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 the designs, plans and specifications for Infrastructure and Vertical Improvements in the Project Site. The Authority shall review such designs, plans and specifications to ensure that they conform to and are consistent with the Redevelopment Requirements, and coordinate with applicable City Agencies for review in accordance with the ICA.

1.1 REVIEW PROCESS

1.1.1 Overview of Review Process.

As more particularly described in this DRDAP, the Design Review and Document Approval Process entails three general categories of design review and approvals, 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. 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, 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 Approval Application, which must be approved by the Executive Director before building permits may be issued for Infrastructure and before the Authority’s consideration of and grant of Vertical Approvals, governs Infrastructure within the Sub-Phase, including data charts, site plans, 50% Construction Documents for Infrastructure 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.

The third category of design review, following a Sub-Phase Approval, requires approval of Vertical Improvements to be constructed within each Sub-Phase by the Vertical Developers (including Developer or its Affiliates when acting as a Vertical Developer). Vertical Application submissions consist of the following three components: Schematic Design Documents, Design Development Documents and Construction Documents. Vertical Developers may elect to either follow a building permit process or a site permit process. Under the building permit process, the Vertical Developer must first obtain approval by the Authority Board of Schematic Design Documents and approval by the Executive Director of Design Development Documents. Then DBI must review and approve Construction Documents after review and approval by the Executive Director for consistency with Redevelopment Requirements and prior approvals. Under the site permit process, the Authority Board must approve Schematic Design Documents before DBI may issue the Site Permit. Upon approval of the Schematic Design Documents and issuance of the Site Permit by DBI, the Site Permit requires approval of a Design Development Document Addendum and various Construction Document Addenda generally following DBI’s standard Site Permit process. The Executive Director must review and approve all such Addenda for consistency with the Redevelopment Requirements and prior Approvals before DBI may approve them. DBI’s review of building permits or site permits is governed by Applicable Regulations [and the Interagency Cooperative Agreement].

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 and Vertical Developers 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 or any applicable Vertical DDA or LDDA, Developer shall submit all Major Phase Applications and Sub-Phase Applications, and Vertical Developers shall submit all Vertical Applications, to the Authority in accordance with this DRDAP. As more particularly described in Section 4.1 of the Design for Development (Implementation), any Vertical Project not governed by a DDA, Vertical DDA or LDDA, including Subsequent Improvements and Alterations, shall be reviewed by TIDA in accordance with the DRDAP attached as Appendix B to the Design for Development.

The Authority shall review all Applications and submittals for completeness and consistency with the Redevelopment Requirements as set forth in this DRDAP. The Authority shall submit Complete Major Phase Applications, Complete Sub-Phase Applications, and Complete Vertical 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 or Vertical Developer, as applicable, 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 or a Vertical 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 and Vertical Developers 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 included within the applicable Sub-Phase Applications.

Developer and Vertical Developer, as applicable, 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 and any required Schematic Design 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 the City, as specified in the ICA, the Arts Commission will review submittals made to it pursuant to this DRDAP and shall 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

The ICA 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, Sub-Phase Applications and Schematic Design 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 ICA 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.
As provided in the Development Agreement, the Planning Commission shall review and Approve the design of specific office developments on Commercial Lots containing office development that is subject to Planning Code Sections 320-325 (commonly known as Proposition M). The Authority, Developer and Vertical Developers, as applicable, shall work collaboratively with the Planning Department to ensure that design issues are discussed as early in the review process as possible and that the Authority and the Planning Commission act consistently with respect to the design of specific office developments on the Commercial Lots pursuant to the applicable requirements of Planning Code Sections 320-325.

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  Temporary and Interim Uses

Authority Staff shall review applications for temporary and interim uses as set forth in the Redevelopment Plan and Design for Development.
1.1.9 Exceptions and Deviations from Redevelopment Requirements and Previous Approvals

