

**EXHIBIT CC**

**DISPOSITION AND DEVELOPMENT AGREEMENT  
(TREASURE ISLAND AND YERBA BUENA ISLAND)**

**DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE**

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**DISPOSITION AND DEVELOPMENT AGREEMENT  
(TREASURE ISLAND AND YERBA BUENA ISLAND )**

**DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE**

This DRDAP implements and is part of the DDA. As used herein, certain capitalized terms are defined in Exhibit 1 (Definitions). Capitalized terms used but not otherwise defined in this DRDAP shall have the meanings for such terms set forth in the DDA.

**1. INTRODUCTION**

This DRDAP sets forth the procedures for submitting, reviewing, and approving Major Phase and Sub-Phase Applications for the Project Site. The Authority shall review such Applications to ensure that they conform to and are consistent with the Development Requirements, and coordinate with applicable City Agencies for review in accordance with the ICA. The review and approval process set forth in this DRDAP relates primarily to horizontal infrastructure development and compliance with various obligations under the DDA. The procedure for submitting, reviewing and approving applications for Vertical Improvements in the Project Site is governed by the Treasure Island and Yerba Buena Island Special Use District that resides in Section 249.52 of the City’s Planning Code.

**1.1 REVIEW PROCESS**

**1.1.1 Overview of Review Process.**

The Design Review and Document Approval Process set forth herein entails two general categories of design review and document approval, described as follows:

- The first category of design review requires review and recommendation to the Authority Board by the TI/YBI Citizens Advisory Board (“**CAB**”) and approval by the Authority Board of (i) a Streetscape Master Plan, (ii) a Conceptual Parks and Open Space Master Plan, and (iii) a Signage Master Plan (as such terms are defined below, each a “**Master Plan**”). The “**Streetscape Master Plan**” shall include all streets that will be publicly owned on both Treasure Island and Yerba Buena Island. The Streetscape Master Plan application must be submitted for review and recommendation to the Authority Board by the CAB, and approved by the Authority Board prior to the approval of the first Major Phase Application. The “**Conceptual Parks and Open Space Master Plan**” shall include a conceptual description of all parks and open space. The Conceptual Parks and Open Space Master Plan must be submitted for review and recommendation by the CAB, and approved by the Authority Board, prior to the approval of the first Major Phase Application. The “**Signage Master Plan**” shall address signage for all public streets and other property that will be publicly owned on both Treasure Island and Yerba Buena Island. The Signage Master Plan application must be submitted for review and recommendation to the Authority Board by the CAB and approved by the Authority Board prior to the approval of the first Sub-Phase Application within the first Major Phase. The Streetscape Master Plan, the

Conceptual Parks and Open Space Master Plan and the Signage Master Plan applications are generally at a concept plan level of detail and require a single submittal of plans.

- The second category of design review requires approval by the Authority Board of Major Phase Applications and approval by the Executive Director of Sub-Phase Applications. Major Phase Applications generally include overall site plans, vicinity plans, illustrative concept plans for Infrastructure and Stormwater Management Controls, including all Associated Public Benefits, and any proposed changes to the Phasing Plan attached to the DDA, as updated and approved from time to time. The Authority Board must approve the Major Phase Application, and the Executive Director must approve the applicable Sub-Phase Application for one or more adjacent Blocks within the Major Phase, before conveyance of the Sub-Phase to Developer under the DDA. The Sub-Phase Application, which must be approved by the Executive Director before building permits may be issued for Infrastructure and Stormwater Management Controls and before the Authority's consideration of and grant of Vertical Approvals, governs Infrastructure and Stormwater Management Controls within the Sub-Phase, including data charts, site plans, 50% Construction Documents for Infrastructure and Stormwater Management Controls within the Sub-Phase, and 100% Design Development Documents for Open Space Lots within the Sub-Phase, all as more particularly described in **Exhibit 2**.

### **1.1.2 Priority Project**

The development of the Project is a priority to the City and the Authority. Accordingly, the Authority shall review all Applications as expeditiously as reasonably possible and use commercially reasonable efforts to enforce the applicable provisions of the ICA in accordance with its terms. In addition, the Authority shall provide Developer with multiple opportunities to meet and confer with Authority Staff before Applications are due.

### **1.1.3 Developer, Authority and City Roles in the DRDAP Process**

To the extent required under the DDA, Developer shall submit all Major Phase Applications and Sub-Phase Applications to the Authority in accordance with this DRDAP.

The Authority shall review all Applications and submittals for completeness and consistency with the Development Requirements as set forth in this DRDAP. The Authority shall submit Complete Major Phase Applications and Complete Sub-Phase Applications to the applicable City Agencies for review in accordance with the ICA. The City Agencies will review submittals made to them pursuant to this DRDAP for consistency with the Applicable Regulations, and shall provide any comments on all Applications within the time required by this DRDAP and the ICA, as applicable. A City Agency's failure to review and comment on Major Phase or Sub-Phase Application submittals within the time frames set forth in this DRDAP shall not, by itself, be the basis for Excusable Delay. But such a failure that (i) results in a delay of an Authority action beyond the time frame permitted for Authority action under this DRDAP, or (ii) results in a delay of a City action beyond the permitted time set forth in the ICA when the City is

issuing a final Approval (i.e., when there is no subsequent Authority action on such matter), shall be the basis for Excusable Delay under the DDA, and that shall extend the time for Developer's performance under the DDA in accordance with Section 24 thereof.

The Parties understand and agree that the Applications will include detailed information, and the turnaround time for Authority and City staff will depend in part upon the amount of new information included in an Application that has not yet been seen by the Authority and the City at the time of Application submittal and the quality of the submittal. Accordingly, Developer shall submit information and materials, and schedule meetings with Authority Staff, for consultation and input in the formulation of Application materials in advance of the required submission of Applications as set forth below. The Authority shall make staff available for such requested meetings and consultation. The Parties understand and agree that input of Authority Staff throughout the design and development process will likely result in an expedited approval process and increased efficiencies.

Whenever Approval or any other action is required by the Authority Board, the Executive Director shall upon the request of Developer following the periods to meet and provide final comments described in this DRDAP, submit such matter to the Authority Board at the next regularly-scheduled meeting of the Authority Board for which an agenda has not yet been finalized and for which the Authority can prepare and submit a staff report in keeping with Authority standard practices.

With regard to any public hearings and presentations relating to the Project, Developer shall cooperate with, prepare materials for, and participate in presentations to the CAB, Authority Board and the Arts Commission, as applicable.

#### **1.1.4 Arts Commission Design Review**

Although the Authority has land use authority over the entire Project Site, Developer shall submit certain Design Documents, the Streetscape Master Plan and the Signage Master Plan to the Arts Commission for review and comment as and to the extent required by Charter section 5.103 (for Improvements within public right-of-ways and other public areas that will be dedicated to the City). Submittals and review will be in accordance with the Civic Design Review Guidelines adopted by the Arts Commission. It is anticipated that Arts Commission review shall be limited to approvals of (i) Design Documents for structures to be constructed on City-owned property, and (ii) the Streetscape Master Plan and Signage Master Plan to the extent such Master Plans affect City- owned property and structures, and Improvements located within public rights-of-way to be dedicated to and owned by the City that are included within the applicable Sub-Phase Applications.

Developer shall meet with Authority Staff on all submissions to the Arts Commission before making each such submission to the Arts Commission. For the Streetscape and Signage Master Plan submittals, Developer shall seek design comments from the Arts Commission not less than ninety (90) days before submittal thereof to the Authority. For all other Improvements within public right-of-ways and other public areas that will be dedicated to and owned by the City, as specified in the ICA, Authority shall use good faith efforts to cause the Arts Commission to review submittals made to it pursuant to this DRDAP and provide any design comments on

matters within its purview on all Applications as expeditiously as possible but in no event later than thirty (30) days following submittal. Failure of the Arts Commission to complete its comments within a specified time period shall not waive the obligation to obtain design comments and approval from the Arts Commission before the Authority acts on an Application that is subject to review by the Arts Commission; provided, however, that the Arts Commission's failure to review and comment on the Design Documents or Master Plan submittals within the time frames set forth in this DRDAP that (i) results in a delay of an Authority action beyond the time frame permitted for Authority action under this DRDAP, or (ii) results in a delay of a City action beyond the permitted time set forth in the ICA when the City is issuing a final Approval (i.e., when there is no subsequent Authority action on such matter), shall be the basis for Excusable Delay under the DDA, and shall extend the time for Developer's performance under the DDA in accordance with Section 24 thereof.

### **1.1.5 Planning Department and Planning Commission Roles in Major Phase/Sub-Phase Applications**

The Development Agreement provides that the Authority may choose to utilize the Planning Department in order to, among other things, establish work orders as necessary for Planning staff to provide design review of Major Phase Applications and Sub-Phase Applications. Planning staff would in all aspects be serving on behalf of the Authority under the direction of the Executive Director. If the Authority engages the services of the Planning Department to review such Applications, the Authority shall deliver to the Planning Department each applicable Application within three (3) days after Authority Staff determines that the applicable Application is a Complete Application and the Development Agreement requires the Planning Department to provide to the Authority timely comments to such submittals that will allow the Authority to comply with its time frames for review hereunder.

### **1.1.6 CAB Comment on Document Submittals**

At the direction of the Executive Director, Developer shall provide the CAB with updates on the document submittal review process set forth in this DRDAP and shall submit the Streetscape Master Plan, the Conceptual Parks and Open Space Master Plan, Signage Master Plan and any other DRDAP submittals identified by the Executive Director for review and consideration by the CAB before any action is taken by the Authority Board. Developer shall provide the CAB with a summary description of such document submittals and such number of copy sets of such Applications as are reasonably requested by Authority Staff.

### **1.1.7 Subdivision Map Review**

The review and Approval of Applications pursuant to this DRDAP are in addition to and do not waive the requirements for approval of Tentative and Final Transfer Maps, Tentative and Final Vesting Transfer Maps, Tentative and Final Vesting Subdivision Maps, Tentative and Final Subdivision Maps, and Parcel Maps by the City under the Subdivision Map Act, any of its implementing regulations and the Treasure Island and Yerba Buena Island Subdivision Code. The City's consideration and Approval or disapproval of Developer's applications for such maps shall be done in accordance with the procedures set forth in the Treasure Island and Yerba Buena Island Subdivision Code.



