

ATTACHMENT G

MISSION BAY SOUTH

DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE

I. INTRODUCTION

A. DEFINITIONS

Capitalized terms unless separately defined in this Design Review and Document Approval Procedure (“DRDAP”) shall have the meanings set forth in the South OPA. These include the terms Major Phase and Project. For purposes of this DRDAP, when the term “Agency” is used herein, the use of such term shall mean the San Francisco Redevelopment Agency, acting in its official capacity either through the Agency’s Commission or the Agency’s Executive Director, as authorized by law and/or as set forth in this DRDAP. For purposes of this DRDAP, when the term “Director” is used, such term shall mean the Executive Director of the San Francisco Redevelopment Agency, or staff of the San Francisco Redevelopment Agency as designated by the Director. The term “Agency’s Commission” is used in this DRDAP whenever any determination is required to be made by the Commission for the San Francisco Redevelopment Agency.

B. REVIEW

1. Subdivision Map Review.

The review and approval of Design and Construction Documents by the Agency pursuant to this DRDAP are in addition to and do not waive the requirements for subdivision review and approval as specified in the Subdivision Map Act and in the Mission Bay Subdivision Code and Mission Bay Subdivision Regulations. The processing of a subdivision map may occur concurrently with or independently of a Major Phase approval or Project approval.

No final subdivision map for a parcel smaller than one of the numbered blocks shown on the Site Plan may be approved prior to approval of a Major Phase, with the following exceptions: (a) subdivision or parcel maps which may be required to accommodate interim uses or development; (b) subdivision or parcel maps which may be required to transfer Advance Delivery Affordable Housing Parcels; (c) any subdivision or parcel maps which may be required for any easement parcels required to be transferred pursuant to the Amended and Restated City Land Transfer Agreement; or (d) any other exceptions specifically reviewed and approved by the Director. The Director shall review the proposed map and determine whether it is consistent with the foregoing exceptions and may approve any other exceptions requested by Owner. Reference should be made to the Mission Bay Subdivision Code and Mission Bay Subdivision Regulations for Agency and other City Agencies review of subdivisions, including Tentative Maps, Final Maps and Improvement Plans and Agreements.

2. Review of Construction of Improvements.

No permanent Improvements may be constructed prior to Major Phase approval except as specifically approved by the Director upon request of the applicant. Permanent street surface Improvements shall be constructed after approval of a Major Phase Concept Plan which includes the area of such proposed street surface Improvements and adjacent development, except where the Director reasonably determines that such Improvements are necessary or appropriate prior to approval of a Major Phase, such as: (a) the extension of the public right of way beyond the boundaries of a Major Phase; (b) to provide off-site Infrastructure in accordance with the Infrastructure Plan; (c) to provide Infrastructure for the UCSF Campus; (d) temporary roads and (e) Improvements related to public transit.

3. Agency Review.

Design review will be conducted and coordinated by the Director. Formal required submissions shall be made to the Agency. The Agency shall be responsible for reviewing formal submissions as described below and acting as liaison with the applicant. The Agency's review of all submissions and requests shall be reasonable.

The Agency may, at its discretion, consult with other Government Agencies and City Agencies, including, but not limited to, the Planning Department and the Port, and/or community organizations, including but not limited to the CAC, on any proposed Major Phase and Project Approvals. Such reviews shall be coordinated by the Agency and completed in accordance with the time periods for review set forth below. In the event of any disagreement regarding Major Phase and Project design approvals between the Agency and any other City Agencies, the matter shall be resolved by the Agency, except as follows. The Port shall approve the design of open space on land held under the jurisdiction of the Port and impressed with the Burton Act Trust ("Port Open Space") as provided in Paragraph 2 of the Interagency Cooperation Agreement.

As provided in Section 304.11 of the Mission Bay South Redevelopment Plan, the Planning Commission shall review and approve the design of specific office development projects as provided in Section 304.11. The Agency, the Applicant and the Planning Department shall work collaboratively to ensure that design issues are discussed as early in the review process as possible and that the Agency and Planning Commission act consistently with respect to the design of specific office development projects.

In the event that the Arts Commission has design review authority over any structures or art on City Property pursuant to City Charter Section 5.103, the Agency and the Applicant shall work collaboratively to ensure that design issues are discussed as early in the review process as possible and to act consistently with respect to the design of specific structures and with respect to the time periods specified herein.

4. Temporary and Interim Uses.

The Director shall review applications for temporary and interim uses as set forth in the Redevelopment Plan.

II. MAJOR PHASE APPROVALS

Improvements shall generally be constructed in Major Phases. A Major Phase submittal, referred to herein as Concept Plans, shall provide a generalized view of the entire proposed development for a Major Phase, including but not limited to the program of uses and designation of any Affordable Housing Parcel as required by the Housing Program, and required Infrastructure, including public open space.

The Streetscape Master Plan, as described in the Scope of Development, shall be submitted to the Agency concurrently with, or prior to, submittal of the first application for Major Phase approval. The Signage Plans, consisting of three (3) signage plans, one (1) each for commercial use, residential use, and hotel use, as applicable, shall be submitted to the Agency concurrently with, or prior to, submittal of the first application for the Major Phase which contains the use for which the Signage Plan is necessary. The Agency shall review and may approve or require revisions in the Streetscape Master Plan and the Signage Plan. The Streetscape Master Plan and Signage Plan shall be reviewed within the time limits provided for Major Phase Concept Plan Review.

A. SCOPE OF MAJOR PHASE REVIEW

The Agency's Commission shall review the Concept Plans submitted for conformity with the Mission Bay South Redevelopment Plan and Plan Documents, including but not limited to the Scope of Development and Design for Development. The Agency's Commission's review shall include consideration of such items as the general appearance, site planning considerations and landscape design, if any.