1.1.9.1 Exceptions. In connection with any Major Phase Application, Sub-Phase Application, or Vertical Application, Developer or Vertical Developer may request an exception from the applicable Design for Development standards and guidelines in accordance with the procedures adopted pursuant to the Design for Development. Section 4.1.4 of the Design for Development allows the Executive Director [or TIDA] to approve exceptions to the standards and guidelines of the Design for Development only for unusual and special conditions when the enforcement of the Design for Development's standards and guidelines would constitute an unreasonable limitation beyond the intent and purpose of the standards and guidelines. In order to grant a request for an exception, the Executive Director must find and determine that the exception results in substantial compliance with the intent and purpose of both the Design for Development and the Redevelopment Plan, and is consistent with public health, safety and welfare. Developer or Vertical Developer shall include in any Application a clear statement of any proposed exception, including a statement to indicate that the Application includes a proposed exception and a statement of the reasons for the requested exception. Developer shall allow a cumulative total of sixty (60) days of added time for review and consideration of the proposed exception, and such added time shall not be Excusable Delay; provided, it shall be reasonable for the Authority to deny the requested deviation if the Authority reasonably determines that, based upon the scope and substance of the proposed deviation, sixty (60) days is not sufficient time for review and consideration and the Developer does not agree to extend the review and action time as reasonably requested by the Authority, but in no event more than one-hundred eighty (180) days.

1.1.9.2 Deviations. Deviations include any requested deviation from the applicable Redevelopment Requirements, including any Approval previously given under this DRDAP, to the extent not governed by the process for exceptions described in Section 1.1.9.1 above and Section 4.1.4 of the Design for Development. Notwithstanding the foregoing, deviations that involve a generally applicable change in the underlying Redevelopment Requirement or prior Approval (as reasonably determined by the Executive Director) shall be processed as an amendment of such underlying Redevelopment Requirement or prior Approval in accordance with this DRDAP. In connection with any Major Phase Application or Sub-Phase Application, Developer may request a deviation from the applicable Redevelopment Requirements, including any Approval previously given under this DRDAP. Non-material deviations (as reasonably determined by the Executive Director) including deviations from any Approval previously given under this DRDAP, may be given by the Executive Director in his or her reasonable discretion. Material deviations from the Redevelopment Requirements (as reasonably determined by the Executive Director), including from any Approval previously given under this DRDAP, may be Approved by either the Executive Director or the Authority Board, as appropriate, in accordance with the procedures and Approval standards associated with the original Redevelopment Requirement or prior Approval from which the deviation is sought.

Developer shall include in any Application a clear statement of any proposed deviation from the Redevelopment Requirements, including from any applicable prior Approval, including a statement to indicate that the Application includes a proposed deviation request and a statement of the reasons for the requested deviation. Developer shall allow a cumulative total of sixty (60)
days of added time for review and consideration of the proposed deviation by the CAB (with respect to the Streetscape Master Plan, Conceptual Parks and Open Space Master Plan and Signage Master Plan Approvals and any other DRDAP submittals that the Executive Director has submitted to the CAB for review), the Authority Board and the City Agencies, as applicable, and such added time shall not be Excusable Delay; provided, it shall be reasonable for the Authority to deny the requested deviation if the Authority reasonably determines that, based upon the scope and substance of the proposed deviation, sixty (60) days is not sufficient time for review and consideration and the Developer does not agree to extend the review and action time as reasonably requested by the Authority, but in no event more than one-hundred eighty (180) days.

1.1.10 Consistency with Redevelopment Requirements and Previous Approvals

Unless otherwise Approved by Developer or Vertical Developer, as applicable, in their respective sole and absolute discretion, and subject to the provisions of the DDA, ICA, Redevelopment Plan, and other Plan Documents, the Authority will not (i) disapprove any Major Phase Application, Sub-Phase Application, or Vertical Application on the basis of any element that conforms to and is consistent with the Redevelopment Requirements and prior applicable Approvals by the Authority, or (ii) impose conditions that conflict with the Redevelopment Requirements (specifically including Section __ of the DDA).

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. The Parties acknowledge and agree that (i) as set forth in the ICA, the Authority’s Approval of certain modifications to the Infrastructure Plan, the Conceptual Parks and Open Space Master Plan, this DRDAP, the Mitigation Measures and the Housing Plan are subject to the review and Approval of the City in accordance with the standards set forth in the ICA and (ii) as set forth in the Tax Allocation Agreement and the Development Agreement, the Authority’s Approval of certain modifications to the Infrastructure Plan and the Housing Plan are subject to the review and Approval of the City in accordance with the standards set forth in the Tax Allocation Agreement and Development Agreement. [Need to conform to ICA/DDA/Tax Allocation Agreement in terms of which agreement(s) will include these approval requirements.]

