

EXHIBIT E

DRDAP

[ATTACHED]

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

DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE

TABLE OF CONTENTS

I.	INTRODUCTION	1
A.	DEFINITIONS	1
B.	REVIEW PROCESS	3
1.	Priority Project.....	3
2.	Developer, Agency and City Roles in the DRDAP Process.....	3
3.	Arts Commission Design Review.....	4
4.	Planning Department and Planning Commission Review.....	4
5.	CAC Comment on Document Submittals	5
6.	Subdivision Map Review.....	5
7.	Temporary and Interim Uses	5
8.	Schedule of Performance.....	6
9.	Deviations from Redevelopment Requirements and Previous Approvals	6
10.	Consistency with Redevelopment Requirements and Previous Approvals.....	7
11.	Other Governmental Entity Approvals.....	7
II.	SUMMATION OF DOCUMENT SUBMITTALS	7
III.	STREETSCAPE AND SIGNAGE PLAN APPROVALS	8
IV.	MAJOR PHASE APPROVALS	9
A.	APPLICATION PROCESS	9
1.	Pre-Submission Conference	9
2.	Submission.....	10
B.	REVIEW BY THE AGENCY AND CITY AGENCIES	10
1.	Agency Review - Initial.....	10
2.	City Agency Review - Complete Major Phase Application.....	10
3.	Agency Review - Complete Major Phase Application.....	11
4.	Agency Review - Approval Standard.....	11
5.	Amendments to Major Phase Approvals	12
V.	SUB-PHASE APPROVALS	12
A.	APPLICATION PROCESS	13
1.	Pre-Submission Conference	13
2.	Submission.....	13
B.	REVIEW BY THE AGENCY AND CITY AGENCIES	13
1.	Agency Review - Initial.....	13
2.	City Agency Review - Complete Sub-Phase Application	13

3.	Agency Review - Complete Sub-Phase Application	14
4.	Agency Review - Approval Standard for Sub-Phase Applications <i>Not Within a Combined Major Phase Application</i>	15
5.	Agency Review - Approval Standard <i>for Sub-Phase Applications Within a Combined Major Phase Application</i>	16
6.	Amendments to Sub-Phase Approvals	16
VI.	CLOSE OF ESCROW	17
VII.	VERTICAL APPROVALS	17
A.	APPLICATION PROCESS	17
1.	Pre-Submission Conference	18
2.	Submission.....	18
B.	REVIEW OF SCHEMATIC DESIGN DOCUMENTS.....	18
1.	Agency Review - Initial.....	18
2.	City Agency Review - Complete Schematic Design Documents Application.....	19
3.	Agency Review - Complete Schematic Design Documents Application.....	19
4.	Agency Review - Approval Standard	20
5.	Amendments to Schematic Design Documents Approvals	21
C.	REVIEW OF DESIGN DEVELOPMENT	21
1.	Agency Review - Initial.....	21
2.	Agency Review - Complete Design Development Application.....	22
3.	Agency Review - Approval Standard.....	22
4.	Amendments to Design Development Documents Approvals	23
D.	REVIEW OF CONSTRUCTION DOCUMENTS	23
1.	DBI Review – Initial.....	23
2.	Agency Review - Initial.....	23
3.	City Agency Review - Complete Construction Documents Application	23
4.	Agency Review - Complete Construction Documents Application.....	24
5.	Agency Review - Approval Standard.....	24
6.	Amendments to Construction Documents Approvals	25
7.	Processing Alternative for Construction Documents	25
VIII.	PARKS & OPEN SPACE AND RELATED IMPROVEMENTS	25
A.	Application Process.....	25
B.	PRE-SUBMITTAL COORDINATION AND PRE-SUBMISSION CONFERENCE..	26
1.	Pre-Submittal Coordination.....	26
2.	Pre-Submission Conference	26

C.	REVIEW OF OPEN SPACE SCHEMATIC DESIGN DOCUMENTS.....	26
1.	Agency Review - Initial.....	26
2.	City Agency Review - Complete Open Space Schematic Design Documents Application.....	27
3.	Agency Review - Complete Schematic Design Documents Application.....	27
4.	Agency Review - Approval Standard.....	28
5.	Amendments to Schematic Design Documents Approvals.....	28
D.	REVIEW OF DESIGN DEVELOPMENT.....	28
1.	Agency Review - Initial.....	29
2.	City Agency Review - Complete Design Development Application.....	29
3.	Agency Review - Complete Design Development Application.....	29
4.	Agency Review - Approval Standard.....	30
5.	Amendments to Design Development Documents Approvals.....	30
E.	REVIEW OF OPEN SPACE CONSTRUCTION DOCUMENTS.....	30
1.	Agency Review - Initial.....	31
2.	City Agency Review - Complete Construction Documents Application.....	31
3.	Agency Review - Complete Open Space Construction Documents Application.....	31
4.	Agency Review - Approval Standard.....	32
5.	Amendments to Open Space Construction Documents Approvals.....	32
IX.	OTHER CITY PERMITS.....	32
A.	COMPLIANCE WITH OTHER LAWS.....	32
B.	AGENCY REVIEW OF CITY PERMITS.....	33
C.	SITE PERMITS.....	33
X.	GOVERNMENT REQUIRED PROVISIONS, CHANGES.....	33

LIST OF EXHIBITS

Exhibit E-A. Documents to be Submitted for Major Phase Applications, Sub-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, Sub-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.

“**Design Development Documents**” is defined in Section VII.C.

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

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

“**Vertical Approval**” means that the Schematic Design Documents Application, Design Development Application, or Construction Documents Application applicable to a Vertical Project have 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.

