

EXHIBIT 3 TO THE FOURTH AMENDMENT

EXHIBIT D

Schedule of Performance

[ATTACHED]

EXHIBIT D-B-A			
<i>The Schedule of Performance is intended to be a dynamic document. Outside Dates are subject to adjustment at any time, including as part of a Major Phase Application, pursuant to the DRDAP.</i>			
	<u>Schedule of Performance (Non-Stadium Alternative): Candlestick Point¹</u>		
	<u>Associated Public Benefit</u>	<u>Infrastructure Commencement Outside Date</u>	<u>Infrastructure² Completion Outside Date</u>
Major Phase 1 – Alice Griffith			
Onsite Infrastructure	--	--	Completed
Other Public Benefits	--	--	--
Parks	--	--	--
Major Phase 2			
Onsite Infrastructure	--	Improvement Plan Set Submission Outside Date: No later than 12 months from the 2024 Plan Amendment Date (as defined in the BVHP Redevelopment Plan). For purposes of this Major Phase 2 Improvement Plan Set Submission Outside Date, Developer shall be deemed to have satisfied this Outside Date upon the submittal of improvements plans to the City for Major Phase 2.	3 years from the date of issuance of the street improvement permit for Major Phase 2.
Other Public Benefits³	Off-Site Harney Way (Initial)	--	3 years from the date of issuance of the street improvement permit for Major Phase 2.

¹ The Excusable Delay provisions of the DDA are currently applicable to all dates in the Schedule of Performance for the Shipyard Site because of “existing environmental conditions affecting the Shipyard Site that are not the responsibility of Developer under a Remediation Agreement ... [and] including any delay caused or resulting from the investigation or remediation of such conditions.” (DDA Section 24.1.1. Force Majeure). The period of such Excusable Delay commenced as of May 14, 2018 and all dates in the Schedule of Performance for the Shipyard Site are no longer relevant or applicable given the severity of the delays. Once Developer and OCII acknowledge (in writing) that the Excusable Delay no longer exists at the Shipyard Site, Developer and OCII will reasonably cooperate to Approve a new Schedule of Performance for the Shipyard Site. The Parties agree that the limitations set forth in Section 24.5 of the DDA do not apply to the Excusable Delay that is applicable to the Shipyard Site that commenced as of May 14, 2018.

² The Outside Date for Completing outfalls will be identified in the applicable Major Phase Application and are excluded from Onsite Infrastructure for purposes of this Schedule of Performance.

³ An interim SFMTA operator restroom facility will be provided in Major Phase 2 which will be in place until the planned permanent restroom is built in Willie Mays Park 2A. The permanent restroom and layover are scheduled to be built in Major Phase 3. The interim restroom facility in Major Phase 2 may consist of shared access to a restroom that is located within adjacent commercial space, which may be on the ground floor in an adjacent building in CPS 6A, 8A or 9A (provided that such restroom is located within 250 feet of the layover location) or may be located within the interim open space improvements in Major Phase 2. SFMTA shall be responsible for maintaining the interim restroom facility located within the adjacent commercial space or interim open space improvements.

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	<u>Associated Public Benefit</u>	<u>Infrastructure Commencement Outside Date</u>	<u>Infrastructure² Completion Outside Date</u> <u>Park Completion Outside Date</u>
<u>Parks</u>	Interim Open Space (located in future planned Willie Mays Plaza) ⁴	--	-- Upon issuance of Temporary Certificate of Occupancy for second residential building in Major Phase 2.
Major Phase 3			
<u>Onsite Infrastructure</u> <i>(includes Earl Street Boulevard I)</i>	--	October 31, 2029	October 31, 2032
<u>Other Public Benefits</u>	--	--	--
<u>Parks</u>	Willie Mays Plaza	--	-- 12 months after Temporary Certificate of Occupancy for the first building in Major Phases 3.
	Willie Mays Park 2a	--	-- 12 months after Temporary Certificate of Occupancy for the second building in Major Phase 3.
Major Phase 4a (Alice Griffith) and 4b (CP East)			
<u>Onsite Infrastructure for Major Phase 4a⁵ and 4b</u>	--	November 29, 2032 (Outside Date applicable to both Major Phase 4a and 4b)	November 29, 2035
<u>Other Public Benefits</u>	--	--	--
<u>Parks</u>	Mini Wedge Park 1	--	-- 12 months after Temporary Certificate of Occupancy for the last building in Major Phase 4b.
	Mini Wedge Park 2		12 months after Temporary Certificate of Occupancy for the last building in Major Phase 4b.
	Alice Griffith Neighborhood Park 1	--	-- 12 months after Temporary Certificate of Occupancy for the first building on adjacent parcels in Major Phase 4.
Major Phase 5			
<u>Onsite Infrastructure</u>	--	December 28, 2035	December 28, 2038
<u>Other Public Benefits</u>	Harney Way (Ultimate Condition)	--	-- December 28, 2038

