents for Open Space Lots. The Developer shall work with the Agency staff on a community outreach process prior to the submission of the Schematic Design Application for all Open Space Lots. Developer shall share all preliminary site plan, site sections, other general design constraints and opportunities such as topography, grading, infrastructure and fiscal constraints that will inform the development of the Schematic Design Application.

2. Pre-Submission Conference

Not less than thirty (30) days before submitting an Open Space Schematic Design Application, the Developer shall submit to the Agency Director an illustrative explanation of design concept, site sections indicating design constraints and opportunities, topography, circulation and views, and other plans listed for Schematic Designs in Exhibit E-A, and any other data the Developer shall so desire concerning the applicable Open Space Lot. Not less than twenty (20) days before submitting an Open Space Schematic Design the Developer and the Agency staff shall hold at least one pre-submission conference at a mutually agreeable time. The Developer may submit information and materials iteratively, and Developer and the Agency may agree to hold such additional meetings and conferences as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission conference before submitting an Open Space Schematic Design Application as specified above, then such failure shall, by itself, not constitute an Event of Default and instead the Agency's time for review of the Application in order to determine that such Application is a Complete Application shall be extended by thirty (30) days. Any such extension shall not be the basis for Excusable Delay.

C. REVIEW OF OPEN SPACE SCHEMATIC DESIGN DOCUMENTS

1. Agency Review - Initial

A Schematic Design Documents Application shall not be deemed a Complete Application for purposes of the review periods set forth below until the Agency Director notifies Developer that it is a Complete Application, and the review periods shall commence on the date of such notification.

2. City Agency Review - Complete Open Space Schematic Design Documents Application

Within three (3) days of the Agency's determination that Schematic Design Documents Application is a Complete Application, the Agency staff shall submit such Complete Schematic Design Documents Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable City Regulations. Each City Agency will provide any comments on the submittal to the Agency thirty (30) days from the City Agency's receipt of the submittal, subject to any longer period set forth

in the Interagency Cooperation Agreement or the Planning Cooperation Agreement if applicable (e.g., the Planning Cooperation Agreement provides the Planning Department with a forty-five (45) day review and comment period). Consistent with the Agency's responsibilities under the Interagency Cooperation Agreement and the Planning Cooperation Agreement, the Agency shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Schematic Design Documents Application, or applicable portions thereof, within such time.

3. Agency Review - Complete Schematic Design Documents Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Schematic Design Documents Application and shall notify Developer of the Agency staff's comments and comments by applicable City Agencies. The Agency shall provide initial draft comments on the Complete Schematic Design Documents Application within thirty (30) days. The Agency staff shall provide final comments on each Complete Schematic Design Documents Application within sixty (60) days following the Agency's determination that the Schematic Design Documents Application is a Complete Application.

The Agency staff may propose changes to the Complete Schematic Design Documents Application that do not conflict with the Redevelopment Requirements. If the Agency proposes any such changes, then the Agency and Developer shall promptly meet and confer in good faith for a period of not more than thirty (30) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Agency; provided such meet and confer period shall run concurrently with, and shall not extend, the sixty (60) day period described above, as applicable, unless agreed to by Developer and Agency staff.

The Developer shall have the right at any time after such (60) day period, as may be extended as set forth above, to submit the Complete Schematic Design Documents Application to the full CAC and subsequently to require that the Agency Director submit the Complete Schematic Design Documents Application to the Agency Commission for review and consideration, with or without Agency staff recommendation. Notwithstanding the foregoing, if the Developer submits a Schematic Design Documents Application for a different Open Space Lot within fifteen (15) days of the date of submittal of a previous Schematic Design Documents Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Schematic Design Documents Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

At the close of the periods described above in this Section VIII.C.3 and following the review and consideration of the Complete Schematic Design Documents Application by the applicable CAC Subcommittee and the full CAC (which shall consist of the number of members required to constitute a quorum), the Agency Director shall submit the Complete Schematic Design Documents Application to the Agency Commission for review and consideration at the next regularly-scheduled meeting of the Agency Commission for which an agenda has not yet been finalized and for which the Agency can prepare and submit a staff report in keeping with standard practices of the Agency. The Agency Commission shall take action on each Complete Schematic Design Documents Application in accordance with the standards in Section VIII.B.4 during the hearing that such Complete Schematic Design Documents Application is considered by Agency Commission for review and Approval, unless the Developer, in its sole discretion Approves an extension of such period.

4. Agency Review - Approval Standard

All Schematic Design Documents Applications shall be reviewed and considered by the CAC, and then the Agency Commission, and shall be Approved by the Agency Commission if and to the extent the Schematic Design Documents Application (i) conforms to and is consistent with the applicable Redevelopment Requirements and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Commission.