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

To the extent required under the DDA, Developer shall submit all Major Phase Applications, Sub-Phase Applications and Open Space Applications, and 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, Complete Sub-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. A City Agency’s failure to review and comment on submittals within the time frames set forth in this DRDAP shall not, by itself, be the basis for Excusable Delay. But such a failure that (i) results in a delay of an Agency action beyond the time frame permitted for the Agency action under this DRDAP, or (ii) results in a delay of a City action beyond the permitted time set forth in the Interagency Cooperation Agreement when the City is issuing a final Approval (i.e., when there is no subsequent Agency action on such matter), shall be the 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 in satisfying the Outside Dates set forth in the Schedule of Performance. 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) days after the Agency determines that the Application is a Complete Application. As set forth in the Planning 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 Sub-Phase Applications; and (iv) Complete Schematic Design Documents Applications for Vertical Improvements and for Open Space Lots and POPOS; and (v) 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 the initial Sub-Phase within a Major Phase at the same time it submits the Sub-Phase Application and before a Major Phase Approval, but the Department of Public Work's time for determining that such map application is complete and the Agency's time for reviewing and for providing comments and acting on the application shall not commence until there has been a Major Phase Approval given for the property located within such map.

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, Sub-Phase Application, Open Space Application or Vertical Application, Developer or Vertical Developer may request a variance from the applicable Redevelopment Requirements. In connection with any Major Phase Application or Sub-Phase Application, Developer may request a deviation from the applicable Redevelopment Requirements, including 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, including a statement to indicate that the Application includes a proposed variance and a statement of the reasons for the requested variance.

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 his 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 from the Redevelopment Requirements, including from any applicable prior Approval, including a statement to indicate that the Application includes a proposed deviation request and a statement of the reasons for the requested deviation. Developer and Vertical Developers shall allow sixty (60) days of added time for review and consideration of the proposed 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, Sub-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. Sub-Phase Applications;
- e. Vertical Applications, which shall be submitted in three stages:
 - Schematic Design Documents Applications;
 - Design Development Documents Applications; and
 - Construction Documents Applications;
- f. Open Space Applications, which shall be submitted in the same three stages as Vertical Applications.

III. STREETSCAPE AND SIGNAGE PLAN APPROVALS

The Streetscape Plan, as described in Exhibit E-B to this DRDAP, consisting of two separate streetscape plans – one for the Shipyard Site and one for the Candlestick Site – shall be submitted to the Agency not less than ninety (90) days before the submittal of the first Major Phase Application (the “**Streetscape Submittal Date**”). Alternatively, Developer may elect to submit the Streetscape Plan after the Streetscape Submittal Date but in no event later than the date of submittal of its first Major Phase Application, 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.

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, consisting of two separate signage plans – one for the Shipyard Site and one for the Candlestick Site – shall be submitted to the Agency not less than ninety (90) days before the submittal of the first Sub-Phase Application (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 Sub-Phase Application, in which case the Agency’s time for determination that such Sub-Phase 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.

¹ 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 Plan must be Approved by the Agency Commission on or before the first Major Phase Approval, and the Signage Plan must be Approved by the Agency Commission on or before the first Sub-Phase Approval.

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.

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 as 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 on or before the Outside Date for such Major Phase Application. 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; 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) the Sub-Phase Application for the Sub-Phase in which the Historic Structures are located shall include 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 Major Phase 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 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 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, subject to any longer period set forth in the Interagency Cooperation Agreement or the Planning Cooperation Agreement if applicable. 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.

3. Agency Review - Complete Major Phase Application

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 eighty (80) days following the Agency's determination that the Major Phase Application is a Complete Application.

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 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 eighty (80) day period specified above unless agreed to by Developer and Agency staff.

Developer shall have the right at any time after the eighty (80) 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 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) materially extend the Outside Dates for Sub-Phase Applications for one or more Sub-Phases within the Major Phase; (iii) increase the number of Sub-Phases within the Major Phase; (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 Sub-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. SUB-PHASE APPROVALS

Following a Major Phase Approval, Developer shall submit, and the Agency Director shall review and Approve or disapprove, Sub-Phase Applications as set forth in the DDA and this Section V. Developer may seek the first Sub-Phase Approval concurrently with a Major Phase Approval for the Major Phase in which the Sub-Phase is located. The purpose of a Sub-Phase Approval is for the Agency to confirm that the Sub-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 Sub-Phase Application that has not been previously reviewed or Approved by the Agency, before Developer may proceed with development within that Sub-Phase.

A. APPLICATION PROCESS

1. Pre-Submission Conference

Not less than thirty (30) days before submitting a Sub-Phase Application, Developer shall submit to the Agency Director preliminary maps, plans, and design sketches of the type listed for Sub-Phase Applications in Exhibit E-A, and any other data as Developer shall so desire concerning the Sub-Phase. Not less than twenty (20) days before submitting a Sub-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 Sub-Phase 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.

2. Submission

Subject to the terms of the DDA, Developer shall submit each Complete Sub-Phase Application to the Agency on or before the Outside Date for such Sub-Phase Application. Unless otherwise Approved by Developer and the Agency Director, Sub-Phase Applications shall include all of the documents and materials described for Sub-Phase Applications in Exhibit E-A.

B. REVIEW BY THE AGENCY AND CITY AGENCIES

1. Agency Review - Initial

The Agency staff shall review as expeditiously as reasonably possible each Sub-Phase Application using the same procedures described for Major Phase Applications in Section IV.B.1. A Sub-Phase 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 Sub-Phase Application

Within three (3) days of the Agency's determination that a Sub-Phase Application is a Complete Application, the Agency staff shall submit such Complete Sub-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, subject to any longer period set forth in the

Interagency Cooperation Agreement or the Planning Cooperation Agreement if applicable. 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 Sub-Phase Application, or applicable portions thereof, within such time.