Developer, on behalf of the Authority, may submit a request for Approval of and, if Approved, may record a Final Transfer Map or a Final Vesting Transfer Map before a Major Phase Approval is given by the Authority Board. Developer, on behalf of the Authority or itself, may submit an application for a Tentative Subdivision Map or a Vesting Tentative Subdivision Map relating to the initial Sub-Phase within a Major Phase at the same time it submits the Sub-Phase Application and before a Major Phase Approval. However, in such case, DPW's time for determining that the Tentative Subdivision Map or a Vesting Tentative Subdivision Map application is complete and the Authority's time for reviewing and for providing comments and acting on the application shall not commence until there has been a Major Phase Approval given for the property located within such map.

**1.1.8 [Reserved]**

**1.1.9 [Reserved]**

**1.1.10 Consistency with Development Requirements and Previous Approvals**

Unless otherwise Approved by Developer in its sole and absolute discretion, and subject to the provisions of the DDA, ICA, and other Project Approvals, the Authority will not (i) disapprove any Major Phase Application or Sub-Phase Application on the basis of any element that conforms to and is consistent with the Development Requirements, or (ii) impose conditions that conflict with the Development Requirements.

**1.1.11 Other Governmental Entity Approvals**

Nothing contained in this DRDAP is intended to eliminate or alter the process or approval requirements set forth under applicable provisions of State or federal law or the regulations of other Governmental Entities, as applicable, with respect to any development at the Project Site.

**1.1.12 Review Periods.**

All review periods specified in this DRDAP shall refer to calendar days and not business days unless expressly stated otherwise.

**2. SUMMATION OF DOCUMENT SUBMITTALS**

Submissions under this DRDAP shall consist of the following components or stages, the requirements for which are set forth below:

1. Streetscape Master Plan;
2. Conceptual Parks and Open Space Master Plan;
3. Signage Master Plan;
4. Major Phase Applications; and
5. Sub-Phase Applications.

### 3. STREETSCAPE MASTER PLAN, CONCEPTUAL PARKS AND OPEN SPACE MASTER PLAN, AND SIGNAGE MASTER PLAN APPROVALS

#### 3.1 APPLICATION PROCESS

##### 3.1.1 Pre-Submission Conference for Streetscape Master Plan

The Streetscape Master Plan, as described in Exhibit 3 to this DRDAP, is applicable only to streets within the Project Site that will be publicly owned. Not less than thirty (30) days before submitting a Streetscape Master Plan, Developer shall submit to the Executive Director a draft of the materially important concept plans and documents of the type listed in Exhibit 3. Not less than twenty (20) days before submitting a Streetscape Master Plan, Developer and Authority Staff shall hold at least one pre-submission meeting at a mutually agreeable time, with appropriate City Agencies that elect to attend. Developer may submit information and materials iteratively, and Developer and the Authority may agree to hold such additional meetings as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission meeting before submitting a Streetscape Master Plan as specified above, then such failure shall not, by itself, constitute an Event of Default and instead the Authority's time for review of the Streetscape Master Plan shall be extended by thirty (30) days.

##### 3.1.2 Submission

The Streetscape Master Plan shall be submitted to the Authority not less than ninety (90) days before the submittal of the first Major Phase Application (the "**Streetscape Submittal Date**"). Alternatively, Developer may elect to submit the Streetscape Master Plan after the Streetscape Submittal Date but in no event later than the date of submittal of its first Major Phase Application, in which case the Authority's time for determination that such Major Phase Application is a Complete Application shall be automatically extended by the number of days from the Streetscape Submittal Date to the date that Developer submits the Streetscape Master Plan.

The Conceptual Parks and Open Space Master Plan, as described in Exhibit 3, shall be submitted to the Authority not less than ninety (90) days prior to the submittal of the first Major Phase Application.

The Signage Master Plan, as described in Exhibit 3, shall be submitted to the Authority not less than ninety (90) days before the submittal of the first Sub-Phase Application (the "**Signage Submittal Date**"). Alternatively, Developer may elect to submit the Signage Master Plan after the Signage Submittal Date but in no event later than the date of submittal of the first Sub-Phase Application, in which case the Authority's time for determination that such Sub-Phase Application is a Complete Application shall be automatically extended by the number of days from the Signage Submittal Date to the date that Developer submits the Signage Master Plan.

## **3.2 REVIEW BY AUTHORITY AND CITY AGENCIES**

### **3.2.1 Authority Review - Initial**

The Authority Staff shall review the Streetscape Master Plan, Conceptual Parks and Open Space Master Plan or Signage Master Plan Applications (each, a “**Master Plan Application**”) for completeness and advise Developer in writing of any deficiencies within thirty (30) days after the receipt of the applicable Master Plan Application. In the event the Authority Staff does not so advise Developer, the Master Plan Application shall be deemed Complete and all time periods for Authority and City review shall run from the date of such deemed Completeness. Notwithstanding the foregoing, a determination that a Master Plan Application is deemed Complete shall not prevent the Authority Staff from requesting such additional materials as deemed reasonably necessary to complete the review by the Authority and City.

### **3.2.2 City Agency Review – Complete Master Plan Application**

Within three (3) days of the Authority’s determination that a Master Plan Application is a Complete Master Plan Application or the date that the Application is deemed Complete, Authority Staff shall submit the applicable Complete Master Plan Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable Regulations. Each City Agency will provide any comments on the submittal to the Authority within thirty (30) days from the City Agency’s receipt of the submittal, subject to any longer period set forth in the ICA if applicable. Consistent with the Authority’s responsibilities under the ICA, the Authority shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Master Plan Application, or applicable portions thereof, within such time.

### **3.2.3 Authority Review – Complete Master Plan Application**

Authority Staff shall complete its review and consideration on the Streetscape Master Plan, Conceptual Parks and Open Space Master Plan, and the Signage Master Plan within ninety (90) days after the applicable Streetscape Master Plan, Conceptual Parks and Open Space Master Plan, or Signage Master Plan Application is Complete or deemed Complete. Authority Staff may propose changes to the Streetscape Master Plan, Conceptual Parks and Open Space Master Plan, and the Signage Master Plan that do not conflict with the Development Requirements. If Authority Staff proposes any such changes, then the Authority and Developer shall promptly meet and confer in good faith for a period of not more than forty-five (45) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Authority provided such meet and confer period shall run concurrently with, and shall not extend, the ninety (90) day period specified above unless agreed to by Developer and Authority Staff.

Upon the expiration of the ninety (90) day period specified above, as such ninety (90) day period may be extended by mutual agreement of Developer and Authority Staff, the Executive Director shall submit the applicable Complete Master Plan Application to the Authority Board for review and consideration, with or without Authority Staff recommendation. The Streetscape Master Plan and the Conceptual Parks and Open Space Master Plan must be Approved by the

Authority Board on or before the first Major Phase Approval. The Signage Master Plan must be Approved by the Authority Board on or before the first Sub-Phase Approval.

#### **4. MAJOR PHASE APPROVALS**

Developer shall submit, and the Authority Board shall review and Approve or disapprove, Major Phase Applications as set forth in the DDA and this Section 4. The purpose of a Major Phase Approval is for the Authority to confirm that the Major Phase Application conforms to and is consistent with the applicable Development Requirements, and for Developer to obtain Approval by the Authority of the additional detailed information included in a Major Phase Application that has not been previously reviewed or Approved by the Authority.

Prior to or concurrently with each Major Phase Application, Developer and Authority shall comply with the requirements for providing the Navy with notice of the Major Phase Decisions pursuant to Section 6.2.3 of the DDA and Section 5.6 of the Conveyance Agreement. In no event shall Authority be required to Approve a Major Phase Application until (i) the applicable Major Phase Decision notice has been provided and the period of time for Navy to object has passed without objection, or (2) if the Navy has objected in writing to one or more of the Major Phase Decisions, such objection has been resolved in accordance with the dispute resolution procedures set forth in the Conveyance Agreement and the DDA (in either event, a “**Major Phase Decision Agreement**”).

##### **4.1 APPLICATION PROCESS**

###### **4.1.1 Pre-Submission Conference**

Not less than thirty (30) days before submitting a Major Phase Application, Developer shall submit to the Executive Director drafts of the materially important submittals of the type listed for Major Phase Applications in Exhibit 2, which shall consist of Items 1.1.1 through 1.1.7 as shown on Exhibit 2 (other than the approximate location of JV Lots described in 1.1.7.5), and any other data as Developer shall so desire concerning the Major Phase. Not less than twenty (20) days before submitting a Major Phase Application, Developer and Authority Staff shall hold at least one pre-submission meeting at a mutually agreeable time and with appropriate City Agencies that elect to attend. Developer may submit information and materials iteratively, and Developer and the Authority may agree to hold such additional meetings as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission meeting before submitting a Major Phase Application as specified above, then such failure shall not, by itself, constitute an Event of Default and instead the Authority’s time for review of the Application in order to determine that such Application is a Complete Application shall be extended by thirty (30) days. Any such extension shall not be the basis for Excusable Delay.

###### **4.1.2 Submission**

Subject to the terms of the DDA, Developer shall submit each Complete Major Phase Application to the Authority on or before the Outside Date for submittal of each such Major Phase Application as set forth in the Schedule of Performance. Unless otherwise Approved by

Developer and the Executive Director, all Major Phase Applications shall include all of the documents and materials described for Major Phase Applications in **Exhibit 2** and **Exhibit 3**.

