EXHIBIT D-B
Schedule of Performance (Non-Stadium Alternative)

	Sub-Phase	Major Phase 1 Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date
Major Phase 1 CP	CP-01		10/1/13 10/1/13	10/1/15	<b>12/31/24</b> 9/30/17
	CP-02		12/31/15	12/31/17	12/31/20
	01-02	Bayview Hillside Open Space	12/31/13	12/31/19	12/31/21
		Jamestown Walker Slope		12/31/19	12/31/21
		Harney Way 1 Wedge Park 1		12/31/19 12/31/19	12/31/21 12/31/21
		Gilman Ave		12/31/19	12/31/21
		Last Port <sup>1</sup>		12/31/20	12/31/22
		The Neck <sup>1</sup>		12/31/20	12/31/22
	CP-03	Wedge Park 2a	12/31/15	12/31/17 12/31/20	12/31/20 12/31/22
	CP-04		12/31/15	12/31/17	12/31/20
	CP-05		6/30/18	6/30/20	6/30/22
		Alice Griffith Neighborhood Park 1		6/30/22	6/30/24
Major Phase 1 HP	LID of		12/31/17	0/00/00	6/30/24
	HP-01	Building 101 Infrastructure	6/30/18	6/30/20 6/30/17	12/30/24 6/30/18
		Artist Replacement Space		6/30/18	12/30/20
		Shipyard Hillside Open Space		12/30/22	12/30/24
	HP-02		6/30/18	6/30/20	12/30/24
		Northside Park Innes Avenue <sup>2</sup>		12/30/22 12/30/22	12/30/24 12/30/24
		Major Phase 2			
	Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date
Major Phase 2 CP			12/31/18	Outside Date	12/31/27
	CP-06		12/31/18	12/31/20	12/31/22
		Harney Way 2		12/31/21	12/31/23
	CP-07	J	12/31/19	12/31/21	12/31/24
		Ingerson Ave Jamestown Ave		12/31/24 12/31/24	12/31/26 12/31/26
		Alice Griffith Neighborhood Park 2		12/31/24	12/31/26
		Ingalls/Thomas/Carroll/Griffith <sup>3</sup>		12/31/24	12/31/26
	CP-08		12/31/19	12/31/21	12/31/23
		Mini-Wedge Park 1		12/31/23	12/31/25
	CP-09		12/31/20	12/31/22	12/31/24
		The Heart of the Park <sup>1</sup>		12/31/24	12/31/26
		The Point <sup>1</sup>		12/31/24	12/31/26
	CP-10		12/31/21	12/31/23 12/31/25	12/31/25 12/31/27
		Mini-Wedge 2		12/31/23	
Major Phase 2 HP	HP-03		6/30/21 6/30/21	6/30/23	6/30/29 6/30/25
		Yosemite Slough Bridge <sup>3</sup>		6/30/23	6/30/25
		Waterfront Promenade North		6/30/24	6/30/26
	HP-04		6/30/24	6/30/26	6/30/28
		Water Room / Dry Dock 4 / Water Room Bridge		6/30/27	6/30/29
		Waterfront Promenade South Pier		6/30/27	6/30/29
		Waterfront Recreation and Education Park Regunning Crane Pier Habitat		6/30/27 6/30/28	6/30/29 6/30/30
		Community Sports Fields Complex		6/30/29	6/30/32
		Palou Ave		6/30/28	6/30/30
		Major Phase 3	Application	Commonorment	Completion
	Sub-Phase	Major Phase 3 Associated Public Benefit	Application Outside Date	Commencement Outside Date	
Major Phase 3 CP			Outside Date 12/31/22	Outside Date	Outside Dat 6/30/36
Major Phase 3 CP	CP-11		Outside Date 12/31/22 12/31/22	Outside Date 12/31/24	Outside Dat 6/30/36 12/31/26
Major Phase 3 CP			Outside Date 12/31/22	Outside Date	Outside Dat 6/30/36
Major Phase 3 CP	CP-11	Associated Public Benefit	Outside Date 12/31/22 12/31/22	Outside Date 12/31/24 12/31/25	Outside Dat 6/30/36 12/31/26 12/30/27
Major Phase 3 CP	CP-11	Associated Public Benefit Wedge Park 2b	Outside Date 12/31/22 12/31/22	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27
Major Phase 3 CP	CP-11 CP-12	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup>	Outside Date 12/31/22 12/31/22 12/31/23	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/30	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/27 12/31/32
Major Phase 3 CP	CP-11 CP-12 CP-13	Associated Public Benefit Wedge Park 2b	Outside Date 12/31/22 12/31/23 12/31/23 12/31/24	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/30 12/31/27	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/22 12/31/29
Major Phase 3 CP	CP-11 CP-12	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup>	Outside Date 12/31/22 12/31/22 12/31/23	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/30	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/27 12/31/32
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup>	Uutside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/26 12/31/27 12/31/26 12/31/26	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/27 12/31/29
Major Phase 3 CP	CP-11 CP-12 CP-13	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup>	Outside Date 12/31/22 12/31/23 12/31/23 12/31/24	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/25 12/31/26	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/27 12/31/29 12/31/27
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park	Uutside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/27 12/31/27 12/31/27 12/31/27 12/31/27	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/29
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14 CP-15	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3	2/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/25 12/31/27 12/31/27 12/31/27 12/31/27 12/31/28 12/31/20 12/31/30	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/29 12/31/30 12/31/32
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3	Uutside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/26 12/31/27 12/31/26 12/31/27 12/31/28 12/31/28	Outside Date 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/27 12/31/29 12/31/32