3. Agency Review - Complete Sub-Phase Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Sub-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 Sub-Phase Application within eighty (80) days following the Agency's determination that the Sub-Phase Application is a Complete Application, provided, that if one or more Schematic Design Documents Applications are submitted with the Sub-Phase Application, then an additional thirty (30) days shall be added for the first Schematic Design Documents Application and an additional twenty-one (21) days will be added for each additional Schematic Design Documents Application.

Schematic Design Documents Applications shall be reviewed and processed as set forth in Section VII.B, including referral to the CAC and then to the Agency Commission.

The Agency staff may propose changes to the Complete Sub-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 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 eighty (80) day period specified above (as extended if Schematic Design Documents Applications are submitted simultaneously) unless agreed to by Developer and Agency staff.

x. Sub-Phase Applications Not Located Within a Combined Major Phase

Developer shall have the right at any time after the eighty (80) day period above has run to require that the Agency staff submit the Complete Sub-Phase Application to the Agency Director for review and consideration, with or without Agency staff recommendation.

At the close of the periods described above in this Section V.B.3, the Agency staff shall submit the Complete Sub-Phase Application to the Agency Director for review and consideration, and notify Developer of such submission. The Agency Director shall take action on each Complete Sub-Phase Application in accordance with the standards in Section V.B.4 within thirty (30) days after such Complete Sub-Phase Application is submitted to the Agency Director for review and consideration, unless Developer in its sole discretion Approves an extension of such period. Failure of Agency staff to submit the Complete Sub-Phase Application to the Agency Director, or for the Agency Director to act on the Complete Sub-Phase Application, within the time frames specified above shall be a basis for Excusable Delay.

y. Sub-Phase Applications Located Within a Combined Major Phase

Developer shall have the right at any time after the eighty (80) day period has run to require that the Agency Director submit the Complete Sub-Phase Application to the Agency Commission for review and consideration, with or without Agency staff recommendation.

At the close of the periods described in this Section V.B.3, the Developer shall submit the Complete Sub-Phase Application to the CAC. The Agency Director shall then submit the Complete Sub-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 Sub-Phase Application in accordance with the standards in Section V.B.5 within thirty (30) days after such Complete Sub-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 Sub-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 for Sub-Phase Applications Not Located Within a Combined Major Phase

All Sub-Phase Applications shall be reviewed and considered by the Agency Director, and shall be Approved if and to the extent the Sub-Phase Application (i) conforms to and is consistent with the 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 Director.

Without limiting any Approvals required (or the standards for such Approvals) under the Interagency Cooperation Agreement, the Planning Cooperation Agreement or under Section I.B.9, the Approval of the Agency Commission shall be required for Sub-Phase Applications that include changes to the Redevelopment Requirements that materially affect: (i) the area of a Sub-Phase; (ii) the timing or substance of the Associated Public Benefits as shown in the Phasing Plan or other public benefits described in the Below-Market Rate Housing Plans or the Community Benefits Plan; (iii) the timing the Completion of the Agency Affordable Lots or the Alice Griffith Replacement Lots; and (iv) the Infrastructure to be Completed within the Sub-Phase. Additionally, any requested variance approval must be made by the Agency Commission as required by the applicable Redevelopment Plan.

If a Sub-Phase Application is disapproved by the Agency Director, then the Agency Director shall send a notice to Developer stating the basis for the disapproval. Following any disapproval of a Sub-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 Sub-Phase Application. Promptly following the Agency Director's receipt of a revised Complete Sub-Phase Application, the Agency Director shall review and consider the Sub-Phase Application in accordance with the procedure set forth in this Section V.B.4. 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 Sub-Phase Application for each Sub-Phase without the Approval of the Agency Director.

5. Agency Review - Approval Standard for Sub-Phase Applications Located Within a Combined Major Phase

Applications for all Sub-Phases within a combined Major Phase Application 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 Sub-Phase Application (i) conforms to and is consistent with the applicable Redevelopment Plan, and, if applicable, the Land Acquisition Agreements, and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Agency Commission.

If a Sub-Phase Application is disapproved by the Agency Commission, then the Agency Commissioners shall, at the public hearing and during which the Sub-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 Sub-Phase Application, Developer may within ninety (90) days following receipt by Developer of such summary (subject to such extension as may be Approved by Agency Director) make changes to and resubmit the Sub-Phase Application. Promptly following the Agency Director's receipt of a revised Complete Sub-Phase Application, the Agency Director shall submit such revised Complete Sub-Phase Application in accordance with the procedures set forth in this Section V.B.5. 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 Sub-Phase Application for each Sub-Phase without the Approval of the Agency Director.

6. Amendments to Sub-Phase Approvals

Developer may apply to the Agency for an amendment to a Sub-Phase Approval in accordance with the standards and procedures for a Sub-Phase Application. All proposed amendments shall be subject to review and consideration by the Agency Director and the Agency Commission in the manner and under the approval standards established for Sub-Phase Applications, as set forth in Section V.B.4 and Section V.B.5, provided that the following proposed amendments shall, without limitation, require the Approval of the Agency Commission in its sole discretion: (i) amendments that materially alter the matters Approved by the Agency Commission as part of the applicable Major Phase Approval; (ii) material amendments to the Infrastructure Plan or the Parks and Open Space Plan; (iii) material extensions of the Schedule of Performance for Completion of the Infrastructure or the Agency Lots within that Sub-Phase; (iv) amendments to the Redevelopment Plans or the Design for Development; (v) material extensions to the time for delivery of the Alice Griffith Replacement Units; or (vi) material amendments to the timing or substance of the Associated Public Benefits within the Sub-Phase. 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 V.B.6.