The applicant shall submit a report regarding compliance with the Mitigation Monitoring Program adopted pursuant to the California Environmental Quality Act ("CEQA"). The Agency shall review such report to ensure compliance with CEQA and the adopted Mitigation Monitoring Program.

The Agency's Commission shall review the Major Phase Housing Data Table as required by the Housing Program.

The Agency's Commission shall review plans for the open space required for the Major Phase, as follows. Basic concept design plans shall be submitted with the Concept Plans for Open Space Blocks as provided herein. Plans for Open Space Blocks shall be submitted in

accordance with the phasing program set forth in the Infrastructure Plan. The block numbers referred to herein are the block numbers shown on the Land Use Plan attached to the South OPA.

- Plans for Open Space Blocks P1, P2 and P8 (Channel Park) shall be submitted with the first Major Phase submittal in the South Plan Area.
- Plans for Open Space Block P3 shall be submitted in conjunction with submittal of Concept Plans for Block 1 (hotel site).
- Plans for Open Space Block P5 may be submitted separately of any other Open Space Block. Plans for Open Space Block P6 may be submitted separately of any other Open Space Block. Plans for Open Space Blocks P5 and P6 shall be submitted in conjunction with Concept Plans for any residential development in the South Plan Area.
- Plans for Open Space Blocks P7 and P9 (Owens Field) shall be submitted concurrently, and will be submitted in conjunction with submittal of Concept Plans for any commercial development in the South Plan Area.
- Plans for Open Space Block P10 (traffic circle) will be submitted concurrently with the submittal of Concept Plans for the adjacent street improvements.
- Plans for the entire Commons, including Open Space Blocks P11a, P12, P13, P15, P16 and P17 shall be submitted when the Owner seeks approval for any portion of the Commons. The Commons will be developed in conjunction with residential or commercial development in the South Plan Area.
- Plans for Open Space Blocks P21 and P22, Bayfront Park, including contiguous Port property to be developed by Owner shall be submitted concurrently and may be developed in conjunction with commercial development in the South Plan Area.
- Plans for Open Space Blocks P23 and P24 (Mariposa Park) shall be submitted concurrently and may be developed in conjunction with commercial development in the South Plan Area.
- Plans for Open Space Blocks P26 and P27 shall be submitted concurrently. Plans for Open Space Block P26 shall be submitted with Concept Plans for Block 38, and plans for Open Space Block P27 shall be submitted with plans for adjacent street improvements.
- Plans for Open Space Block P18 may be submitted separately of any other Open Space Block, and will be submitted concurrently with plans for any residential development in the South Plan Area.
- Plans for Open Space Block P19 may be submitted separately of any other Open Space Block, and will be submitted concurrently with plans for any residential development in the South Plan Area.
- Plans for Open Space Block P20 may be submitted separately of any other Open Space Block, and will be submitted concurrently with plans for adjacent street improvements.

The Agency shall not disapprove, require changes from or impose conditions inconsistent with the Mission Bay South Redevelopment Plan or Plan Documents or with matters it has previously approved, provided that the Concept Plans are consistent with any matter the Agency has previously approved.

B. AGENCY'S REVIEW PROCESS

1. Review.

The redevelopment of the Mission Bay North Plan Area contemplated by the Mission Bay South Redevelopment Plan and Plan Documents is a priority project for the City and the Agency. The Agency shall review the Concept Plans as expeditiously as possible. The Agency shall keep the applicant informed of its review and comments, as well as comments by other City Agencies, other Government Agencies, or community organizations consulted, and shall provide applicant opportunities to meet and confer with Agency staff prior to the Agency's Commission hearing to review the Concept Plans.

2. Pre-Submission Conference.

Prior to filing an application for Major Phase approval, the Owner or applicant may submit to the Director preliminary maps, plans, design sketches and other data concerning the proposed Phase or project and request a pre-submission conference. Within fifteen (15) days after the receipt of such request and said material, the Director shall hold a conference with the applicant to discuss the proposed application.

3. Cooperation by Applicant.

In addition to the required information set forth in Exhibit 1, attached hereto, the applicant shall submit any materials and information as the Director may reasonably request which are consistent with the type of documents listed in Exhibit 1 and which are required to clarify a submittal provided pursuant to this DRDAP. If requested by the Director, the applicant shall cooperate with, and participate in, presentations to the Agency's Commission, and to the public, including but not limited to the Citizens' Advisory Committee.

C. REVIEW BY OTHER AGENCIES

As provided in the Interagency Cooperation Agreement, the Port shall review any Concept Plans for Port Open Space. The Director of the Department of Planning for the City and County of San Francisco ("Planning Director") shall review the Concept Plans as set forth herein. The Director shall refer the Concept Plans to the Planning Director and, if required, the Port, within three (3) days of the Director's determination that the application is complete. The Agency, as it deems appropriate, shall refer the Concept Plans to any additional City Agencies and government agencies for their review. All City Agencies shall make their recommendations to the Agency at their earliest convenience, but no later than fifty (50) days following the Director's determination that the Concept Plans are complete as provided in the Interagency Cooperation Agreement.

D. TIMING OF AGENCY'S REVIEW OF A MAJOR PHASE

The Director shall review Concept Plans for completeness and advise the applicant in writing of any deficiencies within ten (10) days after the receipt of the applicant's Concept Plans. In the event the Director does not so advise the applicant, the application for Concept Plans shall be deemed complete. The time limit for the Agency's review, including review by other City Agencies and other governmental agencies, shall be within seventy-five (75) days from the date the Concept Plans have been determined to be complete.

