

450-0152018-002

Agenda Item **No. 5 (i)**
Meeting of March 20, 2018

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Nadia Sesay, Executive Director

SUBJECT: Presentation on the Proposed Updates to the Hunters Point Shipyard ("HPS") Phase 2 and Candlestick Point Project Land Use Program, including Amendments to the HPS and Bayview Hunters Point Redevelopment Plans; Candlestick Point/HPS Phase 2 Disposition and Development Agreement, HPS Phase 2 Design for Development; Bayview Hunters Point Redevelopment Project Area and Hunters Point Shipyard Redevelopment Project Area

EXECUTIVE SUMMARY

The Candlestick Point and Hunters Point Shipyard Phase 2 Project ("HPS2/CP Project") is a 702-acre redevelopment project governed by two Redevelopment Plans. The Hunters Point Shipyard Redevelopment Plan governs both the HPS Phase 1 Project and the HPS Phase 2 portion of the HPS2/CP Project (together, the "Shipyard"). The Bayview Hunters Point ("BVHP") Redevelopment Plan governs the Candlestick Point portion of the HPS2/CP Project, which is designated as Zone 1 of the BVHP Plan (the "Candlestick Site" or "CP"). The Office of Community Investment and Infrastructure ("OCII") administers development under both Plans as well as the HPS2/CP Disposition and Development Agreement ("HPS2/CP DDA") between OCII and CP Development Co., LLC ("Developer").

Mark Farrell
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Marilyn Mondejar
CHAIR

Miguel Bustos
Mara Rosales
Darshan Singh
COMMISSIONERS

One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

415 749 2400

www.sfocii.org

The HPS2/CP DDA entitles the HPS2/CP Project and provides the Developer with the right to build approximately 10,500 housing units (approximately one-third of which will be below market rate and will include the rebuilding of the Alice Griffith public housing development), 885,000 square feet of regional and neighborhood serving retail and entertainment uses, 150,000 square feet of hotel uses, 100,000 square feet of community uses, 255,000 square feet of artist space, 75,000 square feet of performance space, approximately 338 acres of new open space and parks, and approximately 3,100,000 square feet of research and development (R&D)/office space. The Hunters Point Shipyard Phase 2 Design for Development (Shipyard Phase 2 D for D) provides detailed development controls and design guidelines for Phase 2 of the Shipyard.

At the time of the HPS2/CP Project approvals in 2010, the Developer's primary development program included a new stadium for the San Francisco 49ers football team on the Shipyard. Since that time, the 49ers left San Francisco and constructed a new stadium in Santa Clara, California, triggering the Non-Stadium Alternative outlined above in the HPS2/CP DDA. Since that time, the

Developer further considered the non-stadium development program and reviewed the various alternative development scenarios that were previously analyzed under the Candlestick Point/Hunters Point Shipyard Final Environmental Impact Report ("Project EIR"). The Developer also engaged the architectural and planning services of award-winning architect Sir David Adjaye to re-examine the land use plan of HPS Phase 2. After that review, the Developer is now proposing changes to the HPS2/CP Project to provide a more robust mix of land uses that is phased in a way to better respond to market conditions, improved utilization of Shipyard Phase 2, and full leveraging of the development authorized by the Redevelopment Plans (the "Phase 2 Proposed Project"). The Developer also identified other project changes, including a few that affect the Candlestick Site, and are part of the overall proposal (the "2018 Proposed Project Changes"). Since the development of a stadium is no longer proceeding, the amendment to the BVHP Plan would include the removal of the Jamestown Neighborhood from Zone 1 of the BVHP Project Area. The Developer is working closely with staff from OCII, Public Works, the Municipal Transportation Agency, the Public Utilities Commission, the Recreation and Parks Department, the Department of the Environment, and other affected City agencies to develop and refine these proposed project changes. The Developer is also undertaking a community engagement process to consult with the Hunters Point Shipyard Citizen Advisory Committee (the "CAC"), existing residents in Phase 1, and the surrounding larger community.

OCII staff and the Developer will present a summary of these proposed changes at an informational workshop at the Commission meeting on March 20, 2018. Staff will return to the Commission soon thereafter to seek approval for Redevelopment Plan Amendments, a Third Amendment to the HPS2/CP DDA, a new Shipyard Phase 2 D for D, and a conforming change to the Phase I DDA through a Seventh Amendment. After Commission approval, the Developer would then seek the necessary approval actions from affected City agencies, the Board of Supervisors, the Oversight Board, the California Department of Finance, and the State Lands Commission.

BACKGROUND

The HPS2/CP Project

The HPS2/CP Project covers approximately 702-acres in San Francisco's Bayview Hunters Point and Hunters Point Shipyard neighborhoods. The Project, as analyzed in the Project EIR and authorized under the Redevelopment Plans, contemplate a mixed-use development consisting of up to 10,500 residential units that includes a mix of affordable and market rate units, up to 960,000 square feet of retail and entertainment uses, up to 5,150,000 square feet of R&D and office development, and associated parks and open spaces.

The HPS2/CP Project is adjacent to Hunters Point Shipyard Phase 1. The Phase 1 DDA authorizes the development of up to 1,600 residential units and up to 80,000 square feet of commercial uses in Phase 1. Of the 1,600 residential units and 80,000 square feet of commercial uses approved for Phase 1, only 1,428 residential units and 20,000 square feet of commercial space are expected to be developed in Phase 1.

The HPS2/CP Project is currently divided into large areas ("Major Phases") and smaller areas comprised of four to six blocks of development ("Sub Phases"), as shown in the phasing plan attached to the HPS2/CP DDA, as amended from time to time ("Phasing Plan"). The HPS2/CP DDA includes a schedule of performance, as amended from time to time ("Schedule of Performance") that reflects the Phasing Plan and provides "Outside Dates" by which the Developer must submit Major Phase and Sub-Phase applications and complete infrastructure improvements, parks, and other community benefits.

For additional background on previous approvals and the structure of the HPS2/CP DDA itself, please see Attachment A, HPS2/CP Project Background.

DISCUSSION

Existing Land Use Program and Current Project Status

Following the HPS2/CP Project approval in 2010, the 49ers decided to move to a new stadium in the City of Santa Clara, and the Developer decided to proceed with the HPS2/CP Project under a non-stadium alternative. Due to the importance and critical nature of the Alice Griffith Public Housing Revitalization, the Developer began work first in the Candlestick Point area. To date, Candlestick Major Phase 1 and Sub-Phase CP-01, -02, -03, and -04 have been approved. In 2014 and 2016, the Developer obtained certain approvals to permit the initial Candlestick work to begin, which included infrastructure necessary to support the first four phases of new Alice Griffith public housing replacement and affordable housing developments in Sub-Phase CP-01, as well as demolition of the Candlestick Park stadium in 2015. Preliminary civil work associated with the proposed regional retail center and adjacent mixed-use developments in Sub-Phases CP-02, CP-03, and CP-04 are underway generally north of Harney Way, west of Ingerson Avenue, and east of Jamestown Avenue. Development has not yet begun in Phase 2 of the Shipyard.

Below is a summary of the current land use plan for Shipyard Phase 2. See Attachment B for a current Phase 2 Land Use Map.

Table 1: Current Phase 2 Land Use Plan

Land Use (in sq. ft. unless otherwise noted)	Phase 2 Shipyard
R&D/Office	3,000,000
Neighborhood Retail	125,000
Regional Retail	0
Hotel	0
Artist	255,000
Community	50,000
FAC/Performance Venue	0
	3,430,000
Residential (units)	4275
Parks & Open Space (acres)	222.2

2018 Proposed Project Changes

Upon further evaluation of the non-stadium development program for the HPS Project Area, the Developer is now proposing changes primarily to the land use program in Shipyard Phase 2 as well as the phasing schedule for both Shipyard Phase 2 and the Candlestick Site. Since the Candlestick Site portion of the HPS2/CP Project is in a more active phase of development, the Developer has had the opportunity to evaluate program needs there and is also recommending some changes that impact the Candlestick Site.