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, as may be needed to meet the Outside Dates set forth in the DDA.

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 Sub-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 Sub-Phase. Vertical Application submissions shall consist of the following three components, to be submitted in the following order: (i) Schematic Design Documents, (ii) Design Development Documents and (iii) 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 Sub-Phase Application. No Vertical Approval shall be given by the Agency until after the Sub-Phase Approval for the Sub-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, while Design Development Documents Applications and Construction Documents 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). Thus, where a Schematic Design Documents Application is submitted before Approval of the Sub-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 Sub-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 Sub-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 Sub-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.

2. Submission

Subject to the terms of the DDA, Vertical Developer shall submit each Vertical Application for the Alice Griffith Replacement Projects and the Stand-Alone Workforce Projects on or before the dates needed to satisfy the applicable Outside Dates for the Commencement and Completion of the Alice Griffith Replacement Projects and the Stand-Alone Workforce Projects.

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 Sub-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 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 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 either the arena or the regional retail shopping 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. REVIEW OF DESIGN DEVELOPMENT

“**Design Development Documents**” refer to design development level of detail for a specific Improvement and, unless otherwise Approved by Vertical Developer and the Agency Director, shall include the documents and materials described for Design Development Documents in Exhibit E-A. The purpose of this submittal is to expand upon the Schematic Design Documents, 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 prepare drawings and other documents for architectural, structural, mechanical and electrical systems.

1. Agency Review - Initial

The Agency staff shall review as expeditiously as reasonably possible each Design Development Application using the same procedures described for Major Phase Applications in Section IV.B.1. A Design Development 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.

1. City Agency Review - Complete Design Development Application

Within three (3) days of the Agency’s determination that a Design Development Application is a Complete Application, the Agency staff shall submit such Complete Design Development 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. 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 Design Development Application, or applicable portions thereof, within such time.

2. Agency Review - Complete Design Development Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Design Development 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 Design Development 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 Design Development Application is a Complete Application. Notwithstanding the foregoing, if one or more Vertical Developers submit a subsequent Design Development Application for a different Lot within fifteen (15) days of the date of submittal of a previous Design Development Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Design Development Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

The Agency staff may propose changes to the Complete Design Development 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 specified above (as extended for multiple Applications as set forth above) unless agreed to by Developer and Agency staff. Vertical Developer shall have the right at any time after such period has run to require that the Agency staff submit the Complete Design Development Application to the Agency Director for review and consideration.

At the close of the periods described above in this Section VII.C.3, the Agency staff shall submit the Complete Design Development Application to the Agency Director for review and consideration. The Agency Director shall take action on each Complete Design Development Application in accordance with the standards in Section VII.C.4 within thirty (30) days after such submittal to the Agency Director.

3. Agency Review - Approval Standard

All Design Development Applications shall be reviewed and considered by the Agency Director, and shall be Approved if and to the extent the Design Development 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 Design Development 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 Design Development Application from time to time. Promptly following the Agency Director's receipt of a revised Complete Design Development Application, the Agency Director shall review and consider such Application in accordance with the procedure set forth in this Section VII.C.

4. Amendments to Design Development Documents Approvals

Vertical Developer may apply to the Agency for an amendment to Design Development Documents consistent with, to the extent applicable, the requirements for Design Development Documents. All proposed amendments to Design Development Documents shall be subject to review and Approval by the Agency Director in the manner and to the extent set forth in Section VII.C; 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 III.B. Variances may not be requested through an application for an amendment.

D. REVIEW OF CONSTRUCTION DOCUMENTS

“**Construction Documents**” refer to the construction documents level of detail for a specific Improvement and, unless otherwise Approved by the Agency Director, 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 Design Development 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. DBI Review – Initial

The DBI staff shall review each Construction Documents Application as expeditiously as reasonably possible in accordance with the Interagency Cooperation Agreement and consistent with the Applicable City Regulations.

2. Agency Review - Initial

The Agency staff shall review each Construction Documents Application as expeditiously as reasonably possible using the same procedures described 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.

3. City Agency Review - Complete Construction Documents Application

Vertical Developers shall submit Construction Documents Applications concurrently to the Agency and DBI, who shall circulate permit applications to 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 Complete Construction Documents Application, or applicable portions thereof, within such time.

4. Agency Review - Complete Construction Documents Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Construction 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 Construction 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 Construction Documents Application is a Complete Application. Notwithstanding the foregoing, if one or more Vertical Developers submit a subsequent Construction Documents Application for a different Lot within fifteen (15) days of the date of submittal of a previous Construction Documents Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Construction Documents Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

The Agency staff may propose changes to the Complete Construction 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) and eighty (80) day period specified above (as extended for multiple Applications as set forth above) unless agreed to by Developer and Agency staff. Vertical Developer shall have the right at any time after such period has run to require that the Agency staff submit any final comments on the Complete Construction Documents Application to DBI and the Agency Director for review and consideration.

At the close of the periods described above in this Section VII.D.4, the Agency staff shall submit the Complete Construction Documents Application to DBI and the Agency Director for final review and consideration. DBI and the Agency Director shall take action on each Complete Construction Documents Application in accordance with the standards in Section VII.D.4 within thirty (30) days after such submittal.

5. Agency Review - Approval Standard

DBI 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 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.

6. 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 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.

7. 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 and Approved by the Agency Director. The Agency Director shall review and Approve or deny any such addenda schedule within twenty (20) days of receipt.