## **4.2 REVIEW BY AUTHORITY AND CITY AGENCIES**

### **4.2.1 Authority Review - Initial**

Authority Staff shall review each Major Phase Application as expeditiously as reasonably possible for conformance with the Development Requirements. Within thirty (30) days following receipt of a Major Phase Application, Authority Staff shall notify Developer of any deficiencies and make any requests for additional information or materials that are reasonably necessary in order to process the Major Phase Application under this DRDAP and are consistent with the type of documents listed in **Exhibit 2** for Major Phase Applications. Developer shall promptly correct any such deficiencies and provide any such requested information and materials. The Executive Director shall make a determination of whether a Major Phase Application is a Complete Application no later than thirty (30) days following receipt of such Major Phase Application, as such time period may be extended in accordance with Section 4.1, or, if applicable, no later than fifteen (15) days following receipt of any additional information and materials requested under this Section 4.2.1, and notify Developer of the same. If the Executive Director does not so advise the applicant within such thirty (30) or fifteen (15) day period, as applicable, the Major Phase Application shall be deemed Complete and all time periods for Authority and City review shall run from the date of such deemed Completeness. Notwithstanding the foregoing, a determination that a Major Phase Application is deemed Complete shall not prevent the Executive Director from requesting such additional materials as deemed reasonably necessary for the Authority's and City's review of the Application in accordance with this DRDAP.

### **4.2.2 City Agency Review – Complete Major Phase Application**

Within three (3) days after the Authority's determination that a Major Phase Application is a Complete Application or within three (3) days after the date that such Application is deemed Complete, Authority Staff shall submit such Complete Major Phase Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable Regulations. Each City Agency will provide any comments on the submittal to the Authority within thirty (30) days from the City Agency's receipt of the submittal, subject to any longer period set forth in the ICA if applicable. Consistent with the Authority's responsibilities under the ICA, the Authority shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Major Phase Application, or applicable portions thereof, within such time.

### **4.2.3 Authority Review - Complete Major Phase Application**

Authority Staff shall review each Complete Major Phase Application as expeditiously as reasonably possible. No later than fifteen (15) days after the expiration of the 30-day City Agency review period described in Section 4.2.2 above, Authority Staff shall provide Developer with a summary of all comments received from City Agencies, Authority Staff and any other comments by applicable City Agencies and other Governmental Entities and community

organizations consulted by the Authority. Authority Staff shall provide final comments on each Complete Major Phase Application within eighty (80) days following the Authority's determination that the Major Phase Application is a Complete Application.

Authority Staff may propose changes to the Complete Major Phase Application that do not conflict with the Development Requirements, including changes responding to comments received by City Agencies or others during the 30-day City Agency review period. If Authority Staff proposes any such changes, then the Authority and Developer shall promptly meet and confer in good faith for a period of not more than forty-five (45) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Authority; provided such meet and confer period shall run concurrently with, and shall not extend, the eighty (80) day period specified above unless agreed to by Developer and Authority Staff.

Upon the later of (i) the expiration of the eighty (80) day period specified above, as such eighty (80) day period may be extended by mutual agreement of Developer and Authority Staff, or (ii) the occurrence of the applicable Major Phase Decision Agreement, the Executive Director shall submit the Complete Major Phase Application to the Authority Board for review and consideration, with or without Authority Staff recommendation as applicable, at the next regularly-scheduled meeting for which an agenda has not yet been finalized and for which the Authority can prepare and submit a staff report in keeping with standard practices of the Authority. The Authority Board shall take action on each Complete Major Phase Application in accordance with the standards in Section 4.2.4 within thirty (30) days after such Complete Major Phase Application is introduced at a public meeting of the Authority Board for review and consideration, unless Developer in its sole discretion Approves an extension of such period. Failure of the Executive Director to submit the Complete Major Phase Application to the Authority Board, and the failure of the Authority Board to act, within the time frames specified above shall each be a basis for Excusable Delay.

#### **4.2.4 Authority Review - Approval Standard**

All Major Phase Applications shall be reviewed and considered by the Authority Board, and shall be Approved by the Authority Board, in its reasonable discretion, if and to the extent the Major Phase Application (i) conforms to and is consistent with the applicable Development Requirements and, if applicable, the Land Acquisition Agreements, and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Authority Board consistent with the requirements of Section 1.1.10 above and 4.2.6 below.

If a Major Phase Application is disapproved by the Authority Board, then the Authority Board shall, at the public hearing during which the Major Phase Application is being considered, state the basis for the disapproval, which basis shall be summarized in writing by the Executive Director, to the best of his or her knowledge, after the hearing and delivered to Developer within ten (10) days of the hearing date. Following any disapproval of a Major Phase Application, Developer may within ninety (90) days following receipt by Developer of such summary (subject to such extensions as may be Approved by the Executive Director) make changes to and resubmit the Major Phase Application. Promptly following the Executive Director's receipt of a revised Complete Major Phase Application, the Executive Director shall submit such revised

Complete Major Phase Application in accordance with the procedure set forth in this Section 4.2. The Schedule of Performance shall be automatically extended, if necessary, to allow for the foregoing procedure so long as Developer is making diligent good faith efforts to make changes to the Major Phase Application that are responsive to the matters that the Executive Director cited as the basis for disapproval of the Major Phase Application.

#### **4.2.5 Amendments to Major Phase Approvals**

Developer may apply to the Authority for an amendment to a Major Phase Approval in accordance with the standards and procedures for a Major Phase Application. All proposed amendments shall be subject to review and consideration by the Executive Director, unless the Executive Director determines that the proposed amendment is material, in which case the Executive Director shall submit the proposed amendment to the Authority Board. The Authority Board shall take action on the proposed amendment in accordance with the standards and procedures set forth in Section 4.2.4. Without limiting the foregoing, the Approval of the Authority Board shall be required for proposed amendments that: (i) materially amend the Infrastructure Plan; (ii) materially amend the Phasing Plan (as updated and Approved from time to time); (iii) extend the Outside Dates for Sub-Phase Applications for one or more Sub-Phases within the Major Phase; (iv) increase the number of Sub-Phases within the Major Phase; (v) materially delay the Completion of or otherwise reduce the Associated Public Benefits applicable to one (1) or more Sub-Phases; or (vi) materially extend the time for delivery of Authority Housing Lots within the Major Phase. Extensions of time to which Developer is entitled under the DDA shall not be considered an amendment subject to the provisions of this Section 4.2.5.

#### **4.2.6 Amendments to Phasing Plan**

As provided in Section 3.6 of the DDA, in determining whether to grant its Approval of amendments to the Phasing Plan as part of a Major Phase Application or amendment to a Major Phase Application, the Authority may consider whether the updated Phasing Plan is consistent with the Phasing Goals; provided, however, with respect to a requested change in the order of Sub-Phases within a Major Phase, the Authority shall Approve such change if it reasonably determines that (i) the affordable housing and other Associated Public Benefits will be developed proportionately with the development of the Market Rate Units and in accordance with the Development Requirements; (ii) the change in order will not impair the Authority's ability to comply with the Replacement Housing Obligations or any of its obligations under the TIHDI Agreement, the Transition Rules and Regulations or the Public Trust Exchange Agreement; (iii) the development of the public right of ways, Infrastructure and Stormwater Management Controls will be orderly, finished portions of the Project will be generally contiguous, and isolated pockets of development will not be surrounded by construction activity; and (iv) the amount of Infrastructure and Stormwater Management Controls constructed is appropriate for the amount of Vertical Improvements Constructed and the need to provide continuous reliable service to existing residents and businesses.

### **5. SUB-PHASE APPROVALS**

Following a Major Phase Approval, Developer shall submit, and the Executive Director shall review and Approve or disapprove, Sub-Phase Applications as set forth in the DDA and

this Section 5. Notwithstanding the foregoing, Developer may submit the first Sub-Phase Application concurrently with, or at any time after submittal of a Major Phase Application for the Major Phase in which the Sub-Phase is located and prior to the applicable Outside Date set forth in the Schedule of Performance. The purpose of a Sub-Phase Approval is for the Authority to confirm that the Sub-Phase Application conforms to and is consistent with the applicable Development Requirements and for Developer to obtain Approval by the Authority of the additional detailed information included in a Sub-Phase Application that has not been previously reviewed or Approved by the Authority, before the Authority shall be obligated to convey the property within the Sub-Phase to Developer and before Developer may proceed with development within that Sub-Phase.

If as part of its Sub-Phase Application, Developer requests a modification in a particular Major Phase Decision previously approved by Authority and the Navy at the time of the applicable Major Phase Application, Developer and Authority shall comply with the requirements for providing the Navy with notice of the modification to the Major Phase Decision, pursuant to Section 6.2.3 of the DDA and Section 5.6 of the Conveyance Agreement. In no event shall Authority be required to Approve a Sub-Phase Phase Application until a Major Phase Decision Agreement has been reached on the revised Major Phase Decision.

## **5.1 APPLICATION PROCESS**

### **5.1.1 Pre-Submission Conference**

Not less than thirty (30) days before submitting a Sub-Phase Application, Developer shall submit to the Executive Director preliminary maps, plans, and design sketches of the type listed for Sub-Phase Applications in Exhibit 2, and any other data as Developer shall so desire concerning the Sub-Phase. Not less than twenty (20) days before submitting a Sub-Phase Application, Developer and Authority Staff shall hold at least one pre-submission meeting at a mutually agreeable time, with appropriate City Agencies that elect to attend. Developer may submit information and materials iteratively, and Developer and the Authority may agree to hold such additional meetings as they may deem useful or appropriate. If Developer fails to submit such preliminary documents or to schedule such pre-submission meeting before submitting a Sub-Phase Application as specified above, then such failure shall, by itself, not constitute an Event of Default and instead the Authority's time for review of the Application in order to determine that such Application is a Complete Application shall be extended by thirty (30) days. Any such extension shall not be the basis for Excusable Delay.

### **5.1.2 Submission**

Subject to the terms of the DDA, Developer shall submit each Complete Sub-Phase Application to the Authority on or before the Outside Date for such Sub-Phase Application as set forth in the Schedule of Performance. Unless otherwise Approved by Developer and the Executive Director, Sub-Phase Applications shall include all of the documents and materials described for Sub-Phase Applications in Exhibit 2.