The proposed land use plan at Shipyard Phase 2 is reflective of the historic layout of the Shipyard, which results in a new street grid and arrangement of development blocks. As a result, configuration of parks and open space has changed, but with an overall increase in the total amount of parks. Existing land uses are retained (residential,

R&D/office, retail, artists space, community use space, parking, marina), and new uses are included (hotel, institutional). See Attachment C for the Proposed Shipyard Phase 2 Land Use Map.

The Shipyard Design for Development and several exhibits to the HPS2/CP DDA, including the Open Space Plan, Transportation Plan, Infrastructure Plan, Sustainability Plan, Financing Plan, Community Benefits Plan, and BMR Housing Plan all would be amended as part of the 2018 Proposed Project Changes.

Shipyard Phase 2 Design Districts

OCH and Planning Department staff have worked with the Developer to create a new Shipyard 2018 D for D as part of the 2018 Proposed Project Changes. The 2018 D for D divides Shipyard Phase 2 into four distinct districts (See Figure 1)¹. Each of the districts share the same guiding principles and development goals, which are to retain the heritage of the Site through large scale open spaces and buildings that reference the scale of the historic uses, while stepping down the scale of buildings toward the north and south waterfronts to preserve views. The 2018 D for D tailors the public realm, street typologies, building design, and predominant use requirements to meet these goals and complement the varied character of each district. For example, in the North Shoreline, a predominantly residential area, building and open space typologies are generally smaller in scale than the Wharf District, a predominantly commercial district that proposes to retain an existing building and larger development blocks. Each District is discussed further below.

Figure 1: Shipyard Phase 2 Design Districts



¹ Although renamed in a manner more consistent with the current development proposal, the boundaries of these districts are coterminous with the existing land use districts established in the HPS Redevelopment Plan

Warehouse District The Warehouse District is a mixed-use neighborhood of office, retail, and residential development centered around the Green Room, an eight acre urban park that will be privately developed and owned by the Developer, but publicly accessible. Two Navy buildings from the World War II era have the potential to frame the Green Room's northwestern and southeastern edges and provide a sense of scale and character complement this large open space. The Developer currently anticipates retaining these two Navy buildings and adapting them to modern uses; however a feasibility analysis will be done closer to the time of actual development to determine if that is possible. New buildings fronting the Water Room, the open space at Dry Dock 4, and the Green Room will respond to the monumental scale of the open spaces through the large format scale and size of the buildings and grand facades.

The Village Center: The Village Center has a strong arts presence with artist studios and gallery space supplemented by retail, maker space and other related uses. The new artist building complements the distinctive scale and rhythm of Building 101, a heritage building which has been retained and continues to be used as artists' studios. The architecture is well-suited for a traditional artist colony and frames a plaza with outdoor workspaces and display area.

The Wharf District: The Wharf District primarily focuses on research and development/office uses, but the neighborhood may also include light industrial and manufacturing operations, and ground-level commercial or residential uses. Adhering to the historic street pattern, dry docks and piers, buildings echo the scale and massing of those that preceded them. The architecture is distinct and non-uniform.

The North Shoreline: Predominately residential, buildings range from low to mid-rise, buildings transition down in height towards the shoreline and become more porous as they reach the waterfront. Buildings are residential in style and scale, and relate directly to adjacent public spaces and rights-of-way. Buildings are consistent in their use of durable materials and sustainable design. Iconic high-rise towers located on the northern side of Fischer Street and across Fischer Street in the adjacent block of the Wharf District will define the skyline of the Shipyard.

Parks and Open Spaces

The amount of Parks and Open Spaces in Shipyard Phase 2 has increased by 9.7 acres from the current plan (from 222.2 to 231.9 acres). See Attachment D for the Proposed HPS2/CP Parks and Open Space Map.

Southern Shipyard:

- Parks in the southern part of Shipyard Phase 2 are reconfigured. Three parks are proposed to be removed: Hunters Point Park Blocks (4.5 acres), Hunters Point Wedge Park (2.6 acres), and Innovation Plaza (2.1 acres). In the same general area, one large park is added: the Green Room (8.1 acres), which will be a privately owned open space accessible to the public.
- The Community Sports Field Complex is reconfigured; under the current plan, the sports fields in the Community Sports Field Complex were located along the southwest edge of the development parcels, and they are now placed to the southeast, along the southern edge of the development parcels. Two parts of the Community Sports Field Complex are now treated as separate parks: the Multi-Use Open Space and the Maintenance Yard. The total area of these open spaces has decreased from 63.1 acres to 54.6 acres. The number of baseball fields (four) and large multi-use fields (four) remains the same. Small multi-use fields are reduced from three to two; the area of the third field is converted to an area for sports courts, to be determined in future design stages in response to community feedback.
- Grasslands Ecology Park is increased in size from 82.1 acres to 106.8 acres.

Water Room Plaza / Dry Dock 4:

- Several changes are made to the Dry Dock 4 area. Amphitheatre seating is placed along the edge of the dry dock. A pedestrian and bicycle bridge crosses Dry Dock 4 at Nimitz Avenue, and a potential pedestrian bridge is identified which would cross Dry Dock 4 where it meets the Bay. A potential water taxi landing is identified in Dry Dock 4. Park space at the inland end of Dry Dock 4 is enlarged to create a rectangular plaza park of 7.3 acres called the Water Room, which includes a plaza, a café pavilion with restroom, a sculptural art figure, trees and native plant gardens.

Northern Shoreline:

- *Waterfront Promenade North*, a shoreline park in the northern part of Shipyard Phase 2, is increased in size from 7.1 acres to 13.3 acres. This results from the conversion of approximately five blocks from vertical development parcels to part of Waterfront Promenade North. Much of the additional area is devoted to areas for centralized treatment of stormwater.

Connection to Shipyard Phase 1:

- The Shipyard Hillside Open Space concept design has been refined and made more detailed. A pedestrian route in this park was previously identified, traversing the hillside between Crisp Road and Hillpoint Park, but without a conceptual design. A conceptual design is now shown, consisting of two parallel staircases about 140 feet apart, with a series of ramps zig-zagging up the hill between the staircases, and various accompanying landscape improvements.

Other Park Design Changes:

- Several park designs are updated to reflect design changes that have been made by the Developer in collaboration with OCII and other City departments in the course of park design review and community engagement processes.
 - Additional children's play areas, dog play areas, and adult exercise areas have been added throughout the Shipyard Phase 2 park system.
 - Areas for centralized treatment of stormwater are added to Northside Park, Waterfront Promenade North, the Community Sports Field Complex, and Grasslands Ecology Park as an alternative to treating stormwater in smaller, more numerous facilities located in streetscapes. These will treat a mix of stormwater runoff from public rights of way and stormwater runoff from private parcels. The centralized stormwater treatment areas will be publicly owned, but their maintenance will be a private responsibility of the Developer.
 - The location and shape of a centralized stormwater treatment facility in Mini-Wedge Park at Candlestick Point is changed to facilitate maintenance and to allow a dog run, a children's play area, and a lawn in that park to be co-located for user convenience.

Residential Land Use Changes

The Developer is proposing to change the distribution of the allowed residential units between Shipyard Phase 2 and the Candlestick Site, as well as including 172 housing units in the HPS2/CP Project that were originally planned

for Phase 1 of the Shipyard. These changes do not result in any net increase or decrease to the full residential development of the Shipyard or Candlestick Sites, which remains at 12,100; but merely change the geographic distribution of the planned units. The HPS Phase 1 development would then provide up to 1428 housing units,² and the HPS2/CP Project would provide up to 10,672 housing units. Within the HPS2/CP Project, the Phase 2 allocation would decrease by 821 units to 3,454 units, and the Candlestick allocation would increase by 993 units to 7,218 units.

