

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

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

<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>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/Griffith 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.