## **5.2 REVIEW BY AUTHORITY AND CITY AGENCIES**

### **5.2.1 Authority Review - Initial**

Authority Staff shall review as expeditiously as reasonably possible each Sub-Phase Application using the same procedures described for Major Phase Applications in Section 4.2.1. A Sub-Phase Application shall not be deemed a Complete Application for purposes of the review periods set forth below until (1) the Executive Director notifies Developer that it is a Complete Application, in which case the review periods shall commence on the date of such notification; or (2) the Executive Director fails to notify Developer that the Sub-Phase Application is either Complete or deficient within the time periods specified in Section 4.2.1 in which case the review periods shall commence on the date that the Sub-Phase Application is deemed Complete pursuant to Section 4.2.1.

### **5.2.2 City Agency Review – Complete Sub-Phase Application**

Within three (3) days after the Authority’s determination that a Sub-Phase Application is a Complete Application or within three (3) days after the date that the Sub-Phase Application is deemed to be a Complete Application, Authority Staff shall submit such Complete Sub-Phase Application, or applicable portions thereof, to applicable City Agencies. The City Agencies will review submittals made to them for consistency with the Applicable Regulations. Each City Agency will provide any comments on the submittal to the Authority within thirty (30) days from the City Agency’s receipt of the submittal, subject to any longer period set forth in the ICA if applicable. Consistent with the Authority’s responsibilities under the ICA, the Authority shall use commercially reasonable efforts to cause each applicable City Agency to complete its review of each Complete Sub-Phase Application, or applicable portions thereof, within such time.

### **5.2.3 Authority Review - Complete Sub-Phase Application**

Authority Staff shall review as expeditiously as reasonably possible each Complete Sub-Phase Application. No later than fifteen (15) days after the expiration of the 30-day City Agency review period described in Section 4.2.2 above, Authority Staff shall provide Developer with a summary of all comments received from City Agencies, Authority Staff and any other comments by applicable City Agencies and other Governmental Entities and community organizations consulted by the Authority. Authority Staff shall provide final comments on each Complete Sub-Phase Application within eighty (80) days following the Authority’s determination that the Sub-Phase Application is a Complete Application; provided, that if one or more Schematic Design Applications for Vertical Improvements are submitted concurrently with the Sub-Phase Application, then an additional thirty (30) days shall be added for the first Schematic Design Application and an additional twenty-one (21) days shall be added for each additional Schematic Design Application for Vertical Improvements submitted concurrently with the applicable Sub-Phase Application.

Authority Staff may propose changes to the Complete Sub-Phase Application that do not conflict with the Development Requirements, including changes responding to comments received by City Agencies or others during the 30-day City Agency review period. If the Authority proposes any such changes, then the Authority and Developer shall promptly meet and

confer in good faith for a period of not more than forty-five (45) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by Authority Staff; provided such meet and confer period shall run concurrently with, and shall not extend, the eighty (80) day period specified above (as extended if Schematic Design Applications are submitted simultaneously) unless agreed to by Developer and Authority Staff.

Upon the expiration of the eighty (80) day period specified above in this Section 5.2.3, as such eighty (80) day period may be extended by mutual agreement of Developer and Authority Staff or if Schematic Design Applications are submitted simultaneously, Authority Staff shall submit the Complete Sub-Phase Application to the Executive Director for review and consideration, with or without Authority Staff recommendation, and notify Developer of such submission. The Executive Director shall take action on each Complete Sub-Phase Application in accordance with the standards in Section 5.2.4 within thirty (30) days after such Complete Sub-Phase Application is submitted to the Executive Director for review and consideration, unless Developer in its sole discretion Approves an extension of such period. Failure of Authority Staff to submit the Complete Sub-Phase Application to the Executive Director, or for the Executive Director to act on the Complete Sub-Phase Application, within the time frames specified above shall be a basis for Excusable Delay.

#### **5.2.4 Authority Review - Approval Standard**

All Sub-Phase Applications shall be reviewed and considered by the Executive Director, and shall be Approved if and to the extent the Sub-Phase Application (i) conforms to and is consistent with the Development Requirements, and (ii) as to matters or details that are beyond the scope of the foregoing, is reasonably acceptable to the Executive Director consistent with the requirements of Sections 1.1.10 and 5.2.6 below.

Without limiting any Approvals required (or the standards for such Approvals) under the ICA or under Section 1.1.7 above, the Approval of the Authority Board shall be required for Sub-Phase Applications that include changes to the Development Requirements that (i) materially amend the Infrastructure Plan; (ii) materially extend the Outside Dates for Sub-Phase Applications for one or more Sub- Phases within the Major Phase; (iii) increase the number of Sub-Phases with the Major Phase; (iv) materially delay the Completion of or otherwise reduce the Associated Public Benefits applicable to one (1) or more Sub-Phases; (v) materially extend the time for delivery of Authority Housing Lots within the Major Phase; or (vi) materially amend the Phasing Plan.

If a Sub-Phase Application is disapproved by the Executive Director, then the Executive Director shall send a notice to Developer stating the basis for the disapproval by the end of the thirty (30) day review period cited above. Following any disapproval of a Sub-Phase Application, Developer may within ninety (90) days following receipt by Developer of such notice (subject to such extensions as may be Approved by the Executive Director) make changes to and resubmit the Sub-Phase Application. Promptly following the Executive Director's receipt of a revised Complete Sub-Phase Application, the Executive Director shall review and consider the Sub-Phase Application in accordance with the procedure set forth in this Section 5.2.4. The Schedule of Performance shall be automatically extended, if necessary, to allow for the foregoing procedure so long as Developer is making diligent good faith efforts to make changes

to the Sub-Phase Application that are responsive to the matters that the Executive Director cited as the basis for disapproval of the Sub-Phase Application.

### **5.2.5 Amendments to Sub-Phase Approvals**

Developer may apply to the Authority for an amendment to a Sub-Phase Approval in accordance with the standards and procedures for a Sub-Phase Application. All proposed amendments shall be subject to review, consideration, and approval by the Executive Director and the Authority Board in the manner and under the approval standards established for Sub-Phase Applications, as set forth in Section 5.2.4 above, provided that the following proposed amendments shall, without limitation, require the Approval of the Authority Board in its sole discretion: (i) amendments that materially alter the matters Approved by the Authority Board as part of the applicable Major Phase Approval; (ii) material amendments to the Infrastructure Plan or the Conceptual Parks and Open Space Master Plan; (iii) material extensions of the Schedule of Performance for Completion of the Infrastructure, Stormwater Management Controls or the Authority Housing Lots within that Sub-Phase; (iv) amendments to the Design for Development; (v) material amendments to the timing or substance of the Associated Public Benefits within the Sub-Phase; or (vi) material amendments to the Phasing Plan. Extensions of time to which Developer is entitled under the DDA shall not be considered an amendment subject to the provisions of this Section 5.2.5.

### **5.2.6 Amendments to Phasing Plan**

As provided in Section 3.6 of the DDA, in determining whether to grant its Approval of amendments to the Phasing Plan as part of a Sub-Phase Application or amendment to a Sub-Phase Application, the Authority may consider whether the updated Phasing Plan is consistent with the Phasing Goals; provided, however, with respect to a requested change in the order of Sub-Phases within a Major Phase, the Authority shall Approve such change if it reasonably determines that (i) the affordable housing and other Associated Public Benefits will be developed proportionately with the development of the Market Rate Units and in accordance with the Development Requirements; (ii) the change in order does not impair the Authority's ability to comply with the Replacement Housing Obligation or any of its obligations under the TIHDI Agreement, the Transition Rules and Regulations or the Public Trust Exchange Agreement; (iii) the development of the public right of ways, Infrastructure and Stormwater Management Controls will be orderly, finished portions of the Project will be generally contiguous, and isolated pockets of development will not be surrounded by construction activity; and (iv) the amount of Infrastructure and Stormwater Management Controls constructed is appropriate for the amount of Vertical Improvements Constructed and the need to provide continuous reliable service to existing residents and businesses.

## **6. PERMIT PROCESS FOR INFRASTRUCTURE AND STORMWATER MANAGEMENT CONTROLS**

At any time after submittal of a Sub-Phase Application and subject to Section 8 hereof, Developer may submit (1) a Street Improvement Permit application to DPW for all Infrastructure and Stormwater Management Controls to be owned or dedicated to the City or Authority that is contained within the applicable Sub-Phase or associated with the Developable Lots in the Sub-

Phase (“**Public Infrastructure**”), and (2) a Building Permit or Site Permit Application to DBI for all other Infrastructure and Stormwater Management Controls within the applicable Sub-Phase (“**Private Infrastructure**”).

DPW shall process all Street Improvement Permit applications for Public Infrastructure in accordance with the ICA and Applicable Regulations. DBI shall process all Building Permit Applications for Private Infrastructure. However, if Developer submits a Street Improvement Permit application for Public Infrastructure or a Building Permit or Site Permit application for Private Infrastructure before the applicable Sub-Phase Approval, then the time for determining if the application is complete and the time for reviewing and providing comments on the application shall not commence until there has been a Sub-Phase Approval given for the property located within such Sub-Phase. In no event shall applicable Street Improvement Permits for Public Infrastructure or Building Permits for Private Infrastructure be issued prior to the Approval of the applicable Sub-Phase Application.

## **7. VERTICAL APPROVALS**

Review and approval of Vertical Applications will be governed by the procedures set forth in the Treasure Island / Yerba Buena Island SUD (Planning Code Section 249.52) . Developer shall be entitled to seek Approval of Vertical Applications on behalf of future Vertical Developers and assign such Approval to future Vertical Developers, whether such Vertical Developers have been identified or not and whether or not Developer or its Affiliates ultimately serve as such Vertical Developer. Submittal requirements for Vertical Applications shall be as adopted by the Authority and Planning Department from time to time as authorized in the Treasure Island/Yerba Buena Island SUD.

## **8. BUILDINGS AND STRUCTURES THAT ARE PART OF INFRASTRUCTURE OR STORMWATER MANAGEMENT CONTROLS INCLUDING BUILDINGS IN PARKS AND OPEN SPACE**

Design review of buildings and structures that are included as Infrastructure or Stormwater Management Controls shall be reviewed and approved in connection with the applicable Major Phase and Sub-Phase Applications as described in Section 3, Section 5, Section 6 and the provisions of Exhibit 2 for Sub-Phase Applications.

