

SCHEDULE OF PERFORMANCE AMENDMENTS

SUMMARY

The Schedule of Performance is Exhibit D-B of the CP-HPS2 DDA, and is a companion to the Phasing Plan (Exhibit C-B to the DDA). The Schedule of Performance identifies specific portions of Project Infrastructure and assigns Completion Outside Dates which act as deadlines for their completion; the Phasing Plan identifies their geographic locations.

The Phasing Plan and Schedule of Performance are updated with each Major Phase Application and Sub-Phase Application approval, because those submittals are required to include any proposed changes to both Exhibits. Therefore, the currently approved Schedule of Performance, which these amendments would replace, is that approved in the Sub-Phases CP-02-03-04 Application on January 5, 2017.

The proposed amendments to the Schedule of Performance (the “Amendments”) primarily implement the redesign of HPS Phase 2 but also include some phasing refinements in Candlestick. They reflect the consolidation of Major Phases at Candlestick Point and Hunters Point Shipyard Phase 2, anticipated schedule for transfer of Navy parcels, and better alignment of Associated Public Benefits such as parks and off-site street improvements with vertical development. The Amendments have been reviewed by OCII and Municipal Transportation Agency staff.

DETAILED AMENDMENT OVERVIEW

*Amendments to the **HPS Phase 2** portion of the Schedule of Performance include:*

Number of Phases:

- The number of HPS2 Major Phases is reduced from four to three.
- The number of HPS2 Sub-Phases is reduced from 17 to six.

Order of Phases

- *Information also provided in the Phasing Plan Amendments:* The geographic sequence of development is changed. Under the currently approved phasing, construction of HPS2 begins with Major Phase 1 at the northern edge, in the area of Innes Avenue and Northside Park. The following phases advance southward, with the final Major Phase 4 reaching the southern edge, in the area of Arellious Walker Drive and Yosemite Slough Bridge. Under the Amendments, construction will instead generally progress from the inland parts of HPS2 towards the shoreline.
 - Major Phase 1 will include Crisp Avenue, the Green Room and nearby residential and commercial blocks, and the most inland residential blocks in the northern part of HPS2.
 - Major Phase 2 will include the remaining blocks in the northern part of HPS2, Dry Dock 4, the Water Room and nearby commercial blocks, and the Community Sports Field Complex.
 - Major Phase 3 will include Heritage Park and nearby commercial blocks, and Grasslands Ecology Park and nearby residential blocks.

- This change will facilitate the establishment of a more self-sufficient neighborhood, including retail uses, employment, and open space with recreational facilities, earlier in the buildout of HPS2.

“Outside” Dates

- Application Outside Dates, Commencement Outside Dates, and Completion Outside Dates are revised to reflect schedule changes subsequent to approval of the current Schedule of Performance.

Additional Footnotes

- A footnote is added to the Schedule of Performance which provides that the Innes Avenue off-site improvement must be completed by the earlier of the Completion Outside Date or before Certificate of Final Completion and Occupancy (“CFCO”) for the 300th unit in Sub-Phase HP-02. This is intended to ensure that Innes Avenue will be complete prior to substantial build-out of the HPS2 land uses which will lead to increased private vehicle and transit vehicle traffic on Innes Avenue.
- A footnote is added to the Schedule of Performance which provides that in the event of a failure to meet the Commencement Outside Date for Yosemite Slough Bridge, which is part of the route for Bus Rapid Transit (“BRT”) service connecting CP and HPS2, the Commencement Outside Date and Completion Outside Date for the Ingalls/ Thomas/ Carroll/ Griffith off-site improvement would be accelerated by one year. This would facilitate the use of that off-site improvement as an alternate route for BRT service.
- A footnote is added to the Schedule of Performance which provides that the Green Room will be completed no later than 12 months after Temporary Certificate of Occupancy for the second residential or commercial block of development in Sub-Phase HP-01 south of Crisp Road. This is intended to ensure that the Green Room is delivered timely so that the amenities located there are available for residents and employees in the neighborhood during early phases of Project build-out.
- A footnote is added to the Schedule of Performance which states: “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.” This is intended to ensure that any substantial acceleration of vertical development blocks will be accompanied with a corresponding acceleration of Associated Public Benefits.

*Amendments to the **Candlestick** portion of the Schedule of Performance include:*

Number of Phases:

- The number of CP Major Phases is reduced from four to three.
- The number of CP Sub-Phases is reduced from 18 to 17.

Order of Phases:

- *Information also provided in the Phasing Plan Amendments:* The geographic sequence of development is changed. Under the currently approved phasing, Candlestick Park North and Candlestick Park South are developed in parallel, with blocks nearer to CP Center completed in Major Phase 2 and blocks further away completed in Major Phase 3; and the final portion of Candlestick Park North completed in Major Phase 4. Under the Amendments, Candlestick Park South would be built first, in Major Phase 2; and Candlestick Park North would follow, in Major Phase 3.
- Sub-Phase CP-05 in Major Phase 1 is enlarged by adding Alice Griffith blocks 13, 15, and 16. These blocks are currently in Sub-Phase CP-09 in Major Phase 2. This effectively advances the three blocks earlier in the sequence of construction.
 - Block 13 is a market-rate housing lot.
 - Block 15 is currently a market-rate housing lot, but is proposed to be converted to an Alice Griffith Replacement below-market rate housing pursuant to the Project amendments now being considered.
 - Block 16 is currently an OCII Workforce Housing lot, but is proposed to be converted to a non-BMR housing lot, potentially to be used for a San Francisco Unified School District school, pursuant to the Project amendments now being considered.

“Outside” Dates

- Application Outside Dates, Commencement Outside Dates, and Completion Outside Dates are revised to reflect schedule changes subsequent to approval of the current Schedule of Performance.