

**EXHIBIT JJ
SCHEDULE OF PERFORMANCE**

Major Phase	Sub-Phase	Block	Parks & Open Space ¹	Application Outside Date ²	Commencement Outside Date ²	Completion Outside Date ²
1				2015	2017	2032
	1-A	B2-B3-M1-IC3-IC4		2019	2025	2030
			Eastside Commons 1		2029	2030
			Clipper Cove Promenade 2		2030	2031
			Clipper Cove Promenade 3		2030	2031
			Sailing Center Pad		2028	2030
			Eastern Shoreline Park 1		2030	2031
	1-B	B1		2016	2018	2023
			Building 1 Plaza		2035	2037
			Marina Plaza		2035	2037
			Clipper Cove Promenade 1		2026	2027
	1-C	C1-C2			2017	2023
			Cityside Waterfront Park 1		2024	2026
			Cultural Park		2024	2026
	1-D	IC1-IC2		2019	2028	2032
			Eastside Commons 2		2031	2032
	1-E	C3		2019	2021	2025
			Cityside Waterfront Park 2		2024	2026
	1-F	E1-E2			2028	2032
			Eastside Commons 3		2031	2032
	1G	IC1-IC4			2028	2032
2				2026	2029	2036
	2-A	E3-E4		2026	2028	2030
			Eastside Park 2		2031	2032
			Eastside Commons 4		2031	2032
	2-B	C4		2028	2029	2031
			Cityside Waterfront Park 3		2032	2033
	2-C	E5-E6		2028	2030	2032
			Eastside Park 3		2033	2034
			Eastside Commons 5		2033	2034
			Eastern Shoreline Park 2		2033	2034
			Pier 1		2034	2035
3				2029	2031	2042
	3-A	E7-E8		2029	2031	2033
			Eastside Park 4		2031	2035
			Eastside Commons 6		2034	2035
			Eastern Shoreline Park 3		2034	2035
	3-B	C12-C13		2032	2034	2042
			Urban Farm 2			
	3-C	IC1-IC4		2031	2033	2038
			Urban Farm 1		2033	2038
4				2032	2034	2042
	4-A	C5		2032	2034	2036
			Cityside Waterfront Park 4		2036	2038
			Sports Park		2037	2038
	4-B	C10-C11		2033	2035	2037
			Urban Farm 3		2039	2040
	4-C	C6		2034	2036	2038
			Cityside Waterfront Park 5		2038	2040
			Urban Farm 4		2040	2041
	4-D	C7-C8-C9		2035	2037	2039
			Cityside Waterfront Park 6		2040	2041
			Northern Shoreline Park / The Wilds / Environmental Center Pad		2041	2042

¹ Horizontal obligations only, no vertical improvement or rehabilitation except as defined in Open Space Plan.

² All dates are subject to Navy's environmental remediation efforts provided in the Navy MOA and land transfers from Navy and TIDA.

Community Facility	Obligation	Building Permit / Trigger ³	Application Outside Date ⁴	Commencement Outside Date ⁴	Completion Outside Date ⁴
		A	B	C	D
Waterfront Plaza / Ferry Terminal Phase 1	Facility	100 du	+6mo	+12mo	+36mo
Retail - Interim Grocery Store (5,000 sf) ⁵	Facility	1,000 du	+6mo	+12mo	+36mo
Police / Fire Station	Facility	4,000 du	+24mo	+12mo	+24mo
Retail - Final Grocery Store (15,000 sf)	Facility	5,000 du	+6mo	+12mo	+24mo
Ferry Terminal Phase 2	Facility	As mutually agreed by WETA, Developer, and TIDA, after engaging in a meet and confer process described in the MOU between TIDA and WETA.			
WWTP / Recycled Water Plant / PUC 4-6 acres	Developable Pad	See PUC / TIDA WWTP MOA for timing of pad delivery. As of the A&R Reference Date, the Wastewater Treatment Facility Lot has been transferred to the SFPUC and is under construction, and Developer has fully satisfied this obligation.			
Sailing Center Pad	Developable Pad	Developer shall use commercially reasonable efforts to provide the Sailing Center Pad earlier if the Authority requests it and if the Treasure Island Sailing Center provides reasonable evidence that it will be ready to proceed with construction of the Sailing Center building at that earlier date.			
Environmental Center Pad	Developable Pad	Developer shall deliver the Environmental Center Pad commensurate with improvements for The Northern Shoreline Park and The Wilds			
Pier 1 / Eastern Shoreline Park 2	Improvements	Construction of these improvements may be deferred if the area is still needed for barging operations related to importing material for the site. In no case will the Completion Outside Date for these improvements be later than the Completion Outside Date of the last Sub-Phase.			
Bicycle Lending Library	Rolling Stock	Purchase of bicycles and equipment to establish the bicycle lending library up to a maximum expenditure of \$110,000. Must be completed no later than the occupancy of the 1,000 residential unit.			