## **9. OTHER CITY PERMITS**

### **9.1 COMPLIANCE WITH OTHER LAWS**

No review by the Authority will be made or Approval given as to the compliance of any Approval with any building codes and standards, including building engineering and structural design, or any other applicable State or federal law or regulation relating to construction standards or requirements, including, without limitation, compliance with any State or federal law or regulation related to the suitability of the improvements for use by persons with physical disabilities. Developer shall be responsible for all such compliance.

## **9.2 AUTHORITY REVIEW OF CITY PERMITS**

No building permit, or any other City permit, including but not limited to any permits required by DPW, shall be issued unless the Authority has first reviewed such building permit or other City permit for consistency with the Development Requirements and has signed off on the building permit or other City permit. The Authority shall complete its review of permits within thirty (30) days from receipt of the permit.

## **10. GOVERNMENT REQUIRED PROVISIONS, CHANGES**

Where a change in a Complete Major Phase Application or Complete Sub-Phase Application is required by a City Agency or other Governmental Entity and such City Agency or Governmental Entity has authority to require such change pursuant to either applicable State or federal law or, in the case of City Agencies, pursuant to the Development Agreement or ICA, the Authority and the Developer acknowledge and agree that: (i) they will meet and confer and make every reasonable effort to respond to such requirement in a manner that is consistent with the Development Requirements and applicable State and federal law; and (ii) the Authority will not deny its Approval of any change that is required to comply with applicable State or federal law or the requirements of City Agencies and Governmental Entities that do not conflict with the Development Requirements.

## **EXHIBIT 1**

### **Definitions**

“**Applicable Regulations**” as defined in the Development Agreement, which as of the Reference Date means: (1) the Project Approvals; (2) to the extent consistent with the Project Approvals and not otherwise superseded by the Development Requirements or Authority’s powers as trustee under the Conversion Act, the Existing City Regulations (which include all provisions of the Building Construction Codes, *i.e.*, the Parties understand and agree that no provision of the Building Construction Codes is inconsistent with or superseded by the Development Requirements); (3) Future Changes to Regulations, as and to the extent permitted by the DDA and the Development Agreement, (4) the Development Fees and Exactions, and such new or changed Development Fees and Exactions to the extent permitted under the DDA and the Development Agreement; (5) the Mitigation Measures; and (6) the Transaction Documents.

“**Application**” means, individually or collectively as the context requires, a Major Phase Application, Sub-Phase Application or Vertical Application.

“**Associated Public Benefits**” as defined in the DDA means public parks, open space, Required Improvements, affordable housing obligations and other public and community benefits that are tied to particular Sub-Phases as described in the Phasing Plan, the Housing Plan and the Schedule of Performance that Developer must Complete on or before the applicable Outside Date set forth in the Phasing Plan and the Schedule of Performance.

“**Authority Staff**” means employees of the Authority or other City staff or outside consultants retained and authorized by the Authority to review and/or approve Applications under this DRDAP on behalf of the Authority.

“**Building Permit**” means a building permit issued by DBI pursuant to the City’s Building Code.

“**CAB**” as defined in Section 1.1.1.

“**Charter**” means the charter of the City.

“**Complete Application**” means, with respect to an Application, the submission of all documents and materials in such detail as is required under the DDA and this DRDAP for such Application.

“**Conceptual Parks and Open Space Master Plan**” as defined in Section 1.1.1 and Exhibit 3.

“**Construction Documents**” means construction documents to be submitted to, and in accordance with the requirements of, the Department of Building Inspection or

Department of Public Works (for public improvements) in connection with building permits, site permits or street improvement permits.

“**Conveyance Agreement**” means that certain Economic Conveyance Memorandum of Agreement (as amended and supplemented from time to time, the “**Conveyance Agreement**”) by and between the United States of America, acting by and through the Department of the Navy and the Authority, that governs the terms and conditions for the transfer of NSTI from the Navy to the Authority.

“**DBI**” means the City’s Department of Building Inspection, or any successor public agency designated by or under law.

“**DDA**” means that certain Disposition and Development Agreement (Treasure Island and Yerba Buena Island) between the Authority and Developer to which this DRDAP is attached.

“**Development Requirements**” means (i) the Project Approvals, (ii) the Transaction Documents and (iii) the documents approved under the DRDAP and the SUD, as they may be amended from time to time.

“**Design Document**” means, individually or collectively as the context requires, Schematic Design Documents, and/or Construction Documents.

“**Director of Public Works**” means the Director of the Department of Public Works, or his or her designee.

“**DPW**” means the San Francisco Department of Public Works.

“**Executive Director**” means the Authority Executive Director or his or her designee.

“**Housing Map**” as defined in the Housing Plan attached to the DDA.

“**ICA**” means the Interagency Cooperation Agreement between the City and the Authority for the Project, as defined in the DDA.

“**Infrastructure**” means those items identified in the Infrastructure Plan including open space improvements (including park improvements and restrooms), streets, rails, sewer and storm drainage systems, water systems, street improvements , traffic signal systems, dry utilities, transit facilities, associated public buildings and structures and other improvements any of which are to be constructed in or for the benefit of the applicable real property or any other matters described in the Infrastructure Plan, and shall include such work as is necessary to deliver real property to the State Lands Commission in the condition required under the applicable Land Acquisition Agreement, or otherwise so as to create Developable Lots as set forth in Section 7.8 of the DDA. Infrastructure does not include Stormwater Management Controls.

“**Major Phase**” as defined in Section 3.1 of the DDA

**“Major Phase Application”** means an Application for a Major Phase Approval.

**“Major Phase Decision Agreement”** as defined in Section 4.

**“Master Plan”** as defined in Section 1.1.1.

**“Master Plan Application”** as defined in Section 3.2.1.

**“Open Space Lots”** means all of the public open space areas on Treasure Island identified in the Design for Development Section T1.3 other than the School Open Space, and all of the public open space areas on Yerba Buena Island identified in the Design for Development Section Y1.

**“Outside Date”** means the last date by which a particular obligation may be satisfied, as such date is set forth in the Schedule of Performance.

**“Planning Department”** means the Planning Department of the City, or any successor public agency designated by or under law.

**“Planning Commission”** means the Commission of the Planning Department, or any successor governing body of the Planning Department designated by or under law.

**“Private Infrastructure”** as defined in Section 6.

**“Project Approvals”** means the project approvals listed in Exhibit C.

**“Public Infrastructure”** as defined in Section 6.

**“Signage Master Plan”** as defined in Section 1.1.1 and Exhibit 3.

**“Site Permit”** means a site permit issued by the City’s Department of Building Inspection pursuant to Section 106A.3.4.2 of the City’s Building Code

**“Stormwater Management Controls”** means the facilities, both those to remain privately-owned and those to be dedicated to the City, that comprise the infrastructure and landscape system that is intended to manage the stormwater runoff associated with the Project, as required by the San Francisco stormwater management standards, the applicable NPDES permit, and/or state and federal law, and as described in the Infrastructure Plan. Stormwater Management Controls include but are not limited to: (i) swales and bio-swales (including plants and soils), (ii) bio-retention and bio-filtration systems (including plants and soils), (iii) constructed ponds and/or wetlands, (vi) permeable paving systems, and (v) other facilities performing a stormwater control function constructed to comply with the San Francisco stormwater management standards, the applicable NPDES permit, and/or state and federal law. Stormwater Management Controls shall not mean Infrastructure that is part of the traditional collection system such as catch basins, stormwater pipes, stormwater pump stations, outfalls, and other such facilities that are located in the public right-of-way.



**“Streetscape Master Plan”** as defined in Section 1.1.1 and Exhibit 3.

**“Streetscape Submittal Date”** as defined in Section 3.1.2.

**"Sub-Phase"** as defined in Section 3.1 of the DDA.

**“Sub-Phase Application”** means an Application for a Sub-Phase Approval.

**“Transaction Documents”** means the (1) DDA, Vertical Disposition and Development Agreements, Lease Disposition and Development Agreements and Ground Leases, and related conveyance agreements governing the development of the Project Site in accordance with the DDA, (2) the Land Acquisition Agreements, (4) the Interagency Cooperation Agreement, and (4) other necessary transaction documents for the conveyance, management and redevelopment of the Property.

**“Treasure Island / Yerba Buena Island SUD”** means the Treasure Island / Yerba Buena Island Special Use District, as set forth in Section 249.52 of the Planning Code.

**“Vertical Improvements”** means an Improvement to be developed under the DDA that is not Infrastructure, Stormwater Management Controls or Improvements required to be Completed by Developer for the Open Space Lots.

## **EXHIBIT 2**

### **Documents to be Submitted for Major Phase Applications and Sub-Phase Applications**

During each stage of the project design review process set forth in this DRDAP, Authority Staff and the applicant may approve changes to the scale of the drawings set forth herein. Recognizing that each Improvement is unique, the applicant and the Authority may approve changes to the type and scope of documents set forth in this DRDAP for a particular Application, including in order to ensure consistency with standards and guidelines in the Development Requirements.

Construction Documents and other Design Documents to be submitted shall be prepared by an architect, landscape architect, or a civil engineer, as applicable, licensed to practice in and by the State of California.

#### **1.1. Major Phase Applications**

Major Phase Applications submitted to the Authority shall be in the form of six (6) hard copies and one (1) digital file. A Major Phase Application shall include the following documents:

##### **1.1.1. Written Narrative Statement**

Each submittal shall include a narrative as to the status of the Major Phase Decisions, including a schedule and manner of proceeding to the extent that a Major Phase Decision Agreement has not yet been reached. In addition, each submittal shall include a written statement regarding: (a) the proposed land use program; (b) conformance with the Design for Development; (c) sustainability measures to be implemented within the Major Phase and conformance with any Green Building Specifications attached to the Design for Development applicable to Infrastructure and Stormwater Management Controls within the Major Phase; (d) a summary of material conditions that must be satisfied under the DDA during the course of the Major Phase; (f) a written description and map to show each of the proposed Sub-Phases within the Major Phase, including an identification of the first Sub-Phase and the proposed sequencing of the subsequent Sub-Phases at a conceptual level, the proposed Commencement of the first Sub-Phase and the preliminary estimate of construction duration for the first Sub-Phase; (g) a description of those Infrastructure, Stormwater Management Controls and Associated Public Benefits that are triggered in the applicable Major Phase by reason of geographic adjacencies or completion of units count in accordance with the Schedule of Performance; (h) if there are any changes in the boundaries of the Sub-Phases as set forth in the Phasing Plan or the sequence of Application for or Commencement of the Sub-Phases as

set forth in the Schedule of Performance, a description of and explanation for the proposed changes.