If a Schematic Design Documents Application is disapproved by the Agency Commission, then the Agency Commissioners shall, at the public hearing during which the Schematic Design Documents Application is being considered, state the basis for the disapproval, which basis shall be summarized in writing by the Agency Director after the hearing and delivered to Developer. Following any disapproval of a Schematic Design Documents Application, Developer may make changes to and resubmit the Schematic Design Documents Application at any time. Promptly following the Agency Director's receipt of a revised Complete Schematic Design Documents Application, the Agency Director shall submit such revised Complete Schematic Design Documents Application in accordance with the procedure set forth in this Section VIII.C.

5. Amendments to Schematic Design Documents Approvals

The Developer may apply to the Agency for an amendment to a Schematic Design Documents in accordance with the standards and procedures for a Schematic Design Documents Application. All proposed amendments to Schematic Design Documents shall be subject to review and Approval by the Agency Director, unless the Agency Director determines that the proposed amendment is material, in which case the Agency Commission shall take action on the proposed amendment in accordance with the standards and procedures set forth in Section VIII.C

D. REVIEW OF 30% CONSTRUCTION DOCUMENTS

The “**30% Construction Documents Review Process**” refers to construction document level of detail for a specific Improvement and, unless otherwise Approved by Developer and the Agency Director, shall include the documents and materials described for 30% Construction Documents in Exhibit E-A. The purpose of this process is to ensure that construction drawings are being developed in a manner consistent with the approved Schematic Design Documents prior to submitting a Construction Drawing application, to incorporate changes resulting from resolution of comments and concerns raised during the review of the Schematic Design Documents in accordance with Section VIII.C, and to prepare drawings and other documents for Improvements.

The 30% Construction Documents Review Process is intended to be a streamlined, collaborative process that seeks to reduce costs, prevent delays, and avoid inconsistencies between Approved Schematic Design Documents and Construction Drawings. The Agency and Developer acknowledge that as design progresses, additional information regarding product specifications, construction details, building code requirements, and other factors that may impact the design of the Improvements, including unexpected conditions that may need to be addressed in order to realize the Project's vision. Accordingly, the parties recognize that adjustments to the design documents may be necessary as designs progress from the Approved Schematic Design Documents to Construction Drawings. As part of the 30% Construction

Documents Review process the Developer shall provide: a) confirmation the designs submitted are consistent with the Approved Schematic Design Documents; or b) if changes are proposed, a memo summarizing any changes in relation to the Approved Schematic Design Documents, and the rationale for such changes.

Agency staff shall notify the Developer within twenty-one (21) days whether the Agency finds that the submittal is consistent with the approved Schematic Design Documents, or whether additional information is reasonably necessary for Agency staff to make the determination that the 30% Construction Documents are consistent with the Approved Schematic Design and the Schematic Design conditions of approval. The review period can be extended upon mutual agreement between OCII staff and Developer. The intent is to potentially allow for additional time for holidays and multiple vertical applications being submitted at the same time Agency staff recognizes that the intent and purpose of the 30% Construction Documents Review process is to streamline the vertical design process, including the preparation and approval of Construction Drawings. This process is not intended to include design details that will be provided in later phases of construction documents. If Agency requests additional information that is reasonably required to determine whether the 30% Construction Documents are consistent with the Approved Schematic Design Documents, Agency staff shall complete their review within fourteen (14) days of receiving the additional information from Developer. Once the Agency determines that 30% Construction Documents are consistent and comply with the Approved Schematic Design, the Schematic Design conditions of approval, and Redevelopment Requirements, Agency staff shall promptly prepare a letter of consistency in advance of Developer submittal of Final Construction Documents to SFPW.

If within the twenty-one (21) day review period the Agency determines that a submittal proposes significant changes that Developer failed to identify and provide a rationale for such changes, the Agency's twenty-one (21) day review period to determine whether the submittal is consistent with the approved Schematic Design Documents and conditions of approval shall be extended to sixty (60) days.

E. REVIEW OF OPEN SPACE 100% CONSTRUCTION DOCUMENTS

"Construction Documents" refer to the construction documents level of detail for a specific Improvement and, unless otherwise Approved by the Agency Director or their designee, shall include the documents and materials described for Construction Documents in Exhibit E-A. The purpose of this submittal is to expand and develop the Schematic Design Documents to their final form, prepare drawings and specifications in sufficient detail to set forth the requirements of construction of the Improvement and to provide for application for and receipt of all Authorizations required in order to Commence and Complete the applicable Improvements.

1. Agency Review - Initial

The Agency staff shall review each Construction Documents Application as expeditiously as reasonably possible using the same procedures described for Construction Documents Applications for Major Phase Applications in Section IV.B.1. A Construction Documents Application shall not be deemed a Complete Application for purposes of the review periods set forth below until the Agency Director notifies Developer that it is a Complete Application, and the review periods shall commence on the date of such notification.