VIII. PARKS & OPEN SPACE AND RELATED IMPROVEMENTS

A. Application Process

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

The Developer will submit the Open Space Schematic Designs Documents at or prior to the Application Outside Date for the Sub-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 Sub-Phase Approval for the Sub-Phase in which the Open Space Lot is located.

Schematic Design Documents Applications shall be Approved or disapproved by the Agency Commission, while Design Development Documents Applications and Construction Documents 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 Sub-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 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 DESIGN DEVELOPMENT

“**Design Development Documents**” refer to design development 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 Design Development Documents in Exhibit E-A. The purpose of the Design Development Documents submittal is to expand upon the Schematic Design Documents, 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 prepare drawings and other documents for Improvements.

1. Agency Review - Initial

The Agency staff shall review as expeditiously as possible each Design Development Application using the same procedures described for Major Phase Applications in Section IV.B.1. A Design Development 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 set forth below shall commence on the date of such notification.

2. City Agency Review - Complete Design Development Application

Within three (3) days of the Agency's determination that a Design Development Application is a Complete Application, the Agency staff shall submit such Complete Design Development 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. 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 Design Development Application, or applicable portions thereof, within such time.

3. Agency Review - Complete Design Development Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Design Development Application and shall notify Developer of the Agency staff's comments. The Agency staff shall provide final comments on each Complete Design Development Application within sixty (60) days following the Agency's determination that the Design Development Application is a Complete Application. Notwithstanding the foregoing, if the Developer submits a subsequent Design Development Application for a different Open Space Lot within fifteen (15) days of the date of submittal of a previous Design Development Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Design Development Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

The Agency staff may propose changes to the Complete Design Development 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 thirty (30) day period specified

above (as extended for multiple Applications as set forth above) unless agreed to by Developer and Agency staff. Developer shall have the right at any time after such period has run to require that the Agency staff submit the Complete Design Development Application to the Agency Director for review and consideration.

At the close of the periods described above in this Section VIII.D.3, the Agency staff shall submit the Complete Design Development Application to the Agency Director for review and consideration. The Agency Director shall take action on each Complete Design Development Application in accordance with the standards in Section VIII.D.3 within thirty (30) days after such submittal to the Agency Director.

4. Agency Review - Approval Standard

All Design Development Applications shall be reviewed and considered by the Agency Director, and shall be Approved if and to the extent the Design Development 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 Design Development 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 Design Development Application from time to time. Promptly following the Agency Director's receipt of a revised Complete Design Development Application, the Agency Director shall review and consider such Application in accordance with the procedure set forth in this Section VIII.C.

5. Amendments to Design Development Documents Approvals

Developers may apply to the Agency for an amendment to Design Development Documents in accordance with the standards and procedures for a Design Development Documents Application. All proposed amendments to Design Development Documents shall be subject to review and Approval by the Agency Director in the manner set forth in Section VIII.D, provided that: (i) proposed amendments that materially amend the Open Space Schematic Design Documents, or (ii) proposed amendments that materially extend the Schedule of Performance for Completion of Associated Public Benefits, shall be reviewed under the standards and procedures set forth for Schematic Design Documents Applications in Section VIII.C.

E. REVIEW OF OPEN SPACE CONSTRUCTION DOCUMENTS

“**Construction Documents**” refer to the construction documents level of detail for a specific Improvement and, unless otherwise Approved by the Agency Director, 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 Design Development 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 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 Complete Construction Documents Application, or applicable portions thereof, within such time.

3. Agency Review - Complete Open Space Construction Documents Application

The Agency staff shall review as expeditiously as reasonably possible each Complete Construction Documents Application and shall notify Developer of the Agency staff's comments and comments by applicable City Agencies. The Agency staff shall provide final comments on each Complete Construction Documents Application within sixty (60) days following the Agency's determination that the Construction Documents Application is a Complete Application. Notwithstanding the foregoing, if the Developer submits a subsequent Construction Documents Application for a different Open Space Lot within fifteen (15) days of the date of submittal of a previous Construction Documents Application, then the Agency shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Construction Documents Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

The Agency staff may propose changes to the Complete Construction 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 specified above (as extended for multiple Applications as set forth above) unless agreed to by Developer and Agency staff. Developer shall have the right at any time after such period has

run to require that the Agency staff submit any final comments on the Complete Construction Documents Application to the Public Works Department and the Agency Director for review and consideration.

At the close of the periods described above in this Section VIII.E.3, the Agency staff shall submit the Complete Construction Documents Application to the Public Works Department and the Agency Director for final review and consideration. Public Works Department and the Agency Director shall take action on each Complete Construction Documents Application in accordance with the standards in Section VIII.C.4 within thirty (30) days after such submittal.

4. Agency 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

IX. 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 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 and Approved by the Agency Director within the time and subject to the conditions set forth in Section VII.C.6.

X. GOVERNMENT REQUIRED PROVISIONS, CHANGES

Where a change in a Complete Major Phase Application, Complete Sub-Phase Application, Complete Schematic Design Documents Application, Complete Design Development Documents Application, or Complete 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, Sub-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.

Design Documents and other 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

Major Phase Applications submitted to the Agency shall be in the form of six (6) hard copies and one (1) digital file. A Major Phase Application shall include the following documents:

1. Written Narrative Statement

Each submittal shall include a written statement regarding: (a) the proposed land use program; (b) conformance with the Design for Development; (c) sustainability measures to be implemented within the Major Phase; (d) a summary of material conditions that must be satisfied under the DDA during the course of the Major Phase; (e) a written description and map to show each of the proposed Sub-Phases within the Major Phase, including the proposed sequence of Commencement of the Sub-Phases; (f) a description of the Infrastructure, Community Benefits, and Developer's Below-Market Housing Obligations to be completed within each Sub-Phase; and (g) if there are any changes in the boundaries of the Sub-Phases as set forth in the Phasing Plan or the sequence of Application for or Commencement of the Sub-Phases as set forth in the Schedule of Performance, 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 submission of Sub-Phase Applications and the Commencement and Completion of all Infrastructure for each Sub-Phase within the Major Phase. 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.