As in the current plan, certain housing lots are designated as "Agency Lots" that will be developed as stand-alone 100% affordable housing. The locations of these lots in the Proposed 2018 land use plan are in similar general locations in Phase 2 as in the Current Plan, however they have been shifted to accommodate the new block layout. See Attachment E for the Proposed HPS2/CP Housing Map.

Non-Residential Land Use Changes

Specific changes in the non-residential land use program are described below and enumerated in Table 2 in Attachment F, Shipyard Phase 2 Proposed Land Use Changes Table). The changes primarily related to the redesign of Phase 2, however since the Developer is in active development on Candlestick, there are also a few proposed changes to the Candlestick allocations. See below in "Other Project Changes" for further information on the Candlestick refinements.

- (1) R&D/Office: A 1,265,000 square foot increase of office/R&D square footage for Phase 2;
- (2) Neighborhood Retail: An increase of 101,000 square feet in Phase 2;
- (3) Regional Retail: An increase of 100,000 square feet in Phase 2;
- (4) Maker Space: A new allocation of 75,000 square feet in Phase 2;
- (5) Hotel: A new allocation of 120,000 square feet in Phase 2;
- (6) Institutional/School: A new allocation of 410,000 square feet in Phase 2;
- (7) Artist, Community Use, and Performance Venue: No changes.

Phasing

The current Shipyard Phase 2 phasing plan calls for four Major Phases and 17 Sub-Phases to be developed. The changes being proposed now would consolidate the Phase 2 development into three Major Phases, and six Sub-Phases. The Candlestick Site would similarly be reduced from four Major Phases to three Major Phases, and a reduction of Sub-Phases from 18 to 17.

The order of development in Phase 2 would change as well. The first Sub-Phase, HP-01, would be focused on development in the Warehouse/Shipyard South District around the Green Room, followed by the next two Sub-Phases in the North Shoreline/Shipyard North District. The area surrounding Dry Dock 4 is anticipated to come fourth in line, with the Wharf/Research and Development District coming fifth. The last phase would be the residential developments to the west of the Green Room, along with Grasslands Ecology Park.

² A minor conforming amendment to the HPS Phase 1 DDA will be processed to avoid confusion concerning the remaining entitlement of the Phase 1 Developer.

Phasing changes are also proposed at Candlestick Point. Under the current phasing plan, Candlestick Point is to be developed in four Major Phases and 18 Sub-Phases. This would be revised to three Major Phases and 17 Sub-Phases. The geographic progression of development is changed slightly, with development accelerated slightly in Candlestick Park South and slowed slightly in Candlestick Park North. Three blocks in the Alice Griffith neighborhood (Blocks 13, 15, and 16) are accelerated by moving them from Sub-Phase CP-09 to Sub-Phase CP-05.

Application Outside Dates, Commencement Outside Dates, and Completion Outside Dates in both Shipyard Phase 2 and Candlestick are revised to reflect schedule changes subsequent to the approval of the current Schedule of Performance in January 2017. See Attachment G for the Proposed HPS2/CP Phasing Plan, and Attachment H for comparison of the currently approved Schedule of Performance and the proposed Schedule of Performance.

Other Project Changes

There are a few other changes being proposed to the HPS2/CP Project, as follows:

Community Benefits Plan:

- **Building 813 & Maker Space:** Building 813 (Block 2 on the Proposed Land Use Plan) is an existing structure that is currently owned by OCII. The original intent for this structure was to adapt it for use for emerging businesses and technologies. The proposed Third Amendment to the HPS2/CP DDA would allow for the conveyance of Building 813 to the Developer for any use consistent with the HPS Plan, and in exchange the Developer will provide a minimum of 75,000 square feet of "Maker Space", which is defined in the proposed amendments to the HPS Plan as space used for contemporary forms of small-scale manufacturing, repair, and post-manufacturing activities, and would typically include a retail component. One-half, or 37,500 square feet, of the Maker Space would be provided in cold shell condition by the time the Developer has completed 2,000,000 square feet of commercial space on Shipyard Phase 2. The remaining 37,500 square feet would be provided when a total of 3,000,000 square feet of commercial space was completed. The space would be offered at market rents for similar spaces in the City, subject to OCII Executive Director approval. The Developer would be required to provide a marketing plan on how to tenant the Maker Space, which will include specific marketing actions that focus on the Bayview Hunters Point area. The Developer would be required to present the marketing plan to the CAC prior to marketing the space. If none of the marketing efforts yield a Maker Space tenant, then the Developer could lease the space to a non-Maker Space tenant for an interim period of up to five years in order to avoid unnecessary vacancy and promote activation of the neighborhood. The obligation on a Maker Space would terminate after 10 cumulative years of Maker Space tenant leasing, or after 3 successive interim leases to non-Maker tenants.
- **Community Facilities Space:** The HPS2/CP DDA currently sets forth a requirement that 65,000 square feet be set-aside for Community Facilities Space, which is generally defined as being used to enhance the overall quality of life in the HPS2/CP Project Site and BVHP community and support the creation of a vibrant new neighborhood in the Project. Community Facilities tenants are not charged purchase prices or rent for these spaces. The HPS2/CP DDA requires the Developer to provide this space in a cold shell condition and then OCII would undertake all the efforts necessary to select the tenants. The Third Amendment to the HPS2/CP DDA would now require the Developer to provide the space in a warm shell condition, and the Developer would be required to provide a marketing plan on how to tenant the Community Facilities Space, which will include specific marketing actions that focus on the Bayview Hunters Point area. The Developer would be required to present the marketing plan to the CAC prior to marketing the space. The Developer would be required to market to the Bayview Hunters Point area for

12 months prior to the completion of the Community Facilities Space. During this same 12 month period, the Developer would identify a short list of qualified tenants to the CAC and the CAC would make a recommendation among the identified candidates. If no Community Facilities Space tenant could be identified for a particular space, a maximum of a five year interim leasing period would be allowed to activate the space in the meantime. Once the interim leasing period ends, the required marketing efforts discussed above would begin again.

BMR Housing Plan:

- *Candlestick Sub-Phase CP-02 Senior BMR Inclusionary Housing:* The Developer is current in the process of designing a mixed-use residential, hotel, and Film Arts Center project in Sub-Phase CP-02. This development would be adjacent to the proposed Candlestick Regional Retail Center in CP-02, as well as the other mixed-use housing and ground floor retail developments underway in Sub-Phases CP-03 and CP-04. The HPS2/CP DDA requires that the Developer include between 5% to 20% of the units as Below Market Rate housing within each market rate residential project. The units are required to be comparable in size, materiality, and other features to the market rate units, and to be made available to moderate-income households (80% to 120% of Area Median Income).

Rather than provide the 5% to 20% of the CP-02 residential units as inclusionary moderate-income BMR units (5% of the units is estimated to be around 20-25 units), the Developer proposes that the BMR Housing Plan would provide the opportunity to accelerate the delivery of BMR units by providing approximately 105 BMR's in CP-02, but in a stand-alone development serving low-income senior households aged 62 years or older, and earning 60% of AMI and below. While these units would be smaller in size than the CP-02 market rate units, they meet OCII standards for affordable housing, and the Developer is providing both additional storage space and open space for residents in the senior project. These CP-02 Senior BMR units would be provided at the same time as the CP-02 market rate units. Since this is a material change to the BMR Housing Plan, OCII is required to seek the approval of the Board of Supervisors under Ordinance 215-12.

- *Parking Priority for Certificate of Preference Holders:* When a Residential Project is providing fewer parking spaces than housing units, the BMR Housing Plan of the HPS2/CP DDA requires that the parking spaces be offered to Inclusionary or Workforce Unit households by unit size, i.e. renters or purchasers of units with three or more bedrooms go first, then two bedrooms, etc. The Third Amendment to the HPS2/CP DDA would add Certificate of Preference Holders to the first priority category. OCII's recent survey of Certificate of Preference Holders identified them as primarily smaller households with a need for parking; therefore this prioritization may encourage more Certificate of Preference holders to apply for housing in the HPS2/CP Project.

Financing Plan: In addition to updating the Summary Proforma to match the proposed development, the Third Amendment to the HPS2/CP DDA would include a provision allowing for the potential Payment in Lieu of Taxes Agreement ("PILOT") to be required of tax-exempt entities. This would preserve the flow of tax increment funds, on which the Project is reliant.

Conforming Changes to Other Project Documents: Given the proposed changes to the land use plan, the Developer is therefore also proposing changes to the Infrastructure Plan and the Transportation Plan to match the new street configurations and land uses. The Infrastructure Plan and the Sustainability Plan would also include information about an "eco-district" that would include environmentally sustainable energy and water programs. The Transportation Plan would include updates to transit routes and timing of transit delivery. The Municipal Transportation Agency would take action to approve the Transportation Plan after the Commission takes action on

the 2018 Proposed Project Changes. The Design Review and Document Approval Procedures ("DRDAP") is also being updated to clarify procedures and submittal requirements to create more effective review processes for both the Developer and OCII. No other changes are being proposed to the Community Benefits Plan other than those discussed above.

PUBLIC REVIEW AND COMMUNITY OUTREACH

The proposed changes to the land use program for HPS Project Area were subject to the following community input.

- On August 10, 2017, presented to the Hunters Point Shipyard Planning, Development and Finance CAC Subcommittee on the proposed HPS/CP Project updates;
- On October 16, 2017, hosted a Community Open House and presentation in conjunction with the Hunters Point Shipyard Citizens Advisory Committee on the HPS/CP Project updates;
- On November 9, 2017, presented to the Hunters Point Shipyard Planning, Development and Finance CAC Subcommittee on the updated Parks and Open Space Plan;
- On November 13, 2017, presented to the Hunters Point Shipyard Citizens Advisory Committee on the updated Parks and Open Space Plan;
- On January 27, 2018, hosted a Community Open House on the HPS/CP Project updates;
- On February 8, 2018, presented to the Hunters Point Shipyard Planning, Development and Finance CAC Subcommittee on the proposed HPS/CP Project updates;
- On March 6, 2018, presented to the Park, Recreation and Open Space Advisory Committee on the updated Parks and Open Space Plan;
- On March 15, 2018, presented to the Recreation and Park Commission on the updated Parks and Open Space Plan;
- On March 15, 2018, presented to the Hunters Point Shipyard Housing CAC Subcommittee on the updated Below-Market-Rate Housing Plan;
- On March 15, 2018, presented to the Hunters Point Shipyard Business and Employment CAC Subcommittee on the Building 813, Maker Space, and Community Facilities Space proposal.

Upcoming public meetings include:

- On March 23, 2018, a presentation to SFMTA Policy and Governance Subcommittee on the updated¹ Transportation Plan;
- On April 2, 2018 and April 9, 2018, a presentation to the full Hunters Point Shipyard Housing CAC on the 2018 Proposed Project Changes.

CONCLUSION & NEXT STEPS

The Developer has worked closely with staff from OCII and numerous City departments, and has conducted public outreach to solicit feedback from the community and is now proposing a development program will result in a thriving mixed-use community, one that will allow the HPS2/CP Project and the neighborhood to take part in the City and the region is expanding economy. The updated development program supports the following five key principles:

- A more integrated community that provides a greater mixes of uses, including institutional (e.g. schools), an expanded retail offering including Maker Space, and hotel uses. The addition of institutional uses provides new learning opportunities for students, while Maker Space will provide much needed facilities for San Francisco's creative class;
- A more diverse and robust mix of uses which will facilitate increased job generation;
- A new urban grid that encompasses a geometry that reinforces Shipyard Phase 2's historic and industrial fabric and allows for greater potential to retain and adaptively re-use legacy buildings;
- A re-imaging of parks and open space to include the Green Room and Water Room, which will provide a backdrop to urban life; and
- The incorporation of best practice green infrastructure.

Importantly, the proposed land use program retains its commitment to affordable housing, with approximately 32% of dwellings units at the Candlestick Site and Shipyard Phase 2 still planned as below-market rate housing. In addition to direct investments in affordable housing, the HPS2/CP Project will generate substantial property tax increment revenues for affordable housing in the City.

Next Steps

To implement the 2018 Proposed Project Changes, a series of amendments are required to the Redevelopment Plans, HPS2/CP DDA and its exhibits, the Phase 2 D for D, and the Phase 1 DDA. OCII staff will return in the near future to present these actions, and upon Commission approval proceed to seek necessary approval actions from the Planning Commission, the MTA Board, the Oversight Board, the Board of Supervisors, the California Department of Finance, and the State Lands Commission.

(Originated by Sally Oerth, Deputy Director and Lila Hussain, Hunters Point Shipyard Project Manager)


Nadia Sesay
Executive Director

Attachment A:	Project Background
Attachment B:	Current Shipyard Phase 2 Land Use Map
Attachment C:	Proposed Shipyard Phase 2 Land Use Map
Attachment D:	Proposed HPS2/CP Parks and Open Space Map
Attachment E:	Proposed HPS2/CP Housing Map
Attachment F:	Entitlement Comparison Table
Attachment G:	Proposed HPS2/CP Project Phasing Map
Attachment H:	Comparison of Current and Proposed Schedules of Performance

HPS2/CP Project Background

In June 2008, the voters of San Francisco approved the Bayview Jobs, Parks, and Housing Initiative ("Proposition G"), which established a framework and set forth goals, objectives, and policies for the timely and coordinated redevelopment of Candlestick Point and Hunters Point Shipyard. In June 2010, the former San Francisco Redevelopment Agency Commission, now known as the Commission of Community Investment and Infrastructure ("Commission") undertook a series of actions to approve the Candlestick Point and Hunters Point Shipyard Phase 2 Project ("HPS/CP Project") including the approval of the Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as amended from time to time, the "Phase 2 DDA") with CP Development Co., LLC ("Developer"), dated June 3, 2010, the plans and documents attached as exhibits to the Phase 2 DDA, and other associated agreements and documents relating to development of the Project. The HPS/CP Project was approved with the primary objective of revitalizing the Bayview Hunters Point community.

Previous Approvals

Hunters Point Shipyard and Bayview Hunters Points Redevelopment Plans

The Board of Supervisors adopted the HPS Plan on July 14, 1997 (Ordinance No. 285-97). The Board of Supervisors adopted the BHVP Plan on January 20, 1969 (Ordinance No. 25-69), and amended it on June 2, 2006 (Ordinance No. 113-06). On August 3, 2010, the Board of Supervisors amended both the HPS Plan (Ordinance 211-10) and the BVHP Plan (Ordinance No. 210-10) in connection with approval of the HPS2/CP Project.

On November 8, 2016, San Francisco voters adopted Proposition O, the Hunters Point Shipyard/Candlestick Point Jobs Stimulus Proposition ("Proposition O"), which exempts Zone 1 of the Bayview Hunters Point Redevelopment Project Area and Phase 2 of the Hunters Point Shipyard Redevelopment Project Area from the annual office development limitations set forth in Planning Code Sections 320-325, originally approved by voters in 1986 as Proposition M. On June 13, 2017, the Board of Supervisors approved conforming amendments to the Redevelopment Plans to implement Proposition O and the voter's intent to exempt office space development in the Project from Proposition M's annual office space limits to help achieve the Redevelopment Plans' economic goals and objectives by allowing office development already authorized under the Redevelopment Plans to be delivered predictably and efficiently, while ensuring that job opportunities and economic and community benefits associated with office development can be delivered in a timely manner.

HPS2/CP DDA

The HPS2/CP DDA was executed between SFRA and the Developer on June 3, 2010 and sets forth Developer's obligations regarding the construction of infrastructure for the HPS2/CP Project through a series of major phases and sub-phases pursuant to the land use controls established in the Redevelopment Plans, and the delivery of community benefits and affordable housing as part of the development of the Project.

OCII and the Developer entered into a First Amendment to the HPS2/CP DDA on December 18, 2012, by Resolution No. 3-2012, to provide consistency between the provisions related to the rights of lenders under the HPS Phase 1 DDA and the HPS2/CP DDA. On September 12, 2014, OCII approved the Second Amendment to the HPS2/CP DDA by Resolution No. 82-2014 to permit the early transfer of Candlestick

Point Stadium as a result of the early departure of the 49ers and to accelerate development within the Existing Stadium Site.

Project Documents

The HPS2/CP DDA establishes Developer's rights to develop, within the parameters of the Redevelopment Plans and Design for Development and incorporates through exhibits and attachments various Project Documents including:

- Development Plan for Non-Stadium Alternative (Exhibit A-B-B)
- Schedule of Performance (Exhibit D)
- Design Review and Documents Approval Procedures (Exhibit E)
- Below-Market Rate Housing Plan (Exhibit F)
- Infrastructure Plan (Exhibit I)
- Parks and Open Space Plan (Exhibit J)
- Sustainability Plan (Exhibit K)
- Transportation Plan (Exhibit N) (collectively, the "Project Documents").

The City and SFRA entered into the Interagency Cooperation Agreement ("ICA"), dated June 3, 2010, to facilitate the implementation of the Redevelopment Plans and Proposition G, and development of the HPS2/CP Project in accordance with the Redevelopment Plans. The ICA sets forth a framework between the City and OCII use to cooperate in reviewing, approving and amending land use, development, construction, and infrastructure documents and requirements for the HPS2/CP Project. The amendment of certain Project Documents are subject to the review processes set forth under the ICA. To the extent the ICA framework applies to a Project Document, OCII and the City have coordinated any required review as set forth under the ICA.

Hunters Point Shipyard Design for Development ("Shipyard Phase 2 D for D")

The Shipyard Phase 2 D for D proscribes detailed development controls and design guidelines. The goal of this document is to provide a clear regulatory framework to insure that the ongoing physical planning and design of this development proposal maintains the vision for a high quality, livable, and sustainable urban environment for residents, workers, and visitors. The Shipyard Phase 2 Design for Development contains proposed controls for land use such as residential, residential. The controls and guidelines are written to insure vertical building development provide a rich urban environment with active street frontages and thoughtful urban form.

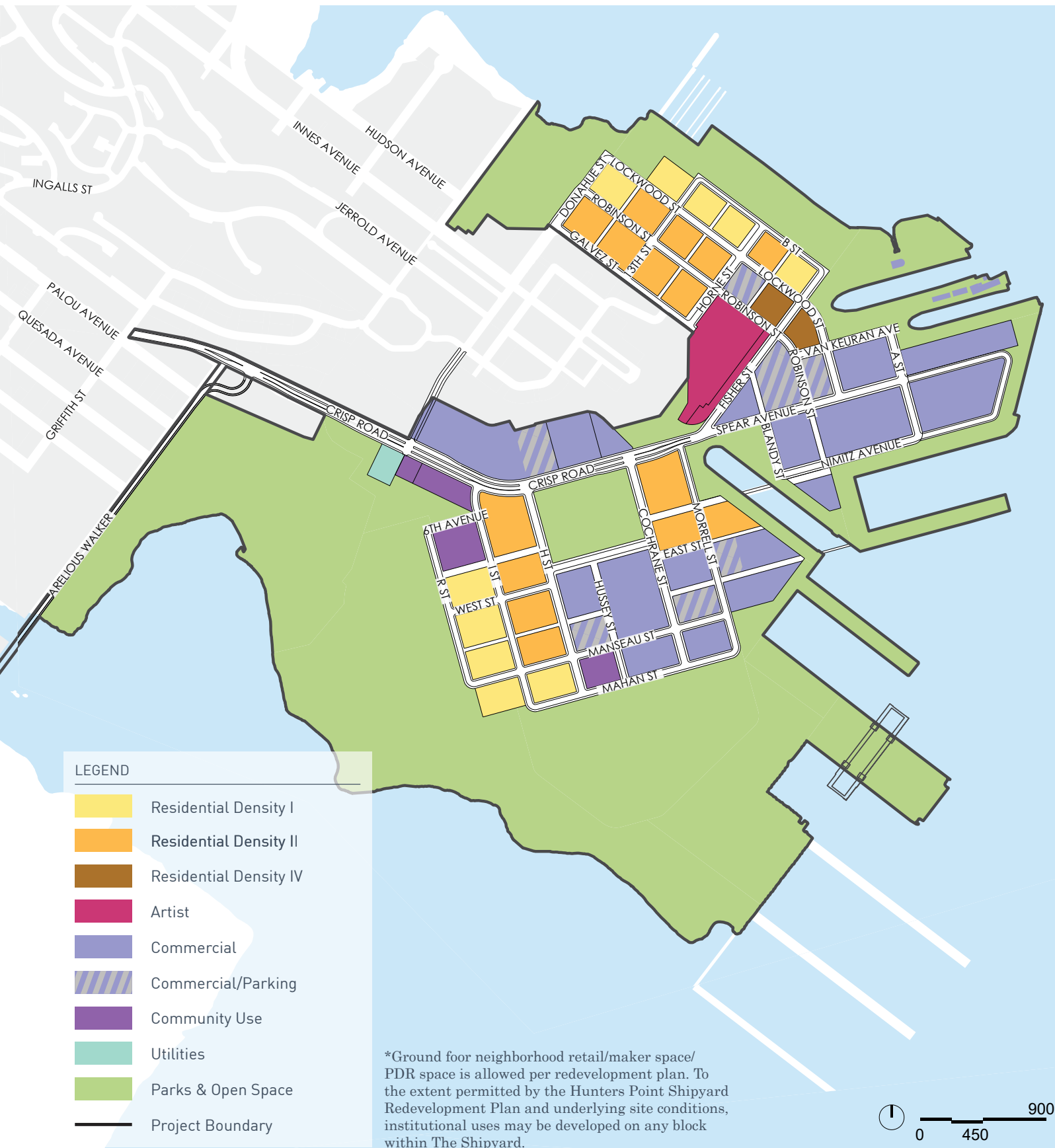
The D for D set height, bulk and streetwall controls intended to implement urban design principles for buildings as the relate to both the local pedestrian perspective as well as provide an interesting skyline when seen from local and citywide view points. The design principles seek to balance the role of buildings in urban "placemaking," especially at major streets and activity centers, while maximizing access to views, sunlight and open sky in critical areas of the plans, such as parks and local streets. As nearly all the development in the project areas will be new construction, a key goal of the D for D standards and guidelines is to provide a variety of building types and sizes, architecture styles, and façade designs to create a rich built form rather than a monolithic development. A critical set of development controls include regulations and guidelines of mid-rise and high-rise buildings so that these larger buildings contribute both to views of and within the HPS2/CP Project while also maintaining a human-scale pedestrian realm at the street level.

The Shipyard Phase 2 D for D was approved by the Planning Commission and the Redevelopment Agency Commission on June 3, 2010 by Resolution No. 18104 and Resolution No. 62-2010 respectively. The D for D, along with the HPS Plan, establish the land use controls and design and development standards for the Project Areas and supersede the Planning Code. Any material amendments to the Phase 2 Shipyard D for D will require the approval of the Commission, the Planning Commission, and the Board of Supervisors.

2010 HOUSING AND R&D VARIANT



2018 PROPOSED LAND USE



PROPOSED CONCEPT PLAN



LEGEND

- 1 Northside Park
- 2 Waterfront Promenade North
- 3 Cultural Heritage Park
- 4 Waterfront Promenade South - North Pier
- 5 Water Room Plaza / Dry Dock 4
- 6 Waterfront Promenade South - South Pier
- 7 Grasslands Ecology Park
- 8 Shipyards Hillside Open Space
- 9 Community Sports Field Complex
- 10 Waterfront Recreation and Education Park
- 11 Multi-Use Open Space
- 12 Maintenance Yard
- 13 Alice Griffith Neighborhood Park
- 14 Candlestick Point North Neighborhood Park*
- 15 Wedge Park
- 16 Mini-Wedge Park
- 17 Last Port
- 18 The Neck
- 19 The Heart of the Park
- 20 The Point
- 21 Wind Meadow
- 22 The Last Rubble
- 23 Bayview Gardens
- 24 Grasslands South
- 25 Regunning Crane Pier Habitats
- 26 Green Room (POPOS)
- 27 Centralized Stormwater Treatment
- 28 Bayview Hillside and Jamestown Walker Open Space
- 29 Yosemite Slough - Wetland Restoration (Improvement is a separate project by others, not included in CP-HPS project)

- Lawn
- Native and Planting Gardens
- Interpretive Grasslands
- Centralized Stormwater Treatment
- Freshwater Wetland
- Viewing Mound
- Overlook
- Beach
- Picnic Pods
- Dog Run
- Playground/Tot Lot
- Interpretive Play
- Exercise Area
- Parking
- Shade Structure
- Building-Restrooms and Educational Centers
- Retained Historical Building
- Bay Trail

* Note: Map #14 indicates the approximate location of CP Neighborhood North Park. The precise location will be determined at a later date, however, it will be located within the CP North neighborhood.

Artist's renderings are conceptual only. There is no guarantee that the project will be approved, developed or built as shown.

HOUSING MAP

REFINED NON-STADIUM ALTERNATIVE

Lot	Subsidized Agency Affordable Units	Alice Griffith Replacement Units	Workforce Units
-----	------------------------------------	----------------------------------	-----------------

Hunters Point North

6	130	0	0
13	0	0	100
17	90	0	0

Hunters Point South

46	135	0	0
48	0	0	105

Alice Griffith

1	29	93	0
2	35	58	0
4	35	56	0
5	12	19	0
7	60	0	0
9	115	5	0
11	0	0	100
12	0	0	86
14	12	12	0
15	10	13	0
18	0	0	51

Candlestick Point North

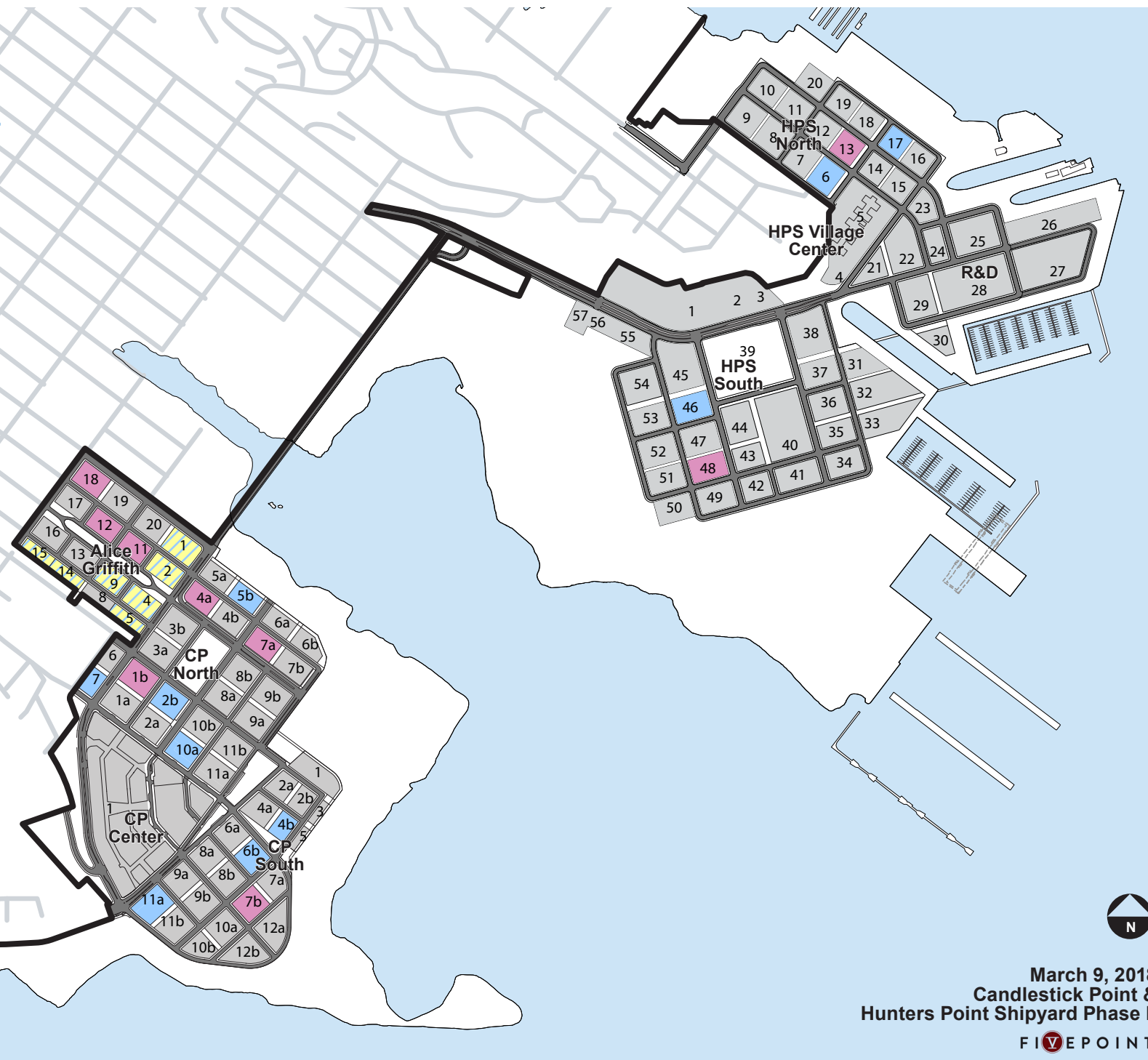
1b	0	0	110
2b	130	0	0
4a	0	0	100
5b	68	0	0
7a	0	0	120
10a	156	0	0

Candlestick Point South

4b	90	0	0
6b	105	0	0
7b	0	0	120
11a	176	0	0

	Alice Griffith Lots
	Agency Lots
	Stand-Alone Workforce Lots
	Market Rate Lots

Note: The unit counts per block may be adjusted at the time of development, but the total number of Subsidized Agency Affordable Units, Alice Griffith Replacement Units and Workforce Units will not change.



March 9, 2018
Candlestick Point &
Hunters Point Shipyard Phase II

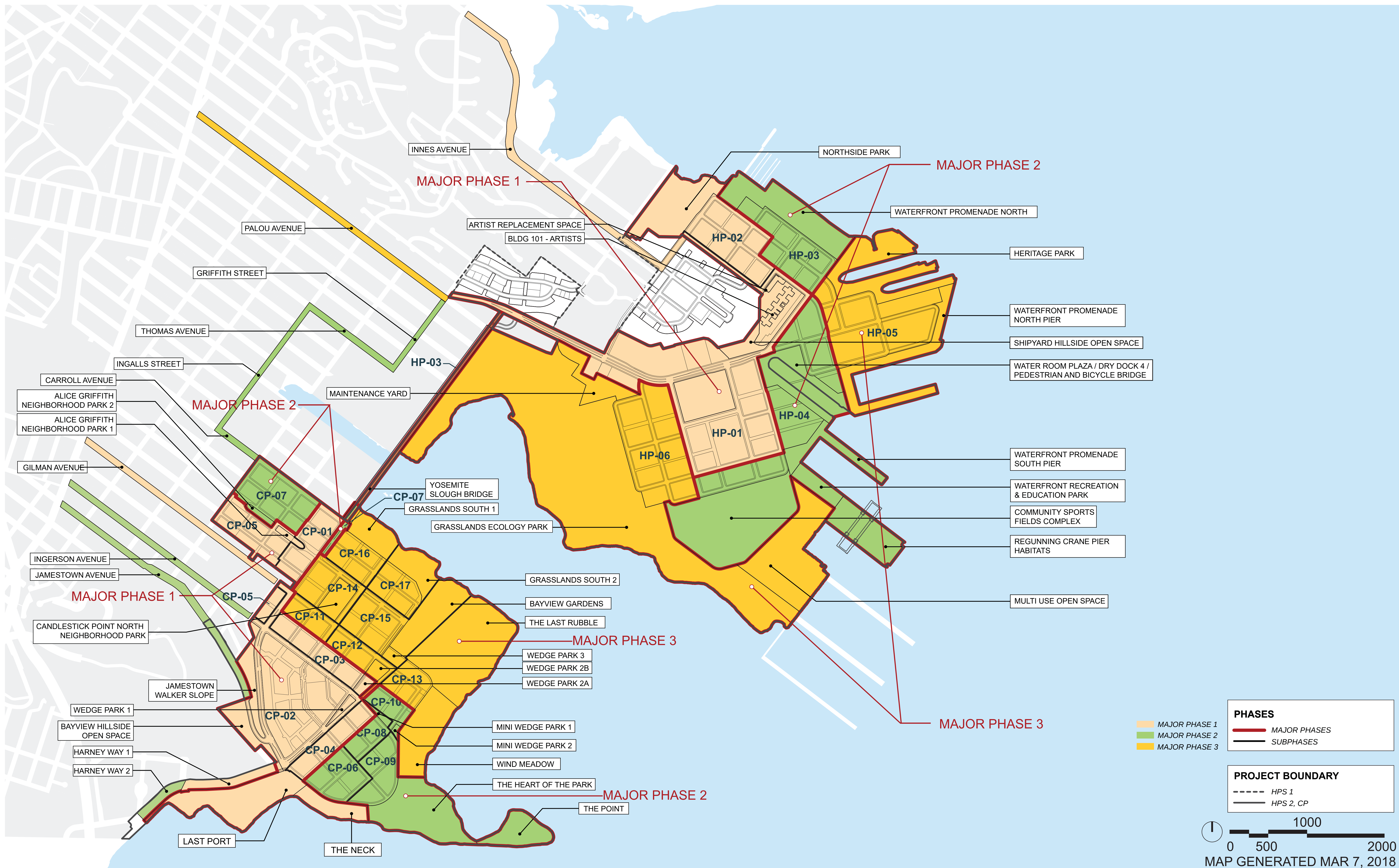
FIVE POINT

Attachment F

Table 2 – Shipyard Phase 2 Proposed Land Use Changes

	Phase 2 Shipyard Site		
Land Use (sf unless otherwise noted)	2010 Project	2018 <i>Proposed Changes</i>	2018 Proposed Project
R&D/Office	3,000,000	1,265,000	4,265,000
Neighborhood Retail	125,000	101,000	226,000
Regional Retail	0	100,000	100,000
Maker Space	0	75,000	75,000
Hotel	0	120,000	120,000
Institutional	0	410,000	410,000
Artist	255,000	-	255,000
Community	50,000	-	50,000
FAC/Performance Venue	0	-	0
Square Footage Totals	3,430,000	2,071,000	5,501,000
Residential (units)*	4275	(821)	3,454
Parks & Open Space (acres)	222.2	9.7	231.9

*Residential Units in Candlestick would then be increased from 6225 to 7218, for a total proposed HPS2/CP unit count of 10,672.



Schedule of Performance (Non-Stadium Alternative) - Proposed vs Approved

Major Phase 1 Approved					Major Phase 1 Proposed				
Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date	Sub-Phase	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	12/29/21 9/30/17	Major Phase 1 CP	CP-01	10/1/13 10/1/13	10/1/15	12/31/24 9/30/17
	CP-02	12/31/15	12/30/17 12/30/19 12/30/19 12/30/19 12/30/19 12/30/19	12/29/20 12/29/20 12/29/20 12/29/20 12/29/20 12/29/20		CP-02	12/31/15	12/31/17 12/31/19 12/31/19 12/31/19 12/31/19 12/31/19	12/31/20 12/31/21 12/31/21 12/31/21 12/31/21 12/31/21
	CP-03	12/31/15	12/31/17 12/31/19	12/30/20 12/30/20		CP-03	12/31/15	12/31/17 12/31/20	12/31/20 12/31/22
	CP-04	12/31/15	12/30/17	12/30/19		CP-04	12/31/15	12/31/17	12/31/20
	CP-05	12/30/16	12/30/18 12/29/20	12/29/21 12/29/21		CP-05	6/30/18	6/30/20 6/30/22	6/30/22 6/30/24
Major Phase 1 HP	HP-01	6/30/15 6/30/15	6/29/17 6/29/17 6/29/17 6/29/19 6/29/19	6/29/20 6/29/20 6/29/19 6/29/20 6/29/20	Major Phase 1 HP	HP-01	12/31/17 6/30/18	6/30/20 6/30/17 6/30/17 12/30/22	6/30/24 12/30/24 6/30/18 6/30/19 12/30/24
	HP-02	6/29/16	6/30/18 6/29/20 6/29/20 6/29/20	6/29/21 6/29/21 6/29/21 6/29/21		HP-02	6/30/18	6/30/20 12/30/22 12/30/22	12/30/24 12/30/24 12/30/24
	HP-03	6/29/17	6/30/19 6/29/21 6/29/21 6/29/21	6/29/22 6/29/22 6/29/22 6/29/22					
Major Phase 2 Approved					Major Phase 2 Proposed				
Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date	Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date
Major Phase 2 CP	CP-06	12/30/17 12/30/17	12/30/19 12/29/21 12/29/21	12/28/27 12/29/22 12/29/22	Major Phase 2 CP	CP-06	12/31/18 12/31/18	12/31/20 12/31/21	12/31/27 12/31/23
	CP-07	12/30/18	12/29/20 12/29/22	12/29/23 12/29/23		CP-07	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	12/30/19	12/29/21 12/29/23	12/28/24 12/28/24		CP-08	12/31/19	12/31/21 12/31/23	12/31/23 12/31/25
	CP-09	12/29/20	12/29/22 12/28/24 12/28/24	12/28/25 12/28/25 12/28/25		CP-09	12/31/20	12/31/22 12/31/24 12/31/24	12/31/24 12/31/26 12/31/26
	CP-10	12/29/21	12/29/23 12/28/25 12/28/25	12/29/26 12/29/26 12/29/26		CP-10	12/31/21	12/31/23 12/31/25	12/31/25 12/31/27
Major Phase 2 HP	HP-04	6/29/18 6/29/18	6/28/20 6/28/22	6/27/25 6/28/23 6/28/23	Major Phase 2 HP	HP-03	6/30/21 6/30/21	6/30/23 6/30/23 6/30/24	6/30/25 6/30/25 6/30/26
	HP-05	6/29/19	6/28/21 6/28/23	6/28/24 6/28/24		HP-04	6/30/24	6/30/26 6/30/27 6/30/27 6/30/27 6/30/28 6/30/29 6/30/29 6/30/29 6/30/30 6/30/32 6/30/28	6/30/28 6/30/29 6/30/29 6/30/29 6/30/30 6/30/32 6/30/30 6/30/30 6/30/30 6/30/32 6/30/30
	HP-06	6/28/20	6/28/22 6/27/24 6/27/24 6/27/24	6/27/25 6/27/25 6/27/25 6/27/25					
Major Phase 3 Approved					Major Phase 3 Proposed				
Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date	Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date
Major Phase 3 CP	CP-12	12/29/23 12/29/23	12/28/25 12/28/27 12/28/27	12/27/28 12/27/28 12/27/28	Major Phase 3 CP	CP-11	12/31/22	12/31/24	6/30/36 12/31/26
	CP-13	12/28/24	12/28/26 12/27/28 12/27/28 12/27/28	12/27/29 12/27/29 12/27/29 12/27/29		CP-12	12/31/23	12/31/25 12/30/27	12/31/27 12/30/29
	CP-14	12/28/25	12/28/27 12/27/29	12/27/30 12/27/30		CP-13	12/31/24	12/31/25 12/31/30 12/31/27	12/31/27 12/31/32 12/31/29
	CP-15	12/28/26	12/27/28 12/27/30 12/27/30	12/27/31 12/27/31 12/27/31		CP-14	12/31/25	12/31/26 12/31/27	12/31/27 12/31/29
	CP-16	12/28/27	12/27/29 12/27/31 12/27/31	12/26/32 12/26/32 12/26/32		CP-15	12/31/26	12/31/28 12/31/30 12/31/30	12/31/30 12/31/32 12/31/32
Major Phase 3 HP	HP-07	6/28/21 6/28/21	6/28/23	6/26/30 6/27/25	Major Phase 3 HP	HP-05	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-08	6/28/22	6/27/24 6/27/26	6/27/27 6/27/27		HP-06	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
	HP-09	6/28/23	6/27/25	6/27/27					
	HP-10	6/27/24	6/27/26	6/26/28					
	HP-11	6/27/25	6/27/27 6/26/29 6/26/29	6/26/30 6/26/30 6/26/30					
Major Phase 4 Approved					Major Phase 4 Proposed				
Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date	Sub-Phase	Associated Public Benefit	Application Outside Date	Commencement Outside Date	Completion Outside Date
Major Phase 4 CP	CP-17	12/27/28 12/27/28	12/27/30 12/26/32 12/26/32 12/26/32	12/26/34 12/26/33 12/26/33 12/26/33	Major Phase 4 CP	CP-17	12/31/22	12/31/24	12/31/26
	CP-18	12/27/29	12/27/31 12/26/33	12/26/34 12/26/34		CP-18	12/31/23	12/31/25 12/30/27	12/31/27 12/30/29
Major Phase 4 HP	HP-12	6/7/26 6/7/26	6/6/28 6/6/30	6/4/36 6/6/31	Major Phase 4 HP	HP-12	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-13	6/7/27	6/6/29 6/6/31 6/6/31 6/6/31 6/6/31	6/5/32 6/5/32 6/5/32 6/5/32 6/5/32		HP-13	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
	HP-14	6/6/28	6/6/30 6/5/2032** 6/5/32	6/5/33 6/5/2032** 6/5/33		HP-14	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
	HP-15	6/6/29	6/6/31 6/5/33 6/5/33 6/5/33 6/5/33	6/5/34 6/5/34 6/5/34 6/5/34 6/5/34		HP-15	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
	HP-16	6/6/30	6/5/32 6/5/34 6/5/34	6/5/35 6/5/35 6/5/35		HP-16	6/30/31	6/30/33 6/30/34 6/30/34	6/30/35 6/30/36 6/30/36
Major Phase 4 CP	CP-17	12/27/28 12/27/28	12/27/30 12/26/32 12/26/32 12/26/32	12/26/34 12/26/33 12/26/33 12/26/33	Major Phase 4 CP	CP-17	12/31/22	12/31/24	12/31/26
	CP-18	12/27/29	12/27/31 12/26/33	12/26/34 12/26/34		CP-18	12/31/23	12/31/25 12/30/27	12/31/27 12/30/29
Major Phase 4 HP	HP-12	6/7/26 6/7/26	6/6/28 6/6/30	6/4/36 6/6/31	Major Phase 4 HP	HP-12	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-13	6/7/27	6/6/29 6/6/31 6/6/31 6/6/31 6/6/31	6/5/32 6/5/32 6/5/32 6/5/32 6/5/32		HP-13	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
	HP-14	6/6/28	6/6/30 6/5/2032** 6/5/32	6/5/33 6/5/2032** 6/5/33		HP-14	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
	HP-15	6/6/29	6/6/31 6/5/33 6/5/33 6/5/33 6/5/33	6/5/34 6/5/34 6/5/34 6/5/34 6/5/34		HP-15	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
	HP-16	6/6/30	6/5/32 6/5/34 6/5/34	6/5/35 6/5/35 6/5/35		HP-16	6/30/31	6/30/33 6/30/34 6/30/34	6/30/35 6/30/36 6/30/36
Major Phase 4 CP	CP-17	12/27/28 12/27/28	12/27/30 12/26/32 12/26/32 12/26/32	12/26/34 12/26/33 12/26/33 12/26/33	Major Phase 4 CP	CP-17	12/31/22	12/31/24	12/31/26
	CP-18	12/27/29	12/27/31 12/26/33	12/26/34 12/26/34		CP-18	12/31/23	12/31/25 12/30/27	12/31/27 12/30/29
Major Phase 4 HP	HP-12	6/7/26 6/7/26	6/6/28 6/6/30	6/4/36 6/6/31	Major Phase 4 HP	HP-12	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-13	6/7/27	6/6/29 6/6/31 6/6/31 6/6/31 6/6/31	6/5/32 6/5/32 6/5/32 6/5/32 6/5/32		HP-13	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
	HP-14	6/6/28	6/6/30 6/5/2032** 6/5/32	6/5/33 6/5/2032** 6/5/33		HP-14	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
	HP-15	6/6/29	6/6/31 6/5/33 6/5/33 6/5/33 6/5/33	6/5/34 6/5/34 6/5/34 6/5/34 6/5/34		HP-15	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
	HP-16	6/6/30	6/5/32 6/5/34 6/5/34	6/5/35 6/5/35 6/5/35		HP-16	6/30/31	6/30/33 6/30/34 6/30/34	6/30/35 6/30/36 6/30/36
Major Phase 4 CP	CP-17	12/27/28 12/27/28	12/27/30 12/26/32 12/26/32 12/26/32	12/26/34 12/26/33 12/26/33 12/26/33	Major Phase 4 CP	CP-17	12/31/22	12/31/24	12/31/26
	CP-18	12/27/29	12/27/31 12/26/33	12/26/34 12/26/34		CP-18	12/31/23	12/31/25 12/30/27	12/31/27 12/30/29
Major Phase 4 HP	HP-12	6/7/26 6/7/26	6/6/28 6/6/30	6/4/36 6/6/31	Major Phase 4 HP	HP-12	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-13	6/7/27	6/6/29 6/6/31 6/6/31 6/6/31 6/6/31	6/5/32 6/5/32 6/5/32 6/5/32 6/5/32		HP-13	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
	HP-14	6/6/28	6/6/30 6/5/2032** 6/5/32	6/5/33 6/5/2032** 6/5/33		HP-14	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
	HP-15	6/6/29	6/6/31 6/5/33 6/5/33 6/5/33 6/5/33	6/5/34 6/5/34 6/5/34 6/5/34 6/5/34		HP-15	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
	HP-16	6/6/30	6/5/32 6/5/34 6/5/34	6/5/35 6/5/35 6/5/35		HP-16	6/30/31	6/30/33 6/30/34 6/30/34	6/30/35 6/30/36 6/30/36

**Shipyard Park 1 & Shipyard Park 2 together comprise Shipyard South Boulevard Park. It was mistakenly duplicated on this SOP shown with HP-14

¹ 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.
² 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.
³ 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.
⁴ The Green Room will be completed no later than 12 months after Substantial Completion prior to CFCO of the second residential or commercial block of development in Sub-Phase HP-01 south of Crisp Road.
⁵ It is the intent of the parties that together with the Approval of each Major Phase in the Project, this Schedule of Performance shall be updated to link the Completion Outside Dates for Associated Public Benefits with associated vertical development and occupancy.