2. City Agency Review - Complete Construction Documents Application

Developers shall submit Construction Documents Applications concurrently to the Public Works Department Infrastructure Taskforce, who shall circulate permit applications to the Agency and the appropriate City Agencies within three (3) days of the Agency's determination that a Construction Documents Application is a Complete Application, consistent with the requirements of the Interagency Cooperation Agreement. The City Agencies will review submittals made to them for consistency with the Applicable City Regulations. Each City Agency will provide any comments on the submittal to the Agency within thirty (30) days from the City Agency's receipt of the submittal. Consistent with the Agency's responsibilities under the Interagency Cooperation Agreement and the Planning Cooperation Agreement, the Agency shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Construction Documents Application, or applicable portions thereof, within such time.

3. [Intentionally Deleted.]

4. City Review - Approval Standard

The Public Works Department approval of Construction Documents Applications shall be made in accordance with Applicable City Regulations.

All Construction Documents Applications shall be Approved by the Agency Director if and to the extent the Construction Documents Application (i) conforms to and is consistent with the applicable Redevelopment Requirements and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Director. If a Construction Documents Application is disapproved by the Agency Director, then the Agency Director shall send a notice to the applicant stating the basis for the disapproval. The applicant shall have the opportunity to make changes to and resubmit the Construction Documents Application from time to time. Promptly following the Agency Director's receipt of a revised Construction Documents Application, the Agency Director shall review and consider such Application in accordance with the procedure set forth in this Section VIII.E. The approval of the Agency shall not override the review authority of Public Works Department under the standards and procedures of the Applicable City Regulations.

5. Amendments to Open Space Construction Documents Approvals

Developer may apply to the Agency and Public Works Department for an amendment to Construction Documents consistent with the Applicable City Regulations.

All proposed amendments to the Construction Documents shall be reviewed and considered by Public Works Department and the Agency Director in the manner and to the extent set forth in Section VIII.E; provided that: (i) proposed amendments that materially extend the Schedule of Performance for Completion of the Associated Public Benefits; or (ii) proposed amendments that materially amend the Schematic Design Documents shall be reviewed under the standards and procedures applicable to Schematic Design Documents in Section VIII.C.

XI. OTHER CITY PERMITS

A. COMPLIANCE WITH OTHER LAWS

No review by the Agency will be made or Approval given as to the compliance of any Approval with any building codes and standards, including building engineering and structural design, or any other applicable State or federal law or regulation relating to construction standards or requirements, including, without limitation, compliance with any State or federal law or regulation related to the suitability of the improvements for use by persons with physical disabilities. Developer and Vertical Developers shall be responsible for all such compliance.

B. AGENCY REVIEW OF CITY PERMITS

No building permit, or any other City permit, including but not limited to any permits required by the Department of Public Works, shall be issued unless the Agency has first reviewed such building permit or other City permit for consistency with the Redevelopment Requirements and has signed the permit application. The Agency staff shall complete its review pursuant to this Section IX.B within thirty (30) days of receipt of such building permit or other City permit.

C. SITE PERMITS

Developer or Vertical Developer, as applicable, may submit a Site Permit application to the City once the Agency has determined that the Schematic Design Documents Application is a Complete Application, provided that in any event final Site Permits must be consistent with Approved Schematic Design Documents.

Under the Site Permit process, the Final Construction Documents may be divided and submitted to the Department of Building Inspection in accordance with an addenda schedule for the Lot(s) prepared by Developer in consultation with the DBI.

XII. GOVERNMENT REQUIRED PROVISIONS, CHANGES

Where a change in a Complete Major Phase Application, Complete Schematic Design Documents Application, or Construction Documents Application is required by a City Agency or other Governmental Entity and such City Agency or Governmental Entity has authority to require such change pursuant to either applicable State or federal law or, in the case of City Agencies, pursuant to the Interagency Cooperation Agreement or the Planning Cooperation Agreement, the Agency and the Developer and Vertical Developers, as applicable, acknowledge and agree that: (i) they will meet and confer and make every reasonable effort to respond to such requirement in a manner that is consistent with the Redevelopment Requirements and applicable State and federal law; and (ii) the Agency will not deny its Approval of any change that is required to comply with applicable State or federal law or the requirements of City Agencies and Governmental Entities that do not conflict with the Redevelopment Requirements.

EXHIBIT E-A

Documents to be Submitted for Major Phase Applications, Open Space Applications and Vertical Applications

During each stage of the project design review process set forth in this DRDAP, the Agency staff and the applicant may Approve changes to the scale of the drawings set forth herein.