While the Schedule of Performance need not include dates for the Approval of intermediary Design Development Documents and Construction Documents for Infrastructure or for Open Space, Developer shall submit intermediary Design Development Documents and Construction

Documents as contemplated by this DRDAP as needed to reach the state of completion required by this DRDAP.

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 Sub-Phase;
- c. If housing is included, a Housing Data Table, as described in the Below-Market Rate Housing Plan;
- d. Square footage of Project development by use and by lot number that either has been completed or is under active construction by Major Phase and Sub-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. Approximate anticipated building heights;
- f. Estimated aggregate development for Sub-Phases included in the Major Phase Application in relation to the total allowable building program; and
- g. Status of overall development build-out for previous Major Phases, if any.

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 including 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, including 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 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. **Site Plan**

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. Sub-Phase blocks, proposed approximate Lot boundaries and dimensions if available at the time of submission;
- c. Proposed location of Public Property;
- d. Generalized lot coverage and conceptual diagrams of massing, height, and bulk of future buildings illustrated in neighborhood-wide plans, sections and three-dimensional figures (note that changes to the lot coverage and conceptual diagrams in subsequent Sub-Phase Applications or Vertical Applications shall not be considered deviations requiring additional review by the Agency Director or Agency Commission);
- e. Planned public open space areas on Open Space Lots and POPOS (to the extent known at the time of submittal), within and surrounding the proposed Major Phase;
- f. Location of Auction Lots (see Section 17.2 in the DDA)
- g. Fire Station Lot location (as applicable)
- h. Diagram of proposed roads and sidewalks separating blocks, 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; and

If there are any changes from the Development Plan, the submittal should include a description of and explanation of the proposed changes.

6. Infrastructure Plans and Documents

Illustrative concept plans for Infrastructure shall be submitted for both transportation systems and utilities within that Major Phase and shall correspond to any Improvements to be provided with the applicable transfer map or vesting tentative transfer map.

a. Transportation

Plans submitted 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 Major Phase, and/or connections to facilities outside the boundaries of the Major Phase. For a particular Major Phase, the following shall be submitted as they relate to all public spaces within the Major Phase:

- (1) Transit
 - (a) Narrative materials with a discussion of transit serving the Major Phase;
 - (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;
- (2) Roadways
 - (a) Plans of new or reconstructed streets including any new or reconstructed streets to be impressed with the Public Trust consistent with the Public Trust Exchange Agreement;
 - (b) Plan views and approximate road sections consistent with the Infrastructure Plan and the Public Trust Exchange Agreement, as applicable;
 - (c) Plan view of recreational bike trails and, if applicable, any separate commuter bike routes;
- (3) Pedestrian routes and improvements
 - (a) Approximate Sidewalk widths and pedestrian amenities;
 - (b) Approximate locations of Public Alleys, mid-block breaks, and, to the extent known, other pedestrian connections, as applicable;
- (4) Bike Facilities

- (a) Approximate Location, alignment and width of Class One bicycle facilities;
 - (b) Location of on-street bike routes bike lanes or routes shall be identified on plan views of roadways.
- (5) Bridge (for the Applicable Major Phase)
- (a) Concept 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

b. Utilities

Plans for utilities shall be set forth in the Infrastructure Plan and Master Utility Plans. The Major Phase Application will include concept level plan drawings that indicate the relationship of the Major Phase to the utilities serving the Project Site, including where relevant:

- (1) Separated sanitary sewer and storm drain facilities and combined sanitary and storm drain facilities, if applicable.

For informational purposes, a generalized graphic and narrative description of these facilities, as related to the location of the Major Phase Application.

- (2) Joint trench – electric power, natural gas, telephone and data communications.

Anticipated corridors for these facilities to be shown on the Site Plan or on utility subset of the Site Plan.

- (c) Stormwater treatment program including location and size of street and park based facilities and treatment options on Private Parcels.
- (d) Status of overall development build-out of utilities in previous Major Phases, if any.
- (e) Proposed changes to the Infrastructure Plan attached to the DDA, if any, and the reason for the proposed changes.

7. **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.

8. 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 Major Phase and updated as needed with each subsequent Major Phase.

9. 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 Major Phase in accordance with the Community Benefits Plan.

10. Phasing Plan

Within the Major Phase, any anticipated phasing of construction or temporary Improvements, including temporary or interim parking facilities, construction staging areas, and interim infrastructure, if any, shall be indicated. If there are any changes from the Phasing Plan, the submittal should include a description of and explanation for the proposed changes.

11. Private Parcels

Identification of any Private Parcels in the Major Phase, and a summary of the acquisition documents through which Developer has acquired or has rights to acquire the Private Parcels.

12. Project MMRP

A report regarding compliance with the Project MMRP, that includes a description of the substance and timing of the Mitigation Measures to be completed during the Major Phase.