The Agency's Commission shall review and approve, conditionally approve or disapprove the Owner's Major Phase application for Concept Plans within the seventy-five (75) day period set forth above. If the Agency's Commission disapproves any of the Concept Plans in whole or in part, the reasons for such disapproval shall be set forth in the Agency's Commission's resolution. If the Agency's Commission conditionally approves the Concept Plans, such approval shall set forth a statement of the concerns and/or conditions based on which the Agency's Commission is granting approval. If the Agency's Commission disapproves an application in part or approves it subject to specified conditions, then, in the sole discretion of the Agency's Commission, approval of the resubmitted or corrected documents may be delegated to the Director.

The time periods set forth herein are based upon the Director's determination that all submittals are complete. The applicant may submit Concept Plans and Basic Concept Design documents simultaneously. In the event that such submittals are made together, the Agency's Commission shall approve, conditionally approve or disapprove the Basic Concept Design at the time of, or an extended time to the extent necessary, but in any event no later than twenty-one (21) days following approval of the Concept Plans. In the event that Basic Concept Design documents are submitted prior to approval of the Concept Plans, the Agency's Commission shall approve, conditionally approve or disapprove the Basic Concept Design no later than either twenty-one (21) days following approval of the Concept Plans, or sixty (60) days following the Director's determination that the Basic Concept Design submittal is complete, whichever period of time is longer.

The applicant and the Director may agree to any extension of time necessary to allow revisions of submittals which may be required prior to a decision by the Agency's Commission. The Director shall review all such revisions as expeditiously as possible, within the time frame of the extension agreed to by the Director and the applicant. If required to be submitted to the Agency's Commission, the Agency's Commission shall either approve or disapprove such resubmitted or corrected documents as expeditiously as possible.

E. DOCUMENT SUBMITTALS

The Owner shall submit Concept Plans for Major Phase approvals. For purposes of a Major Phase application, the owner of all or substantially all of the privately owned property in the Major Phase shall be deemed to be the Owner. Concept Plans shall include the documents and information listed in Exhibit 1 attached hereto. Concept Plans will demonstrate a concept

level of detail for the general development approach for a Major Phase, consistent with the Mission Bay South Redevelopment Plan and Plan Documents. Concept Plans will not include detailed design of buildings or Infrastructure. The Agency may waive certain document submittal requirements if the Agency determines such documents are not necessary for the specific application.

III. PROJECT APPROVALS

Project Approval submissions shall consist of four components or stages:

- Basic Concept Design,
- Schematic Design,
- Design Development Documents, and
- Final Construction Documents.

A. SCOPE OF REVIEW

The Agency shall review and approve Basic Concept Design plans, Schematic Design plans, Design Development Documents and Final Construction Documents, each as defined below, for conformity with any prior approvals, the Mission Bay South Redevelopment Plan and Plan Documents, including but not limited to the Scope of Development and Design for Development. The Agency's review shall include consideration of such items as the general architectural appearance, site planning considerations and landscape design as applicable and appropriate to each submittal. The applicant shall submit a report regarding compliance with the Mitigation Monitoring Program adopted pursuant to CEQA. The Agency shall review such report to ensure compliance with CEQA and the adopted Mitigation Monitoring Program. The Agency shall not disapprove, require changes from or impose conditions inconsistent with the Mission Bay South Redevelopment Plan, Plan Documents or matters it has previously approved, provided that the Project submittals are consistent with any matter the Agency has previously approved.

B. AGENCY PROCESS

1. Review by Agency.

The redevelopment of the South Plan Area contemplated by the Mission Bay South Redevelopment Plan and Plan Documents is a priority project for the City and the Agency. The Agency shall review all applications for Project approvals as expeditiously as possible. The Director shall keep the applicant informed of the Agency's review and comments, as well as comments by other City Agencies, other government agencies, or community organizations consulted by the Agency, and shall provide applicant opportunities to meet and confer with Agency staff prior to the Agency's Commission hearing, if any, to review the specific application for Project approval.

2. Pre-Submission Conference.

Prior to filing an application for any Project approval, the Owner or applicant may submit to the Director preliminary maps, plans, design sketches and other data concerning the proposed project and request a pre-submission conference. Within fifteen (15) days after the receipt of such request and said material, the Director shall hold a conference with the applicant to discuss the proposed application.

3. Cooperation by Applicant.

In addition to the required information set forth in Exhibit 2 attached hereto, the applicant shall submit materials and information as the Director may reasonably request which are consistent with the type of documents listed in Exhibit 2 and which are required to clarify a submittal provided pursuant to this DRDAP. If requested by the Director, the applicant shall cooperate with, and participate in, presentations to the Agency's Commission, if any, and to the public, including but not limited to the CAC.

C. REVIEW OF BASIC CONCEPT DESIGN

Basic Concept Design documents shall be submitted to the Agency for review and approval. Basic Concept Design documents shall demonstrate a concept level of detail consistent with the Mission Bay South Redevelopment Plan, Plan Documents and the Major Phase Concept Plans.

1. Review by Other Agencies.

As provided in the Interagency Cooperation Agreement, the Port shall review any Basic Concept Design for Port Open Space. The Director of Planning and, if required, the Port, shall review the Basic Concept Design as set forth herein. The Agency shall refer the Basic Concept Design to the Planning Director and, if required, the Port, within three (3) days of the Agency's determination that the application is complete. The Agency, as it deems appropriate, shall refer the Basic Concept Design documents to any City Agencies and government agencies for their review. All City Agencies shall make their recommendations to the Agency at their earliest convenience, but no later than forty (40) days following the Director's determination that the Basic Concept Design submittal is complete in accordance with the Interagency Cooperation Agreement.