The interim restroom will have temporary connections to water, sewer, and power. Should a trailer restroom be provided as an interim restroom facility, the Project Sponsor will be responsible for maintaining and servicing the restroom daily. SFMTA will be responsible for maintaining, servicing, and operating the permanent restroom constructed in Willie Mays Park 2A.

⁴ The interim open space shall be publicly accessible, ADA compliant, and include landscaping. Agency staff may approve permit plans required in connection with the interim open space and Master Developer shall not be required to submit Open Space Applications as set forth under the DRDAP for the interim open space improvements located in the future planned Willie Mays Plaza 1.

⁵ The Developer and OCII will cooperate in evaluating options for OCII to apply for and obtain federal, State, or local grants to fund infrastructure for Major Phase 4a. Should such grant funding be made available, Developer will consider accelerating construction of infrastructure to support the Alice Griffith Replacement Units and associated Agency Affordable Units earlier than the time specified in the Schedule of Performance.

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	<u>Associated Public Benefit</u>	<u>Infrastructure Commencement Outside Date</u>	<u>Infrastructure² Completion Outside Date</u>	<u>Park Completion Outside Date</u>
<u>Parks</u>	Wind Meadow ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last building in Major Phase 5.
	Heart of the Park ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 5.
	The Point ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 5.
	Last Port ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 5.
	The Neck ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 5.
Major Phase 6				
<u>Onsite Infrastructure</u>	--	January 26, 2039	January 26, 2042	--
<u>Other Public Benefits</u>	Off-Site Gilman ⁷	--	January 26, 2042	--
<u>Parks</u>	Alice Griffith Neighborhood Park ²	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcel in Major Phase 6.
	Bayview Hillside Open Space	--	--	12 months after Temporary Certificate of Occupancy for the last building in Major Phase 6.
	Jamestown Walker Slope	--	--	12 months after Temporary Certificate of Occupancy for the last building in Major Phase 6.
Major Phase 7				
<u>Onsite Infrastructure</u> <i>(includes Earl Street Boulevard 2 and 3)</i>	--	February 24, 2045	February 24, 2048	--
<u>Other Public Benefits</u>	Off-site Carroll, Gilman, Ingerson, Ingalls, Jamestown	--	February 24, 2048	--
<u>Parks</u>	Willie McCovey Park	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcels in Major Phase 7.

⁶ These Associated Public Benefits are part of Candlestick Point State Recreation Area (CPSRA) and are to be completed by CA State Parks. Developer obligation defined in State Parks Agreement. The Outside Dates provided herein are for reference purposes only and are not obligations of the Developer under the DDA.

⁷ Off-site Gilman improvements include transportation, surface roadway, and below grade infrastructure improvements. The below-grade infrastructure shall be completed as part of Major Phase 6. Other Off-site Gilman improvements, which may include traffic signal improvements and associated striping, may be completed in earlier Major Phases consistent with applicable CEQA mitigation measures and transit phasing. Surface roadway and final condition will be completed in Major Phase 7.

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	Associated Public Benefit	Infrastructure Commencement Outside Date	Infrastructure ² Completion Outside Date	Park Completion Outside Date
	Willie Mays Park 2B	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcels in Major Phase 7.
	Willie Mays Park 3	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcels in Major Phase 7.
	Grasslands South 1 ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcels in Major Phase 7.
	Grasslands South 2 ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last building on adjacent parcels in Major Phase 7.
	Bayview Gardens ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 7.
	Last Rubble ⁶	--	--	12 months after Temporary Certificate of Occupancy for the last residential building in Major Phase 7.