13. Insurance Requirements

See Section 22.7 in the DDA

B. Sub-Phase Applications

Sub-Phase Applications submitted to the Agency shall be in the form of six (6) hard copies and one (1) digital file. A Sub-Phase Application builds off the information of an Approved Major Phase, providing greater detail of the Infrastructure and vertical development plan, and shall include the following documents:

1. **Written Narrative Statement**

Each submittal shall include a written statement regarding (a) the proposed land use program; (b) conformance with the Design for Development and the Major Phase Approval; (c) a description of the proposed Infrastructure and Developer's Below-Market Housing Obligations to be completed within the Sub-Phase; (d) a detailed written description of any proposed change to the substance or timing of development of the Sub-Phase, including but not limited to any boundary change, from what was previously included in the Major Phase Approval for that Sub-Phase, and an explanation for the proposed change (or, if there are no proposed changes, a statement of such fact).

2. **Schedule of Performance**

Each submittal shall include a report regarding compliance with the Schedule of Performance and a proposed Schedule of Performance that includes the dates by which Developer shall Complete all of the Infrastructure for the Lots in the Sub-Phase and the Completion of all Improvements for the parks and open space. Any proposed change to the Schedule of Performance shall include a description of and explanation for the proposed change.

3. **Data Charts**

Data charts submitted should provide the following information including:

- a. Program of uses and approximate aggregate square footage of each use by Lot or block within the Sub-Phase. Lotting information will be provided, if available at the time Sub-Phase submission.
- b. If housing is included, a Housing Data Table, as described in the Below-Market Rate Housing Plan;
- c. Approximate square footage of all proposed Lots or blocks within the Sub-Phase.
- d. Square footage of Project development by use and by lot number that either has been completed or is under active construction by Major Phase and Sub-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. Anticipated building heights and bulk on a block by block basis at an incrementally greater level of detail than illustrated in the Major Phase Approval.
- f. Approximate number of off-street automobile parking, bike parking, and loading spaces, including the remaining balance of residential automobile parking allowance to be carried over from earlier Sub-Phases if applicable.

- g. Sub-Phase aggregate development in relation to the Major Phase and the total allowable building program.
- h. Status of overall development build-out for previous Sub-Phases, if any.

4. Vicinity Plan

In addition to the Site Plan covering the proposed development and the immediate area of the Sub-Phase, a diagrammatic Vicinity Plan should be submitted showing the Sub-Phase in the context of planned and existing Improvements:

- a. Land uses on surrounding blocks;
- b. Utilities, including interim facilities;
- c. Vehicular, transit bicycle and pedestrian circulation;
- d. View corridors including view corridors consistent with the Public Trust Exchange Agreement, as applicable;
- e. Public Open Space; and
- f. Community Facilities.

If there are proposed changes to the location of these spaces the submittal should include a description of and explanation for the proposed changes.

5. Transfer or Subdivision Maps

Copies of any Transfer Maps or Final Subdivision Maps that have been filed with the City that relate to the real property in the Sub-Phase Application.

6. Site Plan

The Site Plan will pertain to the total area of development and improvement included in the Sub-Phase, including the development sites, required streets, Open Space and Infrastructure Improvements. A Site Plan or Plans as needed (at a scale of 1" = 100'), should indicate:

- a. Location of potential uses;
- b. General site circulation;
- c. Sub-Phase blocks, approximate proposed block or Lot boundaries and dimensions;
- d. Proposed location of Community Facility Parcels and Community Facilities Space, Agency Lots, Community Builder Lots, Auction Lots, Maker Space and Open Space Lots;

- e. Illustrative examples of potential massing, height, and bulk of future buildings;
- f. Planned public open space areas, within and surrounding the proposed Sub-Phase;
- g. Private open space areas (including POPOS) to the extent known at the time of submittal;
- h. Approximate Setback areas;
- i. Diagram of proposed roads and sidewalks separating blocks; Public Alleys adjacent to Park and Open Space; and, to the extent known, any Private Alleys, mid-block connections or pedestrian connections;
- j. Anticipated location of entrances to buildings, parking and loading facilities to the extent known at the time of submission;
- k. Identification of the streets in the Sub-Phase that will be impressed with the Public Trust consistent with the Public Trust Exchange Agreement;
- l. Proposed stormwater treatment measures.

If there are any changes to the Sub-Phase from that described in the Major Phase Approval, the submittal should include a description of and explanation for the proposed changes.

7. Infrastructure Plans and Documents

a. Transportation

Plans submitted shall indicate the relationship of the Sub-Phase to the Major Phase and 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 Sub-Phase, and/or connections to facilities outside the boundaries of the Sub-Phase. For a particular Sub-Phase, the following shall be submitted as they relate to all public spaces within the Sub-Phase:

- (1) Transit
 - (a) Narrative materials with a discussion , plans and sections of transit serving (interim and permanent) the Major Phase;
 - (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 Sub-Phase or applicable Major Phase;

(2) Roadways

- (a) A map of the streets impressed with the Public Trust consistent with the Public Trust Exchange Agreement;

(3) Pedestrian routes and improvements

- (a) Sidewalk widths and pedestrian amenities;
- (b) Approximate locations of mid-block breaks, and, to the extent known, other pedestrian connections, as applicable.

(4) Bike Facilities

- (a) Location, alignment and width of Class One bicycle facilities,
- (b) Location of the on-street bike routes, bike lanes or routes shall be identified on plan views and roadways.
- (c) Plan view of recreational bike trails and, if applicable, any separate commuter bike routes for both interim and permanent routes;

(5) Bridge

- (a) 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

b. Utilities

Concept Plans for utilities shall be submitted, which indicate the relationship of the Sub-Phase to the Major Phase and to the utilities serving the Project Site, including where relevant:

- (1) Separated sanitary sewer and storm drain facilities and combined sanitary and storm drain facilities, if applicable.

For informational purposes, a generalized graphic and narrative description of these facilities, as related to the location of the Sub-Phase within the Major Phase and the specific sewer and storm

drain collection and conveyance facilities to be installed, shall be submitted.