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 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;
5. Sub-Phase Applications; and
6. Vertical Applications, which shall be submitted in three stages:
   - Schematic Design;
   - Design Development Documents [if the Building Permit Process is followed]; and
   - Construction Documents [with a Design Development Addenda, if the Site Permit Process is followed]

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. The design of private streets associated with any particular Vertical Improvement shall be submitted with the applicable Vertical Application. 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 Redevelopment 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 Redevelopment 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 ________ 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 Redevelopment 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 an 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**

4.2.3.1 **Major Phase Applications.** 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 Redevelopment 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 Redevelopment 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 with 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 Redevelopment Requirements; (ii) the change in order will not impair the Authority's ability to comply with the CCRL Replacement Housing Obligation or any of its obligations under the TIHDI Agreement, the Transition Rules and Regulations or the Public Trust Conveyance Agreement; (iii) the development of the public rights of way and Infrastructure 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 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 Redevelopment 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.

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.
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 Redevelopment 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 Redevelopment 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 Executive Director consistent with the requirements of Section
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 Redevelopment 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 or the Authority Housing Lots within that Sub-Phase; (iv) amendments to the Redevelopment Plan or 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 Housing and in accordance with the Redevelopment Requirements; (ii) the change in order does not impair the Authority’s ability to comply with the CCRL Replacement Housing Obligation or any of its obligations under the TIHDI Agreement, the Transition Rules and Regulations or the Public Trust Conveyance Agreement; (iii) the development of the public rights of way and Infrastructure 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 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**

   At any time after submission 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 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 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 in accordance with Section 7 and the ICA. 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**

   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. In such cases, references in this Section 7 to “Vertical Developer” shall include Developer.

   **7.1 APPLICATION PROCESS**

   Vertical Developers (including Developer or its Affiliates when acting as a Vertical Developer or when building Infrastructure subject to this Section 7 as described below) may seek Approval of Vertical Improvements within a Sub-Phase in accordance with this Section 7.

   Vertical Application submissions shall differ depending on whether the Vertical Developer elects to follow the Building Permit Process or the Site Permit Process.

   **Building Permit Process.** Submittals for the Building Permit process consist of the following three components, to be submitted in the following order: (i) Schematic Design Documents Application, as described in Section 7.2 hereof, (ii) Design Development Documents Application, as described in Section 7.3 hereof, and (iii) Building Permit Application including Construction Documents, as more particularly described in Section 7.4 hereof.

   **Site Permit Process.** As an alternative to the City’s Building Permit process, Section 106A.3.4.2 of the Building Code provides an alternative building permit process whereby a site permit may be issued for the construction of a building or structure upon approval of preliminary drawings and before the entire working drawings and specifications of the building or structure have been completed and submitted for approval. Under the Site Permit process, no construction
work is permitted to be done under the Site Permit, but construction may proceed after the appropriate addenda have been issued. Plans for construction may be divided and submitted in accordance with an addenda schedule submitted on the site permit drawings or on the first addendum drawings.

Submittals required under this DRDAP for the Site Permit Process will consist of the following two components to be submitted in the following order: (i) a Schematic Design Documents Application, as described in Section 7.2 hereof, and (ii) a Site Permit Application, with a series of Addenda, including a Design Development Addendum, as more particularly described in Section 7.5 hereof.

Under either the Building Permit process or the Site Permit process, Developer or, with the approval of Developer in its sole discretion, Vertical Developer, may submit Schematic Design Documents for Vertical Improvements for one Lot concurrently with, or at any time following, submittal of an applicable Sub-Phase Application; provided, however, that no Vertical Approval shall be given by the Authority until after the Sub-Phase Approval for the Sub-Phase in which the Lot is located. Whether document submittals meet the applicable percentage of completion requirement described in this DRDAP shall be determined in the reasonable discretion of the Executive Director.

Schematic Design Documents Applications shall be Approved or disapproved by the Authority Board. Design Development Documents Applications and Design Development Addenda shall be Approved or disapproved by the Executive Director (unless the Application includes material amendments to the Schematic Design Documents Approval, which shall require Approval by the Authority Board). In the case of the Site Permit process, the Design Development Addendum must also be approved by DBI. DBI is responsible for Approval of Construction Documents Applications after review and approval by the Authority Executive Director for consistency with the Redevelopment Requirements.

Where a Schematic Design Documents Application is submitted before Approval of the Sub-Phase Application to which it relates, the Authority shall process the Applications simultaneously but under the separate approval processes described in this DRDAP. The Authority's time for determining that a Schematic Design Document Application is a Complete Application, and then for reviewing and providing comments on the Schematic Design Document Application pursuant to this DRDAP, shall not commence until the Sub-Phase Application for the area in which the Schematic Design Document Application is located has been Approved.