Recognizing that each Improvement is unique, the applicant and the Agency may Approve changes to the type and scope of documents set forth in this DRDAP for a particular Application, including in order to ensure consistency with standards and guidelines in the Redevelopment Requirements.

Construction Documents to be submitted shall be prepared by an architect, or a civil engineer, as applicable, licensed to practice in and by the State of California.

A. Major Phase Applications

Purpose of development phasing application: The purpose of the Major Phase Application is to provide neighborhood-level context in the planning of multiple blocks, streets and open spaces; and communicate the Developer's proposed urban form, building types and uses and infrastructure design at a finer grain than for the entire development area, public. Due to the large-scale nature of the Candlestick and Shipyard developments, identification and provision of anticipated development with interrelated public improvements, such as parks, offsite improvements, and transit, can be accomplished through the phasing application. The application is not intended to be a design review application; therefore, only information that can be accurately identified upon the design of each block is assigned to the vertical application processes. No architectural design is expected at this stage. Conceptual massing diagrams are meant to convey the proposed urban form and maximum building envelope for each block and would not contain details such as architectural style, building sections, location of windows and doors, colors, and materials. However, Schematic Design Applications may be submitted concurrently with Major Phase Applications.

Any of these requirements may be deferred or waived by written Agency staff approval.

Major Phase Applications submitted to the Agency shall be in the form of one (1) digital file. To reduce waste, hard copies will only be provided upon request. A Major Phase Application shall include the following documents:

- 1. Written Narrative Statement:** Each submittal shall include a written statement addressing the items below. The written narrative may consist of one – two paragraphs and can be consolidated with item 3 (Data Charts).
 - a. The proposed land use program;
 - b. Conformance with the Design for Development;

- c. Sustainability measures to be implemented within the Major Phase;
 - d. If there are any changes in the boundaries or sequencing of the Major Phases as set forth in the Phasing Plan, a description of and explanation for the proposed changes.
- 2. Schedule of Performance:** Each submittal shall include a report regarding compliance with the Schedule of Performance and proposed changes to the Schedule of Performance, if any, for the Completion of all Infrastructure for each Major Phase (and address any proposed changes to the Phasing Plan, including sequencing of Major Phases). Any proposed change to the Schedule of Performance shall include a description of and explanation for the proposed change. The submittal shall also include a proposed schedule for review and comment of the Major Phase Application by the CAC.
- 3. Data Charts:** Each submittal shall include the following data charts:
- a. Approximate square footage of all proposed Lots or blocks within the Major Phase;
 - b. Program of uses and approximate aggregate square footage of use type by Major Phase;
 - c. If housing is included, a Housing Data Table, as described in the Below-Market Rate Housing Plan;
 - d. Status of overall development build-out for previous Major Phases, if any, and square footage of Project development by use and by lot number that either has been completed or is under active construction by Phase. This should include development that has received a Certificate of Final Completion and Occupancy. This information could be provided in conjunction with the Housing Data Table;
 - e. Estimated aggregate development for Major Phase in relation to the total allowable building program; and
 - f. Maximum allowed building heights and bulk on a block-by-block basis consistent with the Design for Development
- 4. Vicinity Plan:** In addition to the Site Plan covering the Major Phase, a diagrammatic Vicinity Plan should be submitted showing the Major Phase in the context of planned and existing Improvements and include the following information:
- a. Land uses on surrounding blocks within and outside the Project Site;
 - b. Utilities, including interim facilities;
 - c. Vehicular, transit, bicycle and pedestrian circulation;
 - d. View corridors consistent with the Public Trust Exchange Agreement, as applicable;

- e. Public open space and POPOS as defined in the DRDAP; and
- f. Community Facilities, if located in the applicable Major Phase.

If there are proposed changes to the location of these spaces from the Development Plan, Design for Development, Transportation Plan, or Infrastructure Plan, the submittal should include a description of and explanation for the proposed changes.

5. **Transfer or Subdivision Maps:** Copies of any tentative transfer maps, vesting tentative transfer maps, tentative subdivision maps, or vesting tentative subdivision maps that have been filed with the City that relate to the real property in the Major Phase Application.
6. **Site Plan and Conceptual Massing Diagrams.** The Site Plan will pertain to the total area of development and improvement included in the Major Phase, including the development sites, streets, Open Space and Infrastructure. A Site Plan or Plans as needed (at a scale of 1" = 100'), should conceptually indicate:
 - a. Location of potential uses;
 - b. Phase blocks, proposed approximate Lot boundaries and dimensions if available at the time of submission;
 - c. Conceptual diagrams of massing, height, bulk and setbacks of future buildings, for the purpose of showing form and allowed building envelope only, shown in plan and perspective views (note that changes to the lot coverage and conceptual diagrams in subsequent Vertical Applications shall not be considered deviations requiring additional review by the Agency Director or Agency Commission);
 - d. Planned public open space areas on Open Space Lots within and surrounding the proposed Major Phase;
 - e. Private open space areas (including POPOS) to the extent known at the time of submittal, if applicable
 - f. Location of Auction Lots (see Section 17.2 in the DDA), if applicable
 - g. Fire Station Lot location (as applicable)
 - h. Proposed rights-of-ways, Public Alleys adjacent to Park and Open Space, and, to the extent known, Private Alleys, mid-block connections, or pedestrian connections;
 - i. Identification of the streets in the Major Phase that will be impressed with the Public Trust consistent with the Public Trust Exchange Agreement
7. **Infrastructure Concept Plans / Basis of Design.** Concept plans for Infrastructure within each Major Phase shall be submitted for both transportation systems and utilities, including all off-site Infrastructure to be developed in the applicable Major Phase, and