³ Community Facility obligation is triggered by number of total building permits issued for residential dwelling units (shown in table above).

⁴ Timeframes are additive: Completion Outside Date = Date of Trigger (A) + (B) + (C) + (D).

⁵ As of the A&R Reference Date, Developer has fully satisfied the interim grocery store obligation.

Financial Obligation	Obligation	Mechanism
Open Space Annual O&M Subsidy	\$14.3 MM (NPV)	Max \$1.5 mil first 5 yrs, \$3 mil per yr from Yr 6, subject to need per annual operating budget. See Financing Plan for amounts and schedule.
Annual Transportation Subsidy	\$30 MM (NPV)	Max \$4 mil per year, subject to need per annual operating budget. See DDA Section 13.3.2(a) for amounts and schedule.
Additional Transportation Subsidy	\$5 MM max	Five annual consecutive installments (max \$1 mil per year) after the first certificate of occupancy (whether temp or final) has been issued for the 4,000th dwelling unit on the Project Site, payable within 90 days after request of SFCTA if transit report shows residential transit mode share is 50% or less. See DDA Section 13.3.2(d).
SFMTA Subsidy	\$1.8 MM (NPV)	Used to purchase up to six (6) busses. Per-bus subsidy: the lesser of 20% of the cost of a Muni bus, or \$300,000. See DDA Section 13.3.2(b).
Transportation Capital Contribution Subsidy	\$13,900,000 (NPV)	Used for capital costs of transportation projects necessary to serve the Project. See DDA Section 13.3.2(c) for amounts and schedule.
Community Facilities Subsidy (Excluding Childcare Facility)	\$9.5 MM (NPV)	Space or subsidy determination made at Major Phase Approval. Max \$2.375 mil each Major Phase - subject to approved budget and program description.
Childcare Facility Portion of Community Facilities Subsidy	\$2.5M (NPV)	Space or funding no later than the first approved Sub-Phase within Major Phase Three or 18 months before the existing facility is no longer operational due to development activity, whichever comes first.
Developer Housing Subsidy	\$98 MM max; \$73.5 MM baseline	\$17,500 per market rate unit at each lot sale. True-ups at 50% of TI land acreage make-up to 2,100 units and at 4,200 units land sales, credit for any payment made at 2,100 unit true-up. See Housing Plan for amounts and schedule.
School Subsidy	\$5 MM (NPV)	\$1 mil due at completion of 30% design development drawings for the building that will provide the K-5 or K-8 school, with the balance due at the start of refurbishment work on such building. See DDA for amounts and schedule.
Ramps Subsidy	\$11,171,359	Annual schedule of payments. See TIDA / SFCTA MOA 3rd Amendment for amounts and schedule. As of the A&R Reference Date, Developer has fully paid the Ramps Subsidy.
Fill Removal Subsidy	\$1 MM	Payment due upon removal from stockpile at rate of \$3.50 per CY or for any remaining in stockpile after 12/31/2015 in 3 equal annual installments. See TIDA / D.A. McCosker Agreement. As of the A&R Reference Date, Developer has fully paid the fill removal subsidy.