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14 CP-15	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup>	2/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/27 12/31/27 12/31/27 12/31/27 12/31/27 12/31/28 12/31/27 12/31/30 12/31/30 12/31/30 12/31/32 12/31/32	Outside Dat 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/30 12/31/32 12/31/31 12/31/34
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup>	Outside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/25 12/31/26 12/31/27 12/31/26 12/31/27 12/31/28 12/31/30 12/31/30 12/31/30 12/31/32	Outside Date 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/32 12/31/32 12/31/31 12/31/34
Major Phase 3 CP	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16 CP-17	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup> Grasslands South 1 <sup>1</sup>	Outside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27           12/31/29           6/30/30	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/26 12/31/27 12/31/26 12/31/27 12/31/28 12/31/20 12/31/30 12/31/30 12/31/32 12/31/32 12/31/34	6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/30 12/31/32 12/31/31 12/31/31 12/31/36 6/30/36
	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup> Grasslands South 1 <sup>1</sup> Grasslands South 2 <sup>1</sup>	Uutside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27           12/31/27           12/31/29	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/26 12/31/27 12/31/26 12/31/27 12/31/26 12/31/30 12/31/30 12/31/30 12/31/30 12/31/32 12/31/32 12/31/34 6/30/32	Outside Date 6/30/36 12/31/26 12/30/27 12/30/27 12/31/27 12/31/32 12/31/32 12/31/29 12/31/32 12/31/32 12/31/32 12/31/34 12/31/34 12/31/36 6/30/36 6/30/36
	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16 CP-17	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup> Grasslands South 1 <sup>1</sup>	Outside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27           12/31/29           6/30/30	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/26 12/31/27 12/31/26 12/31/27 12/31/28 12/31/20 12/31/30 12/31/30 12/31/32 12/31/32 12/31/34	Outside Dat 6/30/36 12/31/26 12/30/29 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/29 12/31/32 12/31/32 12/31/31 12/31/34 12/31/36 6/30/36
	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16 CP-16 CP-17 HP-05	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup> Grasslands South 1 <sup>1</sup> Grasslands South 2 <sup>1</sup> Heritage Park	Outside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27           12/31/27           12/31/29           6/30/30           6/30/30	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/20 12/31/27 12/31/26 12/31/27 12/31/28 12/31/29 12/31/30 12/31/29 12/31/32 12/31/32 12/31/34 6/30/32 6/30/33 6/30/33	Outside Date           6/30/36           12/31/26           12/30/27           12/30/27           12/31/27           12/31/27           12/31/27           12/31/27           12/31/27           12/31/29           12/31/29           12/31/29           12/31/21           12/31/32           12/31/31           12/31/34           12/31/35           6/30/34           6/30/35           6/30/35
	CP-11 CP-12 CP-13 CP-14 CP-15 CP-16 CP-17	Associated Public Benefit Wedge Park 2b The Last Rubble <sup>1</sup> Wind Meadow <sup>1</sup> CP Neighborhood Park Wedge Park 3 Bayview Gardens <sup>1</sup> Grasslands South 1 <sup>1</sup> Grasslands South 2 <sup>1</sup> Heritage Park	Outside Date           12/31/22           12/31/22           12/31/23           12/31/24           12/31/25           12/31/26           12/31/27           12/31/29           6/30/30	Outside Date 12/31/24 12/31/25 12/30/27 12/31/25 12/31/25 12/31/27 12/31/27 12/31/27 12/31/28 12/31/27 12/31/28 12/31/30 12/31/30 12/31/32 12/31/32 12/31/34 6/30/32 6/30/33	Outside Date 6/30/36 12/31/26 12/30/27 12/30/29 12/31/27 12/31/29 12/31/29 12/31/29 12/31/29 12/31/29 12/31/32 12/31/31 12/31/34 12/31/36 6/30/36 6/30/35

<sup>&</sup>lt;sup>1</sup> These Associated Public Benefits are part of Candlestick Point State Recreation Area (CPSRA) and are to be completed by CA State Parks. Master Developer obligation defined in State Parks Agreement.
<sup>2</sup> The Innes Avenue off-site improvement must be complete by the Completion Outside Date shown on the Schedule of Performance, or before the Certificate of Final Completion and Occupancy is issued for the 300th unit in Sub-Phase HP-02, whichever is sooner.

<sup>&</sup>lt;sup>3</sup> If the Commencement Outside Date is not met for the Yosemite Slough Bridge, the Commencement Outside Date and Completion Outside Date for Ingalls/Thomas/Carroll/Grifflith will be accelerated by one year.

The Green Room will be completed no later than 12 months after Temporary Certificate of Occupancy of the second residential or commercial block of development in Sub-Phase HP-01 south of Crisp Road.

It is the intent of the parties that together with the Approval of each Major Phase in the Project, this Schedule of Performance must be updated to link the Completion Outside Dates for Associated Public Benefits with associated vertical development and occupancy.