2. Timing of Agency's Review.

The Director shall review the Basic Concept Design for completeness and advise the applicant in writing of any deficiencies within ten (10) days following receipt of the applicant's Basic Concept Design submittal. In the event the Director does not so advise the applicant, the application for Basic Concept Design shall be deemed complete. The time limit for the Agency's review, including review by other City Agencies and other governmental agencies, shall be within sixty (60) days from the date the Basic Concept Design has been

determined to be complete. The Agency shall take such reasonable measures necessary to comply with the time periods set forth herein.

The Agency's Commission shall review and approve, conditionally approve or disapprove the application for Basic Concept Design within the sixty (60) day period set forth above. If the Agency's Commission disapproves the Basic Concept Design in whole or in part, the Agency's Commission shall set forth the reasons for such disapproval in the resolution adopted by the Agency's Commission. If the Agency's Commission conditionally approves the Basic Concept Design, such approval shall set forth the concerns and/or conditions on which the Agency's Commission is granting approval. If the Agency's Commission disapproves an application in part or approves the application subject to specified conditions, then, in the sole discretion of the Agency's Commission, the Agency's Commission may delegate approval of such resubmitted or corrected documents to the Director

The applicant and the Agency may agree to any extension of time necessary to allow revisions of submittals. The Agency shall review all revisions as expeditiously as possible, within the time frame of the extension agreed to by the Agency and the applicant. If required to be submitted to the Agency's Commission, the Agency's Commission shall either approve or disapprove such resubmitted or corrected documents as expeditiously as possible.

3. Document Submittals.

The Owner or applicant shall submit Basic Concept Design plans, which plans shall include the documents and information listed in Exhibit 2 attached hereto. The Director may waive certain document submittal requirements if the Director determines such documents are not necessary for the specific application.

D. REVIEW OF SCHEMATIC DESIGN

Except as provided below, Schematic Design documents shall be submitted to the Agency's Commission for review and consideration. Schematic Design documents shall relate to schematic design level of detail for a specific Project. The purpose of this submittal is to expand and develop the Basic Concept Design, incorporating changes resulting from resolution of the Agency's design concerns and comments.

1. Timing of Agency's Review.

The Director shall review the application for Schematic Design for completeness and advise the applicant in writing of any deficiencies within ten (10) days after the receipt of the applicant's Schematic Design documents. In the event the Director does not so advise the applicant, the application for Schematic Design shall be deemed complete. The time limit for the Agency's review shall be forty-five (45) days from the date the application for Schematic Design was determined to be complete. The Agency shall take such reasonable measures necessary to comply with the time periods set forth herein.

The Agency's Commission may elect, in its sole discretion, to delegate approval of the Schematic Design to the Director at the time the Agency's Commission reviews the Basic Concept Design. If the Agency disapproves the Schematic Design in whole or in part, the Agency shall state the reasons for such disapproval. If the Agency approves the Schematic Design subject to conditions, such approval shall set forth the concerns and/or conditions on which the Agency is granting approval. If the Agency's Commission disapproves an application in part or approves the application subject to specified conditions, then, in the sole discretion of the Agency's Commission, the Agency's Commission may delegate approval of the resubmitted or corrected documents to the Director.

The applicant and the Director may agree to any extension of time necessary to allow revisions of submittals prior to a decision by the Agency. The Agency shall review all such revisions as expeditiously as possible, within the time frame of the extension agreed to by the Director and the applicant. If required to be submitted to the Agency's Commission, the Agency's Commission shall either approve or disapprove such resubmitted or corrected documents as expeditiously as possible.

The applicant may request to submit Basic Concept Design and Schematic Design documents simultaneously. The Director shall approve or disapprove such request within a reasonable time. In the event that Director permits the applicant to submit complete sets of Basic Concept Design and Schematic Design documents simultaneously, the Agency's Commission shall approve, conditionally approve or disapprove the Schematic Design documents at the same time it approves the Basic Concept Design, and no later than twenty-one (21) days following the time period for approval of the Basic Concept Design.

2. Document Submittals.

The owner or applicant shall submit Schematic Design plans, which plans shall include the documents and information listed in Exhibit 2 attached hereto. The Director may waive certain document submittal requirements if the Director determines such documents are not necessary for the specific application.

E. REVIEW OF DESIGN DEVELOPMENT DOCUMENTS

Design Development Documents shall be submitted for review and either approval, conditional approval, or disapproval by the Director, following approval of the Schematic Design.

1. Scope of Review.

The Director shall review the Design Development Documents for consistency with earlier approved documents, the Mission Bay South Redevelopment Plan and Plan Documents, including the Scope of Development, the Design for Development and Infrastructure Plan. Design Development Documents will relate to design development level of detail for a specific Project. The purpose of this submittal is to expand and develop the Schematic Design

incorporating changes resulting from resolution of comments and concerns during the Schematic Design phase and to prepare drawings and other documents as to architectural, structural, mechanical and electrical systems.

2. Timing of Agency's Review.

The Director shall review the Design Development Documents for completeness and advise the applicant in writing of any deficiencies within ten (10) days after the receipt of the Design Development Documents. In the event the Director does not so advise the applicant, the Design Development Documents shall be deemed complete. The time limit for the Director's review shall be thirty (30) days from the date the Design Development Documents were determined to be complete. The Director shall take such reasonable measures necessary to comply with the time periods set forth herein.

The applicant and the Director may agree to any extension of time necessary to allow revisions of submittals prior to a decision by the Director. The Director shall review all such revisions as expeditiously as possible, within the time frame of the extension agreed to by the Director and the applicant

3. Document Submittals.

The Owner or applicant shall submit Design Development Documents, which submittal shall include the documents and information listed in Exhibit 2 attached hereto. The Director may waive certain document submittal requirements if the Director determines such documents are not necessary for the specific application.