shall correspond to the Improvements to be provided with the applicable subdivision map.

8. **Relationship to Infrastructure Review by Other City Departments:** A Major Phase Application must show how the proposed scope and content of Infrastructure within the Major Phase will comply with the Plan Documents and Approvals, including the Phasing Plan. The approved Major Phase Application will not limit the scope of Infrastructure that Developer is required to construct in the Major Phase, but the proposed scope and content of Infrastructure in such improvement plans shall at least serve the scope outlined in the Phase Application. The exact details of required Infrastructure in each Major Phase may vary from the approved Major Phase Approval in order to achieve appropriate roadway access, functional utility systems and connections, and to maintain service to existing residents and commercial users, but shall still be governed by the Infrastructure Plan and Phasing Plan. Notwithstanding the foregoing, any removal of street sections from a Major Phase after its inclusion in a Major Phase Approval will be subject to OCII review and approval.

B. Phase-Specific Transportation Plan

The Major Phase Application shall indicate the relationship of the Major Phase to the overall transportation system serving the Project Site. This may pertain to specific portions of these facilities to be constructed as a part of the Phase, and/or connections to facilities outside the boundaries of the Phase. For a particular Phase, the following shall be submitted as they relate to all public spaces within the Major Phase. Phase-specific transit, right-of-way, bicycle and bridge improvements may all be shown on one map, if legible:

1. Transit

- a. Narrative materials with a discussion, plans and sections of transit (interim and permanent) serving the Major Phase, if applicable
- b. Any measures that are a part of the CP-HP Transportation Demand Management Plan, as defined in the Transportation Plan, that will be implemented in whole or part by the Major Phase, if applicable

2. Rights-of-Way

- a. A diagram that depicts the existing streets, streets to be vacated, existing streets that will be improved, and proposed new streets that will be dedicated to the public upon). The diagram will indicate any new or reconstructed streets to be impressed with the Public Trust consistent with the Public Trust Exchange Agreement, if applicable
3. Bicycle plan of on-street bike routes, bike lanes, recreational bike trails and, if applicable, any separate commuter bike routes. Include locations of any Class One bicycle facilities, if applicable
 4. Bridge (for the applicable Major Phase). Plans and sections of transit facilities, vehicle lanes if applicable, pedestrian routes, improvements and amenities, bike facilities, and

any information that is required to satisfy the Yosemite Slough Bridge provisions of the State Parks Agreement

C. Utility Status Plan, Interim Utilities and any Proposed Changes to Utilities

Plans for utilities shall be set forth in the Infrastructure Plan and Master Utility Plans. The Major Phase Application must provide a Utilities Status Plan as described below:

1. Utilities Status Plan will identify any interim utilities necessary to support a specific Major Phase in advance of buildout of adjacent Major Phases, such as locations of planned utility connections and any spurs, extensions or additional scope outside of the phase needed to make connections.
2. Status of overall development build-out of utilities in previous Major Phases, if any.
3. Proposed changes to the Infrastructure Plan attached to the DDA, if any, and the reason for the proposed changes.

D. Mid-Block Breaks

1. Locations and dimensions of mid-block alleys and pedestrian ways (can reference map if completed)
2. Mid-Block Break Maintenance Matrix: Assignment of mid-block break design, construction, and maintenance responsibility to designated party.
3. A Mid-Block Break Specifications Book may be submitted with the Major Phase Application or no later than 90 days before the first Schematic Design Documents Application for a building within the Major Phase that is adjacent to a mid-block break.
4. Geotechnical Report for the Entire Project Site. A comprehensive site-specific geotechnical investigation report, covering the geological conditions of the entire Project Site prepared by a California Certified Engineering Geologist or California Registered Geotechnical Engineer and any plans prepared in compliance with the requirements of the San Francisco Building Code, the Seismic Hazards Mapping Act, and requirements contained in CGS Special Publication 117A "Guidelines for Evaluating and Mitigating Seismic Hazards in California" shall be submitted with the Major Phase Application for the Initial Phase and updated as needed with each subsequent Major Phase.
5. Corporate Guaranty: If needed, Developer shall provide to the Agency a form of Corporate Guaranty in accordance with section 26.4 of the DDA.
6. Community Benefits. A summary of compliance with the Community Benefits Plan, and a description of the substance and the anticipated timing of the community benefits, including any payments or obligations to be fulfilled, in the applicable Major Phase in accordance with the Community Benefits Plan.