**1.1.2. Major Phase Decisions**

Each submittal shall include written materials addressing each of the following Major Phase Decisions as required under the Conveyance Agreement and Section 6.2.3 of the DDA:

- 1.1.2.1. The proposed location of Residential Auction Lots within that Major Phase by various Product Types.
- 1.1.2.2. The qualifications of Auction Lot bidders by Product Type for that Major Phase based on the Auction Bidder Selection Guidelines.
- 1.1.2.3. Minimum bid prices for the Residential Auction Lots and Non-Critical Commercial Lots based on an updated pro forma submitted with the Major Phase Application.
- 1.1.2.4. The Excess Land Appreciation Structure for that Major Phase for each Product Type in the Major Phase.

**1.1.3. Schedule of Performance**

Each submittal shall include a report regarding compliance with the Schedule of Performance and proposed changes to the Schedule of Performance, if any, for the submission of Sub-Phase Applications and the Commencement and Completion of all Infrastructure, Stormwater Management Controls and Associated Public Benefits for each Sub-Phase within the Major Phase. Any proposed change to the Schedule of Performance shall include a description of and explanation for the proposed change.

**1.1.4. Phasing Plan**

Within the Major Phase, any anticipated changes to the Phasing Plan attached to the DDA, as may have been updated and approved from time to time, including a description of the reasons for the change and compliance with the Phasing Goals. In addition, the submittal shall include a description of the phasing of construction of temporary Improvements, including temporary or interim parking facilities, temporary or interim community facilities, construction staging areas, and interim Infrastructure and Stormwater Management Controls, if any, shall be indicated.

**1.1.5. Data Charts**

Each submittal shall include the following data charts:

- 1.1.5.1. Program of uses and approximate aggregate square footage of use type by Sub-Phase;
- 1.1.5.2. A Housing Data Table, as described in the Housing Plan.
- 1.1.5.3. Estimated Major Phase aggregate development in relation to the total allowable building program;
- 1.1.5.4. Approximate anticipated building heights;
- 1.1.5.5. A Parking Data Table, as described in Section 4.2.1(a) of the DDA
- 1.1.5.6. Status of overall development build-out for previous Major Phases, if any.

**1.1.6. Vicinity Plan**

In addition to the Site Plan covering the Major Phase, a diagrammatic Vicinity Plan should be submitted showing the Major Phase in the context of planned and existing Improvements surrounding the Major Phase and including the following information:

- 1.1.6.1. Land uses on surrounding blocks within and outside the Project Site;
- 1.1.6.2. Utilities, including interim facilities;
- 1.1.6.3. Vehicular, transit, bicycle and pedestrian circulation;
- 1.1.6.4. Public open space; and
- 1.1.6.5. Community Facilities proposed by Developer if known, subject to agreement by the Parties in accordance with Section 13.3.3 of the DDA.

If there are proposed changes to the location of these spaces from the Design for Development, Conceptual Parks and Open Space Master Plan or Infrastructure Plan, the submittal should include a description of and explanation for the proposed changes.

**1.1.7. Site Plan**

The Site Plan will pertain to the total area of development and improvement included in the Major Phase, including the Blocks, streets, Parks and Open Space, Infrastructure and Stormwater Management Controls. A Site Plan or Plans as needed (at a scale of 1" = 100'), should conceptually indicate:

- 1.1.7.1. Location of potential uses;

- 1.1.7.2. Sub-Phase blocks, proposed approximate parcel boundaries and dimensions to the extent reasonably known or anticipated;
- 1.1.7.3. Location of Public Property (i.e. sites that will either not be conveyed via Ground Lease or fee title to Developer, or will be conveyed to Developer and conveyed back to Authority upon Completion of applicable Infrastructure and Stormwater Management Controls);
- 1.1.7.4. Generalized lot coverage and conceptual diagrams of massing, height and bulk of future buildings illustrated in neighborhood-wide plans, sections and three dimensional figures (note that changes to the lot coverage and conceptual diagrams in subsequent Sub-Phase Applications shall not be considered deviations requiring additional review by the Executive Director).
- 1.1.7.5. Approximate location of Auction Lots and JV Lots;
- 1.1.7.6. Approximate location of Authority Housing Lots;
- 1.1.7.7. Planned public open space areas, within and surrounding the proposed Major Phase;
- 1.1.7.8. Diagram of proposed roads and sidewalks separating blocks, and, to the extent known, Mid-Block Alleys and pedestrian connections;
- 1.1.7.9. Identification of the streets and Blocks/Lots in the Major Phase that will be impressed with the Public Trust consistent with the Public Trust Exchange Agreement; and
- 1.1.7.10. Streetscape improvements consistent with the Streetscape Master Plan.

If there are any changes from the Land Use Plan or Housing Map, the submittal should include a description of and explanation for the proposed changes.

**1.1.8. Infrastructure Plans and Documents**

Illustrative concept plans for Infrastructure and Stormwater Management Controls shall be submitted for both transportation systems and utilities within that Major Phase and shall correspond to any Improvements to be provided with the applicable transfer map or vesting tentative transfer map.

### 1.1.8.1. Transportation

Plans submitted shall indicate the relationship of the Major Phase to the overall transportation system serving the Project Site. This may pertain to specific portions of these facilities to be constructed as a part of the Major Phase, and/or connections to facilities outside the boundaries of the Major Phase. For a particular Major Phase, the following shall be submitted as they relate to all public spaces within the Major Phase:

#### 1.1.8.1.1. Transit

- 1.1.8.1.1.1. Narrative materials with a discussion of transit serving the Major Phase;

#### 1.1.8.1.2. Roadways

- 1.1.8.1.2.1. Plans of new or reconstructed streets including any new or reconstructed streets to be impressed with the Public Trust consistent with the Public Trust Exchange;
- 1.1.8.1.2.2. Plan views and road sections consistent with the Infrastructure Plan and the Public Trust Exchange, as applicable;
- 1.1.8.1.2.3. Plan view of recreational bike trails and, if applicable, any separate commuter bike routes;

#### 1.1.8.1.3. Pedestrian routes and improvements

- 1.1.8.1.3.1. Sidewalk widths and pedestrian amenities;
- 1.1.8.1.3.2. Approximate locations of Public Alleys adjacent to Parks and Open Space, and, to the extent known, other pedestrian connections, as applicable;

1.1.8.1.4. Bike Facilities

1.1.8.1.4.1. Location, alignment and width of Class One bicycle facilities;

1.1.8.1.4.2. Location of on-street bike routes, bike lanes or routes shall be identified on plan views of roadways.

1.1.8.2. Utilities

Plans for utilities shall be submitted, which indicate the relationship of the Major Phase to the utilities serving the Project Site, including where relevant:

1.1.8.2.1. Separated sanitary sewer and storm drain facilities and combined sanitary and storm drain facilities, if applicable.

For informational purposes, a generalized graphic and narrative description of these facilities, as related to the location of the Major Phase and the specific sewer and storm drain collection and conveyance facilities to be installed, shall be submitted.

1.1.8.2.2. Low and high pressure water mains, suction inlets, if applicable, and reclaimed water facilities.

1.1.8.2.3. Joint trench – electric power, natural gas, telephone and data communications.

Anticipated corridors for these facilities to be shown on the Site Plan or on utility subset of the Site Plan.

1.1.8.3. Stormwater treatment program including location and size of street and park based facilities, and Major Phase Stormwater Control Plan consistent with SFPUC submittal requirements.

1.1.8.4. Status of overall development build-out of utilities in previous Major Phases, if any.

1.1.8.5. Proposed changes to the Infrastructure Plan attached to the DDA, if any, and the reason for the proposed changes.

### **1.1.9. Open Space Lots**

A Major Phase Parks and Open Space Plan shall be submitted consisting of Schematic Design Documents for the Open Space Lots within the Major Phase, consistent with this DRDAP, the Phasing Plan, Infrastructure Plan, and Conceptual Parks and Open Space Master Plan, including concept level connections between Parks and Open Space within the applicable Major Phase and outside the Major Phase boundaries. Schematic Design Documents for Neighborhood Parks shall not be submitted as part of any Major Phase Application, but shall instead be submitted with the Sub-Phase Application for the Sub-Phase in which the Neighborhood Parks are included.

- 1.1.9.1. Context Plan at 1" = 200' scale indicating existing conditions on the site, including but not limited to the following:
  - 1.1.9.1.1. Existing structures and contours;
  - 1.1.9.1.2. Adjacent future Infrastructure and Stormwater Management Controls, i.e., water, sewer, electrical power, storm drains, etc.;
  - 1.1.9.1.3. Design constraints and opportunities including shadow and wind conditions that may suggest landscape opportunities or constraints (for example, related to the location of any proposed seating, special landscaping, etc.) based on existing sun/shadow diagrams and wind analysis. This provision is not intended to require studies beyond those otherwise available.
- 1.1.9.2. Site Plan at 1" = 100' scale illustrating schematic park designs including:
  - 1.1.9.2.1. Park program and location of facilities;
  - 1.1.9.2.2. Anticipated vehicular, bicycle and pedestrian circulation systems including parking;
  - 1.1.9.2.3. Active recreational uses;
  - 1.1.9.2.4. Proposed grading, landscaping and hardscape surface;



- 1.1.9.2.5. Generalized locations for furnishings, lighting, public art, signage, comfort facilities, stairs, ramps, and railing.
- 1.1.9.2.6. Schematic locations and sizes of all utility and drainage connections and other services requirements.
- 1.1.9.3. Description of how (1) the public streets impressed with the Public Trust conform to the Trust Streets Diagram attached to the Public Trust Exchange Agreement, and (2) the portions of such public streets adjacent to new development will be constructed prior to or concurrently with the construction of the adjacent new development as required under the Public Trust Exchange Agreement.
- 1.1.9.4. Isometric and/or perspective drawings or sketches sufficient to illustrate the general character of the open space, including its relationship to surrounding architecture.
- 1.1.9.5. A palette of open space materials and elements for use in expressing the particular character of the open space:
  - 1.1.9.5.1. Paving and construction materials;
  - 1.1.9.5.2. Plant materials;
  - 1.1.9.5.3. Site and street furniture;
  - 1.1.9.5.4. Lighting;
  - 1.1.9.5.5. Water features and related art work.