F. REVIEW OF FINAL CONSTRUCTION DOCUMENTS

1. Agency Review.

Final Construction Documents will relate to the construction documents level of detail for a specific project. 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 Project and to provide for permitting. Final Construction Documents may be divided and submitted in accordance with an addenda schedule for the Project approved in writing in advance by the City's Department of Building Inspection and the Director. Provided the Owner's Final Construction Documents are delivered to the Director concurrently with submittal to the Department of Building Inspection, Final Construction Documents shall be reviewed by the Director within ten (10) days following the Director's receipt of such documents from and approved by the Department of Building Inspection and any other appropriate City Agencies with jurisdiction. In the event that the Owner's Final Construction Documents are not delivered concurrently to the Director, the Director shall review the Final Construction Documents as expeditiously as possible.

2. Document Submittals.

Documents submitted at this stage in the design review will relate to the construction documents level of detail for a specific project. 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 Project and to provide for permitting. The Final Construction Documents submittal shall include the information specified for the Design Development Documents in Exhibit 2 attached hereto.

IV. OTHER CITY PERMITS

A. COMPLIANCE WITH OTHER LAWS

No Agency review will be made or approval given as to the compliance of the Design Development Documents or Final Construction Documents with any building codes and standards, including building engineering and structural design, or compliance with building codes or regulations, or any other applicable state or federal law or regulation relating to construction standards or requirements, including, without limitation, compliance with any local, state or federal law or regulation related to the suitability of the Improvements for use by persons with physical disabilities.

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 or the Port, shall be issued unless the Agency has reviewed and approved the permit application.

C. SITE PERMITS

The Owner may apply for and obtain a Site Permit and addenda from the Department of Building Inspection upon the Director's approval of 100% Design Development documents, before the entire working drawings and specifications of the Project have been completed and submitted for approval to the Director and the Department of Building Inspection and before the Final Construction Documents have been completed and submitted for approval to the Director. Notwithstanding the foregoing, the Owner may apply for City permits related to grading and excavation activities prior to the Director's approval of 100% Design Development Documents, provided that the Director approves such activities prior to issuance of any City permits.

Pursuant to such site permit process, the Final Construction Documents may be divided and submitted to the Department of Building Inspection in accordance with an addenda schedule for the Project approved in writing in advance by the Director and Department of Building Inspection. Construction may proceed after the appropriate Site Permit addenda have been issued, including, for example, and without limitation, addenda for foundations,

superstructure, and final building build-out. In no case shall construction deviate from, or exceed the scope of, the issued addenda.

V. MODIFICATIONS AND AMENDMENTS TO MAJOR PHASE APPROVAL

The Agency may, by written decision, approve Project applications which amend or modify the previously approved Major Phase or Project approvals, provided that the Agency makes the following determinations: (1) the Project approval requested involves a deviation that does not constitute a material change; (2) the requested Project approval will not be detrimental to the public welfare or injurious to the property or improvements in the vicinity of the Project; and (3) the grant of the Project approval will be consistent with the general purposes and intent of the Mission Bay South Redevelopment Plan and Plan Documents. In the event that the Agency determines that the Project application deviates materially from the Major Phase or Project already approved by the Agency, the Agency may require submittal of an amended Major Phase or Project application, as appropriate, for review by the Agency in accordance with the provisions herein.

No amendments or modifications to a Major Phase approval may be approved by the Agency which would have a material detrimental effect on other properties within such Major Phase or substantially change an Open Space Parcel within such Major Phase absent consent by the Owner's Representative, provided that the Owner owns property located in the Major Phase being amended or modified. Amendments and modifications will be processed in accordance with this DRDAP.

VI. GOVERNMENT REQUIRED PROVISIONS, CHANGES

The Agency and the Owner acknowledge and agree that neither one will delay or withhold its review or approval of those elements of or changes in the Concept Plans, Basic Concept Design, Schematic Design, Design Development Documents or Final Construction Documents which are required by any City Agency, including the City's Department of Building Inspection, the Fire Marshall, the Port or any other government agency having jurisdiction; provided, however, that (i) the party whose review or approval is sought shall have been afforded a reasonable opportunity to discuss such element of, or change in, documents with the governmental authority requiring such element or change and with either the Owner's or the Agency's architect, as the case may be, and (ii) the Owner or the Agency shall have reasonably cooperated with the other and such governmental authority in seeking such reasonable modifications of such required element or change as the other shall deem necessary or desirable. The Owner and the Agency each agrees to use its diligent, good faith efforts to obtain the other's approval of such elements or changes, and its request for reasonable modifications to such required elements or changes, as soon as reasonably possible.

EXHIBIT 1

CONCEPT PLANS TO BE SUBMITTED FOR MAJOR PHASE APPROVALS

Three (3) Sets of Concept Plans shall be submitted to the Agency. Concept Plans for a Major Phase will include the following documents:

1. Data Charts

Data charts submitted should provide information appropriate to a Major Phase:

- a. Program of uses
- b. If housing is included, a Major Phase Housing Data Table as described in the Housing Program
- c. Estimated range of development density
- d. Estimated/anticipated parking and loading spaces
- e. Major Phase aggregate development in relation to the total allowable building program
- f. Approximate square footage of each use and proposed height and bulk of proposed buildings
- g. Estimated schedule of development for Projects and public Infrastructure

2. Vicinity Plan

In addition to the Site Plan covering the proposed development in this Major Phase, a diagrammatic Vicinity Plan should be submitted showing this Major Phase in the context of the immediate neighborhood and indicating the relationship to the planned and existing:

- a. Utilities (including interim facilities)
- b. Vehicular, bicycle and pedestrian circulation
- c. View corridors
- d. Public open space
- e. Land uses on surrounding blocks

3. Site Plan

The Site Plan will pertain to the total area of development and improvement in this Major Phase, including development sites, associated streets, open space and the required infrastructure. The Site Plan should indicate the general location of uses, including (as appropriate):

- a. Phase blocks and proposed parcel boundaries
- b. General location, scale, relationship of buildings
- c. Designation of public open space, within and surrounding the proposed Major Phase
- d. Roads, sidewalks, mid-Block connections, etc., as applicable
- e. Parking facilities (including interim parking facilities)
- f. General circulation diagram indicating anticipated vehicular, service and pedestrian circulation
- g. The proposed location of Agency Affordable Housing Parcel(s) pursuant to the Housing Program.

4. Infrastructure Plans and Documents

- a. Transportation

Concept Plans shall be submitted which indicate the relationship of the Major Phase to the overall transportation system serving Mission Bay. This may pertain to specific portions of these facilities to be constructed as a part of this Major Phase, and/or connections to facilities outside the boundaries of the Major Phase. Improvement plans will be provided in connection with the applicable subdivision map. For the particular Major Phase, the following shall be submitted:

- (1) Transit
 - (a) Narrative materials with a discussion of transit serving the Major Phase
 - (b) Any measures that are a part of the Mission Bay Traffic and Parking Management Plan, as defined in the North OPA, that will be implemented in whole or part by this Major Phase

- (2) Roadways
 - (a) Plans of new, reconstructed or streets
 - (b) Conceptual plan views and road sections consistent with the Infrastructure Plan
- (3) Pedestrian routes and improvements
 - (a) Sidewalk widths and pedestrian amenities shown on an appropriate graphic
 - (b) Circulation diagram indicating pedestrian flows
 - (c) Approximate location of mid-block pedestrian connections, where applicable
 - (d) Description of streetscape improvements consistent with Streetscape Plan
- (4) Recreational bike trails

If the Major Phase includes bicycle facilities which separately accommodate recreational and commuter cyclists, submission materials should locate and describe such provisions within protected corridors, open space areas and mid-block connectors
- (5) Commuter bike routes

If applicable, commuter bike lanes should be identified on plan views of roadways

b. Utilities

Basic concept design-level Concept Plans for utilities shall be submitted, for informational purposes only, based on the Infrastructure Plan, which indicate the relationship of the Major Phase to the utilities serving Mission Bay, including where relevant:

- (1) Sanitary sewer, storm drain and combined sanitary and storm drain facilities

Generalized graphic and narrative depiction of these facilities, as related to the location of the Major Phase and therefore the specific sewer and storm drain collection and conveyance facilities to be installed

Note: Specific information regarding design parameters, pipe size and elevations are not required to be submitted to the Agency. This information will be provided in connection with the subdivision or parcel map application and will be reviewed by the Department of Public Works at that time. The specific sewer and storm drain collection and conveyance facilities shall be designed in accordance with the Infrastructure Plan.

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

Generalized graphic and narrative depiction of these facilities, as related to this Major Phase

Note: Specific information regarding design parameters, pipe size and elevations are not required to be submitted to the Agency. This information will be provided in connection with the subdivision or parcel map application and will be reviewed by the Department of Public Works at that time. This DRDAP shall not be construed to limit the City's discretion to review the design specifics as part of the subdivision map process.

- (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 a utility subset of the Site Plan package

Note: Specific information regarding design parameters, pipe size and elevations are not required to be submitted to the Agency. This information will be provided in connection with the subdivision or parcel map application and will be reviewed by the Department of Public Works at that time. This DRDAP shall not be construed to limit the City's discretion to review the design specifics as part of the subdivision map process.

c. Open Space Parcel Submittals

Applicant shall prepare and submit the following basic concept level design documents (number of printed sets to be provided to the Agency shall be mutually agreed).

- (1) Site Plan at an approved scale indicating existing conditions on the site, including but not limited to the following:
 - (a) Existing structures and contours;
 - (b) Adjacent future Infrastructure i.e., water, sewer, electrical power, storm drains etc.
 - (c) Anticipated vehicular and pedestrian circulation systems
 - (d) Design constraints and opportunities including shadow and wind conditions that may suggest landscape design opportunities or constraints (for example, related to the location of any proposed seating, special landscaping, etc.) based on existing sun/shadow diagrams and wind analyses. This provision is not intended to require studies beyond those otherwise available.
- (2) Landscape concept plan showing all landscape elements and features and shall include a statement of design approach.
- (3) Site sections showing proposed design concept.
- (4) Perspective sketches to show the character of major open spaces and elements of the design (Number of views to be submitted shall be mutually agreed).

5. Phasing Plan

Within the Major Phase, anticipated general phasing and schedule of construction, if any, shall be indicated, including Open Space Parcels to be provided in connection with the development of the Project consistent with the phasing schedule set forth in the Infrastructure Plan. Temporary or interim Improvements, including, without limitation, parking and Infrastructure, which may be planned to ease the transition from phase to phase of new construction, should also be noted in narrative and plan format.

6. Financing Plans

Update of annual plan prepared in accordance with the Financing Plan.

7. Illustrative Materials

At a concept design level, a block model or other appropriate illustrative materials acceptable to the Agency, such as site block sections, site block elevations or other ground level perspective sketches, will be submitted to assist the Agency's design review team to envision the location, urban context, scale and massing of proposed or anticipated buildings and their relationship to public open space, streets and surrounding development areas. Issues to be addressed in these materials (see Design for Development and Scope of Development for further definition) include:

- a. Development density
- b. Building height
- c. Building bulk
- d. Block development
- e. Street frontage
- f. Character of the proposed development

8. Mitigation Measure Report

Owner shall submit a report outlining compliance by the Owner with the Mitigation Monitoring Program adopted pursuant to the California Environmental Quality Act.