7. **Interim Improvements:** Phasing and description of any changes to the Phasing Plan within the Major Phase, any anticipated phasing of construction or temporary Improvements, if any, shall be indicated. Interim improvements may include those essential to the function of the Major Phase infrastructure including temporary or interim parking facilities, construction staging areas, drainage, water mains, sewer mains, dry utilities, or modifications to existing utilities for a locale prior to it receiving its final Improvements per the Infrastructure Plan. For Utilities if there are any changes from the Phasing Plan, the submittal should include a description of and explanation for the proposed changes.
8. **Private Parcels:** Identification of any Private Parcels in the Major Phase, and a summary of whether the Developer has acquired or has rights to acquire the Private Parcels.
9. **Project MMRP:** A report regarding compliance with the Project MMRP, including a description of the substance and timing of the Mitigation Measures to be completed during the applicable Major Phase.
10. **Insurance Requirements:** Insurance requirements consistent with Section 22.7 in the DDA:

22.7 Insurance Requirements. As a part of each Major Phase Application, Developer shall propose the form, amount, type, terms and conditions of insurance coverages required of Developer in connection with such Major Phase, including those required under Section 11.3, and the final insurance requirements shall be included in each Major Phase Approval (the “Insurance Requirements”).
11. **Auction Methodology:** For any Auction Lots contained within the applicable Major Phase, an Auction Methodology consistent with section 17.2 of the DDA.

E. Open Space Schematic Design and Construction Document Applications

1. Open Space Schematic Design Applications

Schematic Design Documents shall include the following:

- a. Context Plan at 1” = 250’ scale indicating existing conditions on the site, including but not limited to the following:
 - (1) Existing structures and contours;
 - (2) Adjacent future Infrastructure i.e., water, sewer, electrical power, storm drains, etc.;
 - (3) Design constraints and opportunities including shadow and wind conditions that may suggest landscape opportunities or constraints (for example, related to the location of any proposed seating, special landscaping, etc.) based on existing sun/shadow diagrams and wind analysis.

- b. Site Plan at 1" = 50' scale illustrating schematic park designs including:
- (1) Park program and location of facilities;
 - (2) Anticipated vehicular, bicycle and pedestrian circulation systems including parking;
 - (3) Active recreational uses;
 - (4) Proposed grading, landscaping and hardscape surface;
 - (5) Generalized locations for furnishings, lighting, public art, signage, comfort facilities, stairs, ramps, and railing.
- c. Description of how the open space areas impressed with the public trust provide public recreation access to the San Francisco Bay waterfront, provide for trust consistent park uses including regional serving open spaces, viewing area of the water and historic Shipyard facilities, the San Francisco Bay Trail, and restorative habitat areas. Recreational sports facilities will be limited to areas not subject to the public trust.
- (1) Isometric and/or perspective drawings or sketches sufficient to illustrate the general character of the open space, including its relationship to surrounding architecture.
 - (2) A palette of open space materials and elements for use in expressing the particular character of the open space:
 - (a) Paving and construction materials;
 - (b) Plant materials;
 - (c) Site and street furniture;
 - (d) Lighting;
 - (e) Water features and related art work.
 - (3) Schematic locations and sizes of all utility and drainage connections and other services requirements.
- d. The Schematic Design Application for Water Room Plaza / Dry Dock 4 will provide a summary of compliance with the Preservation Guidelines, Exhibit FF to the DDA. Schematic Design Applications for adaptive reuse of Dry Dock 2 or 3 will provide a summary of compliance with the historic resource treatment plan and methods developed for CP-HPS2.²

² Lada Kocherovsky and Richard Sucre, Memorandum regarding Secretary of the Interior's Standards Evaluation of Proposed Treatments for Dry Docks 2, 3, and 4, October 5, 2009, prepared by Page & Turnbull.

2. Open Space 30% Construction Documents

30% Construction Documents for Open Space Lots and POPOS shall include landscape architectural plans and sections at 1/16"= 1' or 1"= 20' at applicant's option and with details as appropriate, fixing locations and design of landscape elements, including the following:

- a) Paving, site furniture, stairs and other construction items;
- b) Grading and drainage;
- c) Planting;
- d) Irrigation;
- e) Lighting;
- f) Graphics
- g) Fountains and related art works;
- h) Sidewalks, crosswalks and other street improvements;
- i) Service and vehicular access.
- j) Plans, elevations and sections, including structural, mechanical, electrical and other plans, at 1/16"= 1' or 1"= 20', at applicant's option, and with details as appropriate.
- k) Outline specifications.
- l) Preliminary materials and color board.