**1.1.10. Transfer or Subdivision Maps**

Copies of any Tentative Transfer Maps, Vesting Tentative Transfer Maps, Tentative Subdivision Maps, or Vesting Tentative Subdivision Maps that have been filed with the City that relate to the real property in the Major Phase Application.

**1.1.11. Geotechnical Report for the Entire Project Site**

Updates, if any, to the comprehensive site-specific geotechnical investigation report, covering the geological conditions of the entire Project Site prepared by a California Certified Engineering Geologist or California Registered Geotechnical Engineer and any plans prepared in compliance with the requirements of the San Francisco Building Code, the Seismic Hazards Mapping Act, and requirements

contained in CGS Special Publication 117A “Guidelines for Evaluating and Mitigating Seismic Hazards in California” shall be submitted with each Major Phase Application.

**1.1.12. Associated Public Benefits**

A summary of compliance with the Schedule of Associated Public Benefits as shown in the Schedule of Performance and a description of the substance and the anticipated timing of the community benefits, including any payments or obligations to be fulfilled, in the Major Phase in accordance with the DDA.

**1.1.13. Project MMRP**

A report regarding compliance with the Project MMRP, and a description of the substance and timing of the Mitigation Measures to be completed during the Major Phase.

**1.1.14. Reserved**

**1.1.15. Updated Pro Formas**

An update of the proforma and summary proforma submitted to and kept on file by the Authority pursuant to Section 3.9 of the DDA.

**1.1.16. Community Facilities**

Except as may otherwise be agreed-upon by the Parties, a proposal for which Community Facility Obligations (as set forth in Exhibit H to the DDA) will be met within that Major Phase and related Sub-Phases, and a preliminary budget for the cost of each such Community Facility Obligation, as more particular described in Section 13.3.3 of the DDA.

**1.2. Sub-Phase Applications**

Sub-Phase Applications submitted to the Authority shall be in the form of six (6) hard copies and one (1) digital file. A Sub-Phase Application builds off the information of an Approved Major Phase, providing greater detail of the Infrastructure, Stormwater Management Controls and Associated Public Benefits and vertical development plans, and shall include the following documents:

**1.2.1. Written Narrative Statement**

1.2.1.1. Each submittal shall include a written statement regarding (a) the proposed land-use program; (b) conformance with the Design for Development and the Major Phase Approval; (c) a description of the proposed Infrastructure, Stormwater Management Controls and Associated Public

Benefits and Community Facilities approved for that Sub-Phase as part of the Major Phase Approval - Plan to be completed within the Sub-Phase; (d) a detailed written description of any proposed change to the substance or timing of development of the Sub-Phase, including but not limited to any boundary change, from what was previously in the Major Phase Approval for that Sub-Phase, and an explanation for the proposed change (or, if there are no proposed changes, a statement of such fact); (e) a detailed written description of any proposed changes to the Phasing Plan and an explanation of the consistency of the proposed change with the Phasing Goals; (f) the status of overall development build-out for previous Sub-Phases in the applicable Major Phase, if any.

**1.2.2. Schedule of Performance**

Each submittal shall include a report regarding compliance with the Schedule of Performance and a proposed Schedule of Performance that includes the dates by which Developer shall Complete all of the Infrastructure and Stormwater Management Controls for the Lots in the Sub-Phase, Complete all Associated Public Benefits and obligations under the Housing Plan and Complete all Improvements for the Open Space Lots. Any proposed change to the Schedule of Performance shall include a description of and explanation for the proposed change, including the extent to which any proposed changes are a result of Excusable Delay.

**1.2.3. Data Charts**

Data charts submitted should provide the following information including:

- 1.2.3.1. Program of uses and approximate aggregate square footage of each use by Lot.
- 1.2.3.2. If housing is included, a Housing Data Table, as described in the Housing Plan;
- 1.2.3.3. Approximate square footage of all proposed Lots.
- 1.2.3.4. Anticipated building heights, mass and bulk on a block by block basis for all Lots that do not contain Public Property, based on standards set forth in the Design for Development.
- 1.2.3.5. Sub-Phase aggregate development in relation to the Major Phase and the total allowable building program.

- 1.2.3.6. Status of overall development build-out for previous Sub-Phases, if any.
- 1.2.3.7. A Parking Data Table, as described in Section 4.2.1(a) of the DDA.

**1.2.4. Vicinity Plan**

In addition to the Site Plan covering the proposed development and the immediate area of the Sub-Phase, a diagrammatic Vicinity Plan at 1" = 200' scale should be submitted showing the Sub-Phase in the context of planned and existing Improvements:

- 1.2.4.1. Land uses on surrounding blocks;
- 1.2.4.2. Utilities, including interim facilities;
- 1.2.4.3. Vehicular, transit bicycle and pedestrian circulation;
- 1.2.4.4. Open Space Lots; and
- 1.2.4.5. Community Facilities to the extent agreed-upon by the Parties in accordance with Section 13.3.3 of the DDA..

If there are proposed changes to the location of these spaces the submittal should include a description of and explanation for the proposed changes.

**1.2.5. Subdivision Maps**

Copies of any Subdivision Maps that have been filed with the City that relate to the real property in the Sub-Phase Application.

**1.2.6. Site Plan**

The Site Plan will pertain to the total area of development and improvement included in the Sub-Phase, including the development sites, required streets, Parks and Open Space, Infrastructure and Stormwater Management Controls Improvements. A Site Plan or Plans as needed (at a scale of 1" = 100'), should indicate:

- 1.2.6.1. Location of potential uses;
- 1.2.6.2. General site circulation;
- 1.2.6.3. Sub-Phase blocks, approximate proposed parcel boundaries and dimensions;
- 1.2.6.4. Location of Auction Lots;

- 1.2.6.5. Location of Authority Housing Lots;
- 1.2.6.6. Proposed location of Community Facilities Lots and Community Facilities Space to the extent agreed-upon by the Parties in accordance with Section 13.3.3 of the DDA;
- 1.2.6.7. Illustrative examples of potential massing, height, and bulk of future buildings;
- 1.2.6.8. Planned public open space areas, within and surrounding the proposed Sub-Phase, including privately-owned publicly accessible open space;
- 1.2.6.9. Setback areas;
- 1.2.6.10. Diagram of proposed roads and sidewalks separating blocks; Public Alleys adjacent to Open Space Lots; and, to the extent known, any Private Alleys, mid-block connections or pedestrian connections;
- 1.2.6.11. Anticipated location of entrances to buildings, parking and loading facilities;
- 1.2.6.12. Identification of the streets in the Sub-Phase that will be impressed with the Public Trust consistent with the Public Trust Exchange Agreement;
- 1.2.6.13. Streetscape improvements consistent with the Streetscape Master Plan; and
- 1.2.6.14. Stormwater treatment measures.

If there are any changes from the Sub-Phase as described in the Major Phase Approval, the submittal should include a description of and explanation for the proposed changes.

**1.2.7. Transit and Transportation Plans and Documents**

50% Construction Documents for Infrastructure and Stormwater Management Controls shall be submitted for transportation systems, including all Infrastructure and Stormwater Management Controls to be developed in the Sub-Phase, and shall correspond to the Improvements to be provided with the applicable subdivision map.

1.2.7.1. Transportation

Plans submitted shall indicate the relationship of the Sub-Phase to the Major Phase and to the overall transportation

system serving the Project Site. This may pertain to specific portions of these facilities to be constructed as a part of the Sub-Phase, and/or connections to facilities outside the boundaries of the Sub-Phase. For a particular Sub-Phase, the following shall be submitted as they relate to all public spaces within the Sub-Phase:

1.2.7.1.1. Transit

- 1.2.7.1.1.1. Narrative materials with a discussion of anticipated transit to serve the Sub-Phase;

1.2.7.1.2. Public Roadways

- 1.2.7.1.2.1. Plans of new or reconstructed streets including any new or reconstructed streets to be impressed with the Public Trust consistent with the Public Trust Exchange;
- 1.2.7.1.2.2. Plan views and road sections consistent with the Infrastructure Plan and the Public Trust Exchange, as applicable;
- 1.2.7.1.2.3. Plan view of recreational bike trails and, if applicable, any separate commuter bike routes;

1.2.7.1.3. Mid-Block Breaks

- 1.2.7.1.3.1. Approximate locations of mid-block alleys and pedestrian ways.
- 1.2.7.1.3.2. Assignment of mid-block break construction responsibility to adjacent lots(s).
- 1.2.7.1.3.3. Conceptual design for mid-block breaks or assignment of design responsibility to a designated adjacent lot.

Conceptual design of mid-block breaks as well as assignment of construction and design responsibility to adjacent owners may be

subsequently modified by Developer or Vertical Developer in connection with a Schematic Design Documents Application submitted pursuant to the Treasure Island / Yerba Buena Island SUD, and shall not require additional review or approval beyond the process set forth therein for Schematic Design Documents Applications.

1.2.7.1.4. Pedestrian routes and improvements

1.2.7.1.4.1. Sidewalk width and pedestrian amenities;

1.2.7.1.4.2. Approximate locations of Public Alleys adjacent to Open Space Lots, and, to the extent known, other pedestrian connections, as applicable.

1.2.7.1.4.3. Description of Streetscape Improvements consistent with the Streetscape Master Plan

**1.2.8. Infrastructure Plans and Documents**

The following plans and documents shall be submitted for Infrastructure and Stormwater Management Controls to be developed in the Sub-Phase to the extent required below, and shall correspond to the Improvements to be provided with the applicable subdivision map.