7.1.1 Pre-Submission Conference

Not less than thirty (30) days before submitting a Vertical Application, Vertical Developer shall submit to the Executive Director preliminary maps, plans, and design sketches of the type listed for Vertical Applications in Exhibit 2, and any other data as Vertical Developer shall so desire concerning the applicable Lot. Not less than fifteen (15) days before submitting a Vertical Application, Vertical 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. Vertical Developer may submit information and materials iteratively, and Vertical
Developer and the Authority may agree to hold such additional meetings as they may deem useful or appropriate. If Vertical Developer fails to submit such preliminary documents or to schedule such pre-submission meeting before submitting a Vertical 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 twenty (20) days (e.g., if a Vertical Application is submitted before submitting such preliminary documents or scheduling such a pre-submission meeting, then the Authority’s time to determine that such Application is a Complete Application shall be extended from ten (10) days to thirty (30) days).

7.2 REVIEW OF SCHEMATIC DESIGN DOCUMENTS

“Schematic Design Documents” refer to schematic design level of detail for a specific Vertical Improvement, building upon the massing and design concepts outlined in the Major Phase Approval and Sub-Phase Approval and, unless otherwise mutually Approved by Vertical Developer and the Executive Director, each in their sole discretion, shall include the documents and materials described for Schematic Design Documents Applications in Exhibit 2.

7.2.1 Authority Review - Initial

Authority Staff shall review each Schematic Design Document Application as expeditiously as reasonably possible using the same procedures described for Major Phase Applications in Section 4.2.1. A Schematic Design Document 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 and the review periods shall commence on the date of such notification; or (2) the Executive Director fails to notify Developer that the Schematic Design Document 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 Schematic Design Document Application is deemed Complete pursuant to Section 4.2.1.

7.2.2 City Agency Review – Complete Schematic Design Document Application

Within three (3) days after the Authority’s determination that a Schematic Design Document Application is a Complete Application or within three (3) days after the date that the Schematic Design Application is deemed to be a Complete Application, Authority Staff shall submit such Complete Schematic Design Documents 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 Schematic Design Documents Application, or applicable portions thereof, within such time.
7.2.3 Authority Review – Complete Schematic Design Document Application

Authority Staff shall review as expeditiously as reasonably possible each Complete Schematic Design Document Application and shall notify Vertical Developer of Authority Staff’s comments and comments received from City Agencies promptly as such comments are made and received. Authority Staff shall provide final comments on each Complete Schematic Design Document Application within sixty (60) days (for Applications pertaining to buildings seventy (70) feet in height and under) or within eighty (80) days (for Applications pertaining to buildings over seventy (70) feet in height) following the Authority’s determination that the Schematic Design Document Application is a Complete Application or the date that the Schematic Design Document Application is deemed to be a Complete Application.

Authority Staff may propose changes to the Complete Schematic Design Documents Application that do not conflict with the Redevelopment 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 Authority Staff and Vertical Developer shall promptly meet and confer in good faith for a period of not more than thirty (30) 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 sixty (60) or eighty (80) day period described above, as applicable, unless agreed to by Developer and Authority Staff.

Notwithstanding the foregoing, if one or more Vertical Developers (including Developer acting as a Vertical Developer) submits a subsequent Complete Schematic Design Document Application for a different Lot within fifteen (15) days of the date of submittal of a previous Schematic Design Document Application, then the Authority shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Schematic Design Document Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay.

Upon the expiration of the sixty (60) or eighty (80) day period specified above in this Section 7.2.3, as such sixty (60) or eighty (80) day period may be extended by mutual agreement of Developer and the Executive Director or as otherwise provided in this Section 7.2.3 for submittals for multiple Lots, the Executive Director shall submit the Complete Schematic Design Documents Application to the Authority Board for review and consideration 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 standard practices of the Authority. The Authority Board shall take action on each Complete Schematic Design Documents Application in accordance with the standards in Section 7.2.4 within thirty (30) days after such Complete Schematic Design Documents Application is introduced at a public meeting of the Authority Board for review and Approval, unless Vertical Developer, in its sole discretion Approves an extension of such period.
7.2.4 Authority Review - Approval Standard

All Schematic Design Documents Applications shall be reviewed and considered by the Authority Board, and shall be Approved by the Authority Board if and to the extent the Schematic Design Documents Application (i) conforms to and is consistent with the applicable Redevelopment Requirements 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 Sections 1.1.10. For Schematic Design Document Applications for Historic Resources, the Authority shall not Approve the Schematic Design Documents without first consulting with a qualified professional preservation architect, planner, architectural historian or other professional experienced in the application of Secretary’s Standards for Rehabilitation to adaptive reuse projects (the "Preservation Specialist") as to whether or not the Schematic Design Documents meet the standards of the Design for Development for historic rehabilitation.