3. Open Space Construction Documents Application

The Construction Documents for Open Space Lots and POPOS shall comply with the requirements of Public Works Department and applicable City regulations, including Site Plans and Construction Drawings and Specifications ready for bidding.

F. Vertical Applications – Schematic Design Documents Applications

Schematic Design Documents Applications submitted to the Agency shall be in the form of one (1) digital file. To reduce waste, hard copies will be provided only upon request. A Schematic Design Documents Application shall include the following documents.

1. Written Statement

A written statement of proposal shall expand on the statements in the Major Phase regarding design strategy, size and use of the facilities provided, conformance with the Design for Development, sustainability measure to be considered with the addition of the structural system, principal building materials and floor area calculations. For Schematic Design

Applications that propose adaptive reuse of any of the following buildings, the written statement will include a summary of compliance with then-published Secretary of the Interior's Standards and Guidelines for Rehabilitation: Buildings 140, 204, 205, 207, 211, 224, 231, 253 (as identified on Map 3: Existing Buildings Map of the Shipyard Redevelopment Plan).

2. Data Chart

- a. Location and approximate square footage of particular land uses.
- b. If housing is included, a Project Data Table, as described in the Below-Market Rate Housing Plan.
- c. Automobile and bicycle parking provided.
- d. Building dimensions and conformance with Design for Development Standards.

3. Schematic Drawings

The Schematic Drawings shall include:

- a. Site plan at appropriate scale showing relationships and setbacks of buildings with their respective uses designating open spaces, terraces, landscaped areas, walkways, loading areas, streets, water elements, and adjacent uses. Adjacent existing and proposed street, structures, parks, included Maker Space (if any), and mid-block breaks should also be shown. Scale: minimum 1/16" = 1'.
- b. Site sections showing height relationships of those areas noted above. Scale: minimum 1/16" = 1'.
- c. Building plans (typical floor plans, ground plane plans, roof plans), elevations and sections sufficient to describe the development proposal, the general architectural character, and materials proposed at appropriate scale to fully explain the concept. Scale: minimum 1/8" = 1'.
- d. Isometric or axonometric drawings to illustrate overall project and the building dimensions, bulk, setbacks, stepbacks, and streetwall.
- e. Detailed study materials as needed to examine critical urban design elements including building modulation and surface treatment, window systems, setback areas, building entries, parking and loading entries, retail storefronts, and rooftop elements.
- f. Conceptual design of mid-block breaks if applicable, including landscaping plans, travel way dimensions, sections, planting materials, furnishing, lighting and paving materials selection.
- g. Additional materials to illustrate unique building design elements or demonstrate conformance with design guidelines.

4. Model

A physical model shall be submitted to the Agency which shall be prepared at an appropriate scale indicating the exterior building design including façade articulation.

Alternatively, interactive 3-D digital media, virtual reality or other technologies to assist staff, commissioners and community members to experience and interact with site and architectural design elements are acceptable alternatives to a physical model (if requested by the Developer and approved by Agency staff at the time of Schematic Design Application.)

5. Sustainable Design Measures

A description of the sustainable design measures, with a Green Building checklist and submittal requirements.

6. Perspectives, Sketches and Renderings

Perspectives, sketches, and renderings, (and other appropriate illustrative materials acceptable to the Agency) as necessary to indicate the architectural character of the project and its relationship to the pedestrian level shall be submitted. Mid-rise and high-rise submittals must include multiple illustrations of the proposed building in relation to built and planned neighboring buildings.

7. Façade Materials Board

Samples of proposed materials and exterior colors shall be submitted to the Agency in a manner to allow reviewing staff and members of the public to understand where materials are to be used and how they relate to each other. Sustainability qualities of proposed materials should be outlined.

8. Mid-Block Breaks

If not submitted together with applicable Major Phase application, a Mid-Block Break Specifications Book submitted pursuant to the timing requirements of the DRDAP (i.e., no later than 90 days before the first Schematic Design Documents Application for a building within the Major Phase that is adjacent to a mid-block break).

G. 30% Construction Document Review Process

The 30% Construction Document Review Process shall include working drawings that cover the following:

- 1.** A memo with a narrative statement affirming consistency with approved Schematic Design Application and, if applicable, advising of any design changes;
- 2.** Site plans showing where applicable:

Building relationships to landscaped areas, parking facilities, loading facilities, roads, sidewalks, mid-block connections, any transit facilities, and both public and private open space

areas. All land uses within the subject parcel shall be designated. Streets and points of vehicular and pedestrian access shall be shown, indicating proposed new paving, planting and lighting if applicable.