1.2.8.1. Utilities. 50% Construction Documents for all utilities shall be submitted, along with a plan or narrative which indicates the relationship of the Sub-Phase to the Major Phase and to the utilities serving the Project Site, including where relevant:

1.2.8.1.1. Separated sanitary sewer and storm drain facilities and combined sanitary and storm drain facilities, if applicable. In addition, for informational purposes, a generalized graphic and narrative description of these facilities, as related to the location of the Sub-Phase within the Major Phase and the specific sewer and storm drain collection and conveyance facilities to be installed, shall be submitted.

- 1.2.8.1.2. Low and high pressure water mains, suction inlets, if applicable, and reclaimed water facilities.

In addition, for informational purposes, a generalized graphic and narrative description of these facilities, as related to the Sub-Phase within the Major Phase shall be submitted.

- 1.2.8.1.3. Joint trench – electric power, natural gas, telephone and data communications. In addition, anticipated corridors for these facilities shall be shown on the Site Plan or on utility subset of the Site Plan.

- 1.2.8.2. Proposed changes to the Infrastructure Plan, if any, and the reason for the proposed changes.

- 1.2.8.3. Stormwater Treatment Measures consistent with Major Phase Stormwater Control Plan and SFPUC requirements.

- 1.2.8.4. A description of any Transferable Infrastructure anticipated for the Sub-Phase if known.

- 1.2.8.5. Plans, elevations and sections, including structural, mechanical, electrical and other plans, at 1/16" = 1' or 1" = 20', at applicant's option, and with details as appropriate, including plans, elevations and sections for all buildings or structures that are the obligation of Developer to construct pursuant to the Infrastructure Plan.

### **1.2.9. Sub-Phase Parks and Open Space documents**

Sub Phase Parks and Open Space documents shall be submitted consisting of 100% Design Development Drawings showing the following design elements for the Open Space Lots within the Sub-Phase, consistent with this DRDAP, the Phasing Plan, Infrastructure Plan, and Conceptual Parks and Open Space Master Plan.

- 1.2.9.1. Landscape architectural plans and sections at 1/16" = 1' or 1" = 20' at applicant's option and with details as appropriate, fixing locations and design of landscape elements, including the following:

- 1.2.9.1.1. Paving, site furniture, stairs and other construction items;

- 1.2.9.1.2. Grading and drainage;



- 1.2.9.1.3. Planting;
- 1.2.9.1.4. Irrigation;
- 1.2.9.1.5. Lighting;
- 1.2.9.1.6. Environmental Graphics and Signage;
- 1.2.9.1.7. Fountains and related art works;
- 1.2.9.1.8. Sidewalks, crosswalks and other street improvements, including ADA compliance;
- 1.2.9.1.9. Service and vehicular access.

1.2.9.2. Plans, elevations and sections, including structural, mechanical, electrical and other plans, at 1/16" = 1' or 1" = 20', at applicant's option, and with details as appropriate, including plans, elevations and sections for all buildings or structures that will be located within the Open Space Lots that are the obligation of Developer to construct pursuant to the Open Space Plan.

1.2.9.3. Outline specifications.

1.2.9.4. Preliminary materials and color board.

1.2.9.5. Narrative summary of sustainability measures utilized, including LEED-ND checklist (or its equivalent) and/or green building specifications checklist, as applicable

**1.2.10. Cost Estimates**

Cost Estimates for 50% Construction Documents for Infrastructure, Stormwater Management Controls and 100% Design Development Documents for Open Space Lots shall be submitted.

**1.2.11. Adequate Security**

Developer shall provide to the Authority a form of Corporate Guaranty or other Adequate Security in accordance with Section 26 of the DDA prior to close of Escrow for the applicable Sub-Phase.

**1.2.12. Associated Public Benefits**

A summary of compliance with the Schedule of Associated Public Benefits as shown in the Schedule of Performance and a description of

the substance and the timing of the Associated Public Benefits to be provided in the Sub-Phase.

**1.2.13. Phasing Plan**

Within the Sub-Phase, any anticipated phasing of construction or temporary Improvements, including temporary or interim parking facilities, construction staging areas, and interim infrastructure, if any, shall be indicated. If there are any changes from the Phasing Plan, the submittal should include a description of and explanation for the proposed changes, including the reason for the change and compliance with the Phasing Goals.

**1.2.14. Project MMRP**

A report regarding compliance with the Project MMRP, and a description of the substance and timing of the Mitigation Measures to be completed during the Sub-Phase. The Executive Director shall review such report to ensure compliance with CEQA and the Project MMRP.

**1.2.15. Re-Evaluation of Excess Land Appreciation Structure and - Setting of Minimum Bid Prices**

Developer, at its option, may include a submittal supporting a re-evaluation of the Excess Land Appreciation Structure approved as part of the applicable Major Phase.

In addition, under certain circumstances described in Section 6.2.3, 17.2.6 and 17.5 of the DDA, Minimum Bid Prices for Residential Auction Lots and Non-Critical Commercial Lots will be set. In either such event, the procedures for approval of the Major Phase Decisions set forth in the DDA shall apply to approval of the revised Excess Land Appreciation Structure or Setting of Minimum Bid Prices, as applicable.

**1.2.16. Retail Plan**

For any Sub-Phase Application that includes retail components, Developer shall submit a retail plan for public review that includes the sizes and types of retail that will be targeted during that Sub Phase, including an updated assessment of the needs of Project residents for retail goods and services.

## EXHIBIT 3

### **Documents to be Submitted for Streetscape Master Plans, Conceptual Parks and Open Space Master Plan and Signage Master Plans**

#### **1.1. Streetscape Master Plans.**

Building off the standards and guidelines of the Design for Development documents, the Streetscape Master Plans shall be applicable only to streets that will be dedicated to the Authority or the City and publicly owned, and will consist of concept level plans that include, at a minimum, the following:

- 1.1.1. Street Trees. The Streetscape Master Plan will depict the types of street tree species proposed (and alternate species), general location, frequency and spacing of tree plantings, planting size, specifications for tree wells, and relationship to the street hierarchy.
- 1.1.2. Landscaping. The Streetscape Master Plan will depict typical locations for additional landscaping along sidewalks, in medians, or other areas of the right-of-way including design concepts, and species palette concepts.
- 1.1.3. Lighting. The Streetscape Master Plan will describe lighting fixture types, general location and frequency.
- 1.1.4. Street Furnishings. The Streetscape Master Plan will describe examples of selection of street furnishings including benches, trash/recycling receptacles, railings, bollards, newspaper racks, bicycle racks and kiosks. The Streetscape Master Plan will identify the general location, frequency and types of furnishing including typical streets and special installations at activity centers. Locations of and materials for transit facilities shall be coordinated with the San Francisco Municipal Transportation Agency.
- 1.1.5. Sidewalk Treatment. The Streetscape Master Plan will depict generally the sidewalk treatment, including surface materials, scoring patterns, curb ramp designs, and special treatments for boulevards and retail streets.
- 1.1.6. Paving, Striping and Curbing. The Streetscape Master Plan will depict generally the paving, striping, crosswalk and curbing features including traffic calming measures and special intersection treatments.
- 1.1.7. Stormwater Treatment Measures. The Streetscape Master Plan will depict generally the stormwater treatment measures and concepts that are within the public right of way.

- 1.1.8. Utilities. The Streetscape Master Plan will describe generally the preferred locations for utility boxes and vaults. The Streetscape Master Plan shall provide designs for appropriate vault covers and control boxes where applicable.

The Streetscape Master Plan shall describe the overall circulation plans, land uses, street hierarchy and specific streetscape responses to the street typologies. Plans shall be described and illustrated with typical plans, and sections of each street in the applicable Project Area. Areas of special treatment or unique configurations shall be described in greater detail. Detailed studies and images of selected materials, furnishings, trees, and plant species shall be provided. Conceptual details of installation standards should be provided where appropriate.

## **1.2. Conceptual Parks and Open Space Master Plan**

Building off the standards and guidelines of the Design for Development document, the Conceptual Parks and Open Space Master Plan shall be applicable to the Open Space Lots and will consist of concept level plans for the parks that include, at a minimum, the following:

- 1.2.1. A written narrative describing the overall conceptual design, including the park program, design elements, and facilities provided for each park and open space area;
- 1.2.2. An illustrative site plan to scale showing:
  - 1.2.2.1. Conceptual circulation systems (vehicular, bicycle and pedestrian) including parking;
  - 1.2.2.2. Conceptual grading and drainage;
  - 1.2.2.3. Generalized locations of active and passive recreational areas; park elements and facilities;
  - 1.2.2.4. Generalized locations and conceptual layout for landscaping and hardscape areas, including tree planting and any stormwater treatment areas;
  - 1.2.2.5. Generalized locations for furnishings, lighting, public art, signage, comfort facilities, stairs, ramps, and railing.
- 1.2.3. Illustrative sections and perspectives representative of the overall conceptual design, including key relationships between programmatic areas, design elements, and defining park features and facilities;
- 1.2.4. Image “boards” showing proposed concepts, detailed studies and/or precedents for site furnishings, paving materials, site architectural elements, lighting, public art, signage, comfort facilities, stairs, ramps

and railings, tree species (and alternate species), and species palette concepts for major landscaping areas.

**1.3. Signage Master Plan.**

The Signage Master Plans shall be concept level plans that include, at a minimum, signage controls governing program area, text size and design, or volume dimensions or limitations, and a description of any uniform signage features proposed for all Public Property within the Project Site. The Signage Master Plan will address all signage in the public areas of the Project Site including temporary signs; parking and other wayfinding signs; kiosks, streetscape commercial signage, and street furniture-related commercial signage; but excluding standard street signs or park signage. Signage plans associated with Vertical Improvements located on property conveyed in fee to and retained by Developer will be reviewed and approved for consistency with the Design for Development Standards and Guidelines for Signage as part of the Vertical Approvals process set forth in the Treasure Island /Yerba Buena Island SUD.