If a Schematic Design Documents Application is disapproved by the Authority Board, then the Authority Board of Directors shall, at the public hearing during which the Schematic Design Documents Application is being considered, state the basis for the disapproval, which basis shall be summarized in writing by the Executive Director after the hearing and delivered to Vertical Developer within ten (10) days of the hearing date. Following any disapproval of a Schematic Design Documents Application, Vertical Developer may make changes to and resubmit the Schematic Design Documents Application at any time. Promptly following the Executive Director’s receipt of a revised Complete Schematic Design Documents Application, the Executive Director shall submit such revised Complete Schematic Design Documents Application in accordance with the procedure set forth in this Section 7.2.

7.2.5 Amendments to Schematic Design Documents Approvals

Vertical Developers may apply to the Authority for an amendment to a Schematic Design Documents Approval in accordance with the standards and procedures for a Schematic Design Document Application. All proposed amendments to Schematic Design Documents shall be subject to review and Approval by the Executive Director, unless the Executive Director determines that the proposed amendment is material, in which case the Authority Board shall take action on the proposed amendment in accordance with the standards and procedures set forth in Section 7.2.

7.3 REVIEW OF DESIGN DEVELOPMENT

“Design Development Documents” refer to design development level of detail for a specific Improvement and, unless otherwise Approved by Vertical Developer and the Executive Director each in their sole discretion, shall include the documents and materials described for Design Development Documents in Exhibit 2. The purpose of this submittal is to expand upon the Schematic Design Documents, incorporate changes resulting from resolution of comments and concerns raised during the review of the Schematic Design Documents in accordance with Sections 7.2.1 and 7.2.2, and prepare drawings and other documents for architectural, structural, mechanical and electrical systems.
7.3.1 Authority Review - Initial

Authority Staff shall review as expeditiously as reasonably possible each Design Development Application using the same procedures described for Major Phase Applications in Section 4.2.1. A Design Development 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 or (2) the Executive Director fails to notify Developer that the Design Development 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 Design Development Application is deemed Complete pursuant to Section 4.2.1.

7.3.2 City Agency Review – Complete Design Development Application

Within three (3) days of the Authority’s determination that a Design Development Application is a Complete Application, Authority Staff shall submit such Complete Design Development 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. 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 Design Development Application, or applicable portions thereof, within such time.

7.3.3 Authority Review – Complete Design Development Application

Authority Staff shall review as expeditiously as reasonably possible each Complete Design Development Application and shall notify Vertical Developer of Authority Staff’s comments and comments received from City Agencies promptly as such comments are made and received. Authority Staff shall provide a set of final comments on each Complete Design Development Application within sixty (60) days (for Applications pertaining to buildings seventy (70) feet in height and under) or within eighty (80) days (for Applications pertaining to buildings over seventy (70) feet in height) following the Authority’s determination that the Design Development Application is a Complete Application or the date that the Design Development Application is deemed complete. Notwithstanding the foregoing, if one or more Vertical Developers (including Developer acting as a Vertical Developer), submits a subsequent Complete Design Development Document Application for a different Lot within fifteen (15) days of the date of submittal of a previous Design Development Document Application, then the Authority shall be entitled to an additional fifteen (15) days to review and determine whether such subsequent Design Development Document Application is a Complete Application. Any such extension shall not be the basis for Excusable Delay. Authority Staff with the approval of the Executive Director may propose changes to the Complete Design Development Application that do not conflict with the Redevelopment Requirements and at the end of the applicable review period, the Executive Director may issue a Conditional Approval subject to the standards in Section 7.3.4. A Conditional Approval shall include a comprehensive list of conditions or changes, if any, required by the Authority, taking into consideration comments received by City Agencies or others during the 30-day City Agency review period, which if made by Vertical Developer, would result in an Approved Design Development Application. Vertical Developer
may, in its sole discretion, elect to accept the Conditional Approval, in which case, no further Design Development Application Approval shall be required, provided, however