- (2) Low and high pressure water mains, suction inlets, if applicable, and reclaimed water facilities.

For informational purposes, a generalized graphic and narrative description of these facilities, as related to the Sub-Phase within the Major Phase shall be submitted.

- (3) Joint trench – electric power, natural gas, telephone and data communications.

Anticipated corridors for these facilities to be shown on the Site Plan or on utility subset of the Site Plan.

c. **Mid-Block Breaks**

- (1) Locations and dimensions of mid-block alleys and pedestrian ways.
- (2) 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 Sub-Phase Application or no later than 90 days before the first Schematic Design Documents Application for a building within the Sub-Phase that is adjacent to a mid-block break.

d. Status of overall development build-out for previous Sub-Phases in the applicable Major Phase, if any.

e. Proposed changes to the Infrastructure Plan, if any, and the reason for the proposed changes.

8. Open Space Plans

Schematic Design Documents, if not previously Approved by the Agency, for the Open Space Lots within the Sub-Phase, consistent with this DRDAP, the Phasing Plan, Infrastructure Plan, and Parks and Open Space Plan shall be submitted at the time of the corresponding Sub-Phase Application. Developer may request Director Approval to defer the submittal of Schematic Design Documents for the Open Space Lots within the Sub-Phase.

9. Cost Estimates

Cost Estimates for Infrastructure and for Schematic Designs for Open Space Lots shall be submitted as part of the Sub-Phase Application. The Cost Estimates for each Sub-Phase Application infrastructure should be prepared by a Licensed Civil Engineer based on the Approved Infrastructure Plan, Streetscape Master Plan, Transportation Plan and Master Utility Plans. The cost estimate should take into account the proposed infrastructure scope of the Sub-Phase, based on the adjacency principal and any interim improvements necessary to make the Sub-Phase infrastructure operational. The cost estimate should provide a list of assumptions and include a 15% design contingency, 15% construction contingency, and escalation. The cost estimates for the Open Space Lots should be prepared by a Licensed Landscape Architect or Certified Estimating Professional based on the Schematic Design. If Director Approval is granted to defer the submittal of Schematic Design Documents for Open Space Lot(s) within a Sub-Phase, the cost estimates for Open Space Lots shall be based on the Parks, Open Space and Habitat Concept Plan. Cost estimates based on the Parks, Open Space and Habitat Concept Plan shall include a 20% design contingency, 15% construction contingency, and escalation.

10. Corporate Guaranty

Developer shall provide to the Agency a form of Corporate Guaranty in accordance with section 26.4 of the DDA.

11. Community Benefits

A summary of compliance with the Community Benefits Plan Plan (including, for Shipyard Sub-Phase Applications, general location of Arts Center per Section 3.4(a)(v) of that Plan), and a description of the substance and the timing of the community benefits to be provided in the Sub-Phase.

12. Phasing Plan

Within the Sub-Phase, any anticipated phasing of construction or temporary Improvements, including temporary or interim parking facilities, construction staging areas, and interim infrastructure, if any, shall be indicated. If there are any changes from the Phasing Plan, the submittal should include a description of and explanation for the proposed changes.

13. 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 Sub-Phase. The Agency Director shall review such report to ensure compliance with CEQA and the Project MMRP.

14. Auction Methodology

For any Auction Lots contained within such Sub-Phase, an Auction Methodology consistent with section 17.2 of the DDA.

C. Open Space Schematic Design, Design Development and Construction Document Applications

1. Open Space Schematic Design Applications

Schematic Design Documents, if not previously Approved by the Agency, for the Open Space Lots within the Sub-Phase, consistent with this DRDAP, the Phasing Plan, Infrastructure Plan, and Parks and Open Space Plan shall be submitted at the time of the corresponding Sub-Phase Application. Developer may request Director Approval to defer the submittal of Schematic Design Documents for the Open Space Lots within the Sub-Phase. Applications 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-HPS2.¹

2. Open Space Design Development Applications

Design Development Applications 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;

¹ 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 for Therese A. Brekke, Lennar Urban

- 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.

D. Vertical Applications – Schematic Design Documents Applications

Schematic Design Documents Applications submitted to the Agency shall be in the form of four (4) hard copies and one (1) digital file. 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 and Sub-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 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 model shall be submitted to the Agency which shall be prepared at an appropriate scale indicating the exterior building design including façade articulation.

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 Sub-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 Sub-Phase that is adjacent to a mid-block break).

E. Vertical Applications – Design Development Applications

The Design Development Application shall include 40% working drawings that cover the following design elements:

1. **Site plans showing where applicable:**
 - a. 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.
 - b. All utilities or service facilities which are a part of or link this project to the public infrastructure shall be shown.
 - c. Grading plans depicting proposed finish site elevations.
 - d. Preliminary Site drainage and roof drainage.

- e. Required Preliminary connections to existing and proposed utilities.
 - f. All existing structures adjacent the site.
2. Building floor plans and elevations including structural system, at an appropriate scale (1/8" = 1' minimum).
 3. 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.
 4. Building details of entries, stoops, window systems, exterior surfaces, bays, decks, lobbies, storefronts, and roof top screening.
 5. 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.
 6. Drawings showing structural, mechanical and electrical systems.
 7. Materials and colors samples as they may vary from those submitted for Schematic Design approval.
 8. Sign locations and design.
 9. Outline specifications for materials and methods of construction.
 10. Roof plan showing location of and screen design for all rooftop equipment; and roof drainage.

F. Vertical Applications - Construction Documents

The 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:

- a. Goals and Objectives.
- b. 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.
- c. 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.
- d. 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.