EXHIBIT 2

DOCUMENTS TO BE SUBMITTED FOR PROJECT APPROVALS

During each stage of the Project design review process, the Director and the Owner or applicant shall agree upon the scale of the drawings for Project submissions. The Director and the Owner or applicant shall also discuss and agree upon the scope of the subsequent Project submissions recognizing that each Project is unique and that all documents outlined herein may not be required for each Project.

Design Development Documents and other Construction Documents to be submitted shall be prepared by an Architect licensed to practice in and by the State of California. The Applicant shall submit a report outlining compliance with the Mitigation Monitoring Program adopted pursuant to the California Environmental Quality Act.

A. BASIC CONCEPT DESIGN DOCUMENTS

Three (3) sets of Basic Concept Design documents shall be submitted to the Agency. Basic Concept Design submissions for a specific Project should generally be consistent with applicable Major Phase approval. If documents were submitted with the Concept Plans and have not changed, the same documents may be resubmitted to satisfy the Basic Concept Design document requirements. The program of uses, the height of buildings or other factors in the proposed Project may trigger some variation in the submittal requirements in order to illustrate consistency with standards and guidelines in the Mission Bay South Redevelopment Plans and Plan Documents. Basic Concept Design documents will illustrate building height, building bulk, block development, street frontage, conceptual building elevations, and streetwall length, height and character. Project Basic Concept Design submittals will include the following documents.

1. Data Charts

Data charts submitted should provide information appropriate to a Basic Concept Design submittal consistent with the Project being proposed, including:

- a. Conceptual program of uses
- b. Maximum development density
- c. If housing is included, a Project Housing Data Table as described in the Housing Program
- d. Number of loading spaces and approximate number of parking spaces
- e. Initial building coverage & streetwall calculations

2. Vicinity Plan

In addition to the Site Plan for the immediate area of the Project under review, a diagrammatic Vicinity Plan should be submitted showing this Project in the context of the Major Phase of which it is a part, indicating the relationship to planned and existing:

- a. Utilities, including interim facilities
- b. Vehicular, bicycle and pedestrian circulation
- c. View corridors
- d. Public open space

3. Site Plan (at a scale of 1"=40' unless otherwise agreed upon)

The Site Plan will pertain to the total area of development and improvement included in this Project which may include required streets, open space and other Infrastructure Improvements pursuant to the Infrastructure Plan. A Site Plan should indicate the location of uses; the general location, scale, relationship, and orientation of buildings; the general site circulation and relationship of ground floor uses, and the general approach to open space design where included in the Project:

- a. Site boundaries
- b. Building footprints
- c. Public open space, if applicable
- d. Private open space areas, if applicable
- e. Setbacks, if applicable
- f. Roads, sidewalks, mid-block connections
- g. Parking and loading facilities (including interim facilities)
- h. Circulation diagram including entry locations for pedestrians, autos and service vehicles
- i. Streetscape improvements

4. **Building Plans, Elevations and Sections** sufficient to describe the development proposal

5. Written Statement of Program, including: size and use of the facilities proposed, structural system and principal building materials.

6. Preliminary Fine Arts Proposal, if applicable

7. Model

A Basic Concept Design level block model shall illustrate the location, scale and massing of proposed building(s) and its relationship to public open space, streets and surrounding development areas

8. Illustrative Materials

Sketches or perspective renderings (and other appropriate illustrative materials acceptable to the Agency) shall be submitted to illustrate the character of the proposed development.

9. Building Envelope/Shadow.

Demonstrate that the proposed Project is within the allowable standards relevant to shadow impacts as described in the Design for Development. If a variance is sought from such standards, a sun/shadow analysis will be required as per the methodology outlined in the Design for Development.

10. Wind Analysis

Where buildings are proposed over 100 feet in height, a preliminary wind review by a qualified wind consultant(s) shall be conducted, and based upon the exposure, massing and orientation of buildings, findings will be made as to whether wind tunnel testing shall be required at the Schematic Design submission stage.

11. Phasing Plan

Within the Project, any anticipated phasing of construction or temporary Improvements, including temporary or interim parking facilities and Infrastructure, to ease the transition among Projects and between phases, if any, shall be indicated..

B. SCHEMATIC DESIGN

Documents submitted at this stage in the design review will relate to schematic design level of detail for a specific Project. The purpose of this submittal is to expand and develop the Basic Concept Design, incorporating changes resulting from resolution of the Agency's design concerns and comments. The Schematic Design submission for a specific project should generally be consistent with the Basic Concept Design approval. A Schematic Design submittal will include the following documents.

1. Written Statement

A written statement of proposal shall cover items similar to those on the Basic Concept Design data charts including number of parking and loading spaces, size and use of the facilities provided, with the addition of the structural system, principal building materials and area calculations.

2. Schematic Drawings

The Schematic Drawings shall generally include, but not be limited to:

- a. Isometric or Perspective Drawings sufficient to illustrate overall Project.
- b. 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 and structures should also be shown. Scale: minimum 1/16"=1'0
- c. Site Sections showing height relationships of those areas noted above. Scale: minimum 1/16"=1'0
- d. Building 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"=1'0
- e. Written Statement of Program, including: size and use of the facilities proposed, structural system and principal building materials.

3. Model

A model shall be submitted to the Agency which shall be prepared at an appropriate scale indicating the exterior building skin design.