3. All utilities or service facilities which are a part of or link this project to the public infrastructure shall be shown.
4. Grading plans depicting proposed finish site elevations.
5. Preliminary Site drainage and roof drainage.
6. Required Preliminary connections to existing and proposed utilities.
7. All existing structures adjacent the site.
8. Building floor plans and elevations including structural system, at an appropriate scale (1/8" = 1' minimum), including setbacks from rights-of-way and interior property lines
9. Building sections showing typical cross sections at an appropriate scale, and in particular indicating street walls and adjacent site-specific open spaces, relationship of ground floor uses to pedestrian outdoor areas, and including mechanical equipment.
10. Building details of entries, stoops, window systems, exterior surfaces, bays, decks, lobbies, storefronts, and roof top screening.
11. Landscape design plans between property line and building face showing details and intent of landscape elements including walls, fences, planting, outdoor lighting, ground surface materials. Appropriate reference to improvements in the City's right of way and/or mid-block breaks shall be shown.
12. Drawings showing structural, mechanical and electrical systems.
13. Materials and colors samples as they may vary from those submitted for Schematic Design approval.
14. Sign locations and design.
15. Outline specifications for materials and methods of construction.
16. Roof plan showing location of and screen design for all rooftop equipment; and roof drainage.

H. Vertical Applications – Final Construction Documents

The Final Construction Documents shall comply with the requirements of DBI, including Site Plans and Construction Drawings and Specifications ready for bidding. In addition, the applicant shall submit a presentation of all exterior color schedules including samples, if appropriate, and design drawings for all exterior signs and graphics before completed construction.

EXHIBIT E-B

Documents to be Submitted for Streetscape Plans and Signage Plans

A. Streetscape Plans.

The Streetscape Plans shall be concept level plans that include, at a minimum, the following:

1. **Street Trees.** The Streetscape Plan will depict the types of street tree species proposed (and alternative species), general location, frequency and spacing of tree plantings, planting size, specifications for tree wells, and relationship to the street hierarchy.
2. **Landscaping.** The Streetscape Plan will depict typical locations for additional landscaping along sidewalks, in medians, or other areas of the right-of-way including design concepts, and species palette concepts.
3. **Lighting.** The Streetscape Plan will describe lighting fixture types, general location and frequency.
4. **Street Furnishings.** The Streetscape Plan will describe examples of selection of street furnishings including benches, trash/recycling receptacles, railings, bollards, newspaper racks, bicycle racks and kiosks. The Streetscape Plan will identify the general location, frequency and types of furnishing including typical streets and special installations at activity centers. Locations of and materials for transit facilities shall be coordinated with MTA.
5. **Sidewalk Treatment.** The Streetscape Plan will depict generally the sidewalk treatment, including surface materials, scoring patterns, curb ramp designs, and special treatments for boulevards and retail streets.
6. **Paving, Striping and Curbing.** The Streetscape Plan will depict generally the paving, striping, crosswalk and curbing features including traffic calming measures and special intersection treatments.
7. **Stormwater Treatment Measures.** The Streetscape Plan will depict generally the stormwater treatment measures and concepts that are within the public right of way.
8. **Utilities.** The Streetscape Plan will describe generally the preferred locations for utility boxes and vaults. The Streetscape Plan shall provide designs for appropriate vault covers and control boxes where applicable.

The Streetscape Plan shall describe the overall circulation plans, land uses, street hierarchy and specific streetscape responses to the street typologies. Plans shall be described and illustrated with typical plans, and sections of each street in the applicable Project Area. Areas of special treatment or unique configurations shall be described in greater detail. Detailed studies

and images of selected materials, furnishings, trees, and plant species shall be provided. Conceptual details of installation standards should be provide where appropriate.

B. Signage Plan.

The Signage Plans shall detail signage controls and concept level plans proposed for signage located within the public realm including rights-of-way, parks and open spaces, and POPOS. The Signage Plans shall include, at a minimum:

1. Goals and Objectives.
2. Signage Typology. Signage types proposed, including but not limited to vehicular, pedestrian and bicycle wayfinding signs and signs for public right-of-way, parks, open spaces and POPOS.
3. Design and Location Strategy. Design precedents and inspirations; approximate sign locations including their relation to site vehicular, bicycle and pedestrian circulation and prominent destinations; parameters for signage placement within streetscapes and other parts of the public realm and POPOS; and other considerations guiding signage design and location.
4. Signage Controls. Conceptual design standards including signage dimensions; dimensions of text or graphics; uniform signage features; lighting; and design palettes for materials, colors, and fonts.

The Design for Development includes signage standards for vertical development.