4. Perspectives, Sketches and Renderings

Perspectives, sketches, and renderings, as necessary to indicate the architectural character of the project and its relationship to the pedestrian level shall be submitted to the Agency.

5. Samples

Samples of proposed materials and exterior colors shall be submitted to the Agency.

6. Wind Analysis

If wind tunnel testing was determined to be required for this Project, the results of that testing shall be reported as a part of this Schematic Design submission. The objective shall be to recommend modifications to (i) address wind hazards, if predicted, and (ii) address the guidelines for wind-conscious design as noted in the Design for Development.

7. Final Shadow Analysis

If required pursuant to the Design for Development, a final shadow analysis shall be submitted to the Agency.

8. Art Proposal

An art proposal shall be submitted, if applicable, indicating the proposed location and proposed type of art works to be provided with a project.

9. Open Space Parcels

Applicant shall submit the following Schematic Design Drawings and related documents, to be provided in connection with the development of the Project consistent with the phasing schedule described in the Infrastructure Plan. The number of printed sets to be submitted shall be mutually agreed upon.

- a. Landscape Architectural plans and typical sections at 1/16" = 1'-0" or other approved scale indicating locations and general character and materials of all site features and spaces, including use areas, circulation paths, walls, fencing, water features, seating lighting graphics, artwork, planting, site furniture, grading, drainage systems, sidewalks and street improvements and service vehicular access.
- b. Isometric and/or perspective drawings or sketches sufficient to illustrate the general character of the open space, including its relationship to surrounding architecture. (Number of views to be prepared shall be mutually agreed).
- c. Plans, elevations and sections at 1/16" = 1'-0" or other approved scale sufficient to fully describe the proposed design of any special features within the Project including fountains and related art work.

- d. A palette of open space materials and elements for use in expressing the particular character of the open space:
 - (1) Paving and construction materials
 - (2) Plant materials
 - (3) Site and street furniture
 - (4) Lighting
 - (5) Graphics
 - (6) Water features and related art work
- e. Scale model, a mutually agreed upon scaled model to be updated and refined at subsequent design phase.
- f. Schematic locations and sizes of all utility and drainage connections and other service requirements.

10. Signage

If signage is proposed as part of the project, proposed exterior signage shall be shown as part of the submittal.

C. DESIGN DEVELOPMENT DOCUMENTS

Documents submitted at the design development stage in design review will relate to design development level of detail for a specific Project. The purpose of this submittal is to expand and develop the Schematic Design incorporating changes resulting from resolution of comments and concerns during the Schematic Design Phase and to prepare drawings and other documents as to architectural, structural, mechanical and electrical systems.

The Design Development Document submission for a specific project should generally be consistent with the Schematic Design approval.

1. Site Plan or Plans showing where applicable:

- a. Building(s), 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 Infrastructure, utilities or service facilities which are a part of or link this Project to the public Infrastructure shall be shown
 - c. Existing contours (elevations) based on existing survey and proposed finish elevations to show final proposed grade
 - d. Site drainage and roof drainage
 - e. Required connections to existing and proposed utilities
 - f. All existing structures around the site
2. **All building floor plans and elevations including structural system**, at an appropriate scale (1/8" to 1' minimum).
3. **Building sections** showing typical cross sections at an appropriate scale, and in particular indicating street walls and adjacent open spaces, relationship of ground floor uses to pedestrian outdoor areas, and including mechanical equipment.
4. **Landscape design plans** showing details of landscape elements including walls, fences, planting, outdoor lighting, ground surface materials. Appropriate reference to improvements in the city's right of way shall be shown.
5. **Open Space Parcels**

The following Design Development Documents shall be submitted for Open Space Parcels:

- a. Landscape plans, sections and details at 1/8" = 1'0" or other approved scale fixing locations and design of all landscape elements, including the following.
 - (1) Paving, site furniture, stairs and other construction items
 - (2) Grading and drainage
 - (3) Planting
 - (4) Irrigation
 - (5) Lighting

- (6) Graphics
 - (7) Fountain and related artworks
 - (8) Sidewalks, crosswalks and other street improvements
 - (9) Service and vehicular access.
- b. Plans, elevations, sections and details, including structural, mechanical, electrical and other plans, at 1/8" = 1'-0" or other approved scale as necessary to completely describe the design of any special features within the open space, including fountains, artwork and gates.
 - c. Updated model, which depicts current design, its elements and spaces.
 - d. Outline specifications
 - e. Preliminary materials and color board.
- 5. **Drawings** showing structural, mechanical and electrical systems.
 - 6. **Materials and colors samples** as they may vary from those submitted for Schematic Design approval.
 - 7. **Sign locations and design.**
 - 8. **Outline Specifications** for materials and methods of construction
 - 9. **Roof Plan** showing location of and screen design for all roof top equipment; show roof drainage.

D. FINAL CONSTRUCTION DOCUMENTS

Documents submitted at this stage in the design review will relate to the construction documents level of detail for a specific project. The purpose of this submittal is to expand and develop the Design Development Documents, prepare drawings and specifications in sufficient detail to set forth the requirements of construction of the Project and to provide for permitting.

The Final Construction Documents shall generally be consistent with the approved Design Development Documents. The Final Construction Documents shall comply with the requirements of the City's Department of Building Inspection, 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 prior to Completed Construction. The Director and applicant shall continue to work to resolve any outstanding design issues, as necessary.

Applicant shall meet the requirements of the Department of Public Works for Infrastructure, including plans for the Open Space Parcels. Applicant shall submit to the Director plans for Open Space Parcels in final and complete form, including specifications as necessary to accomplish construction of the open space as designed. The plans shall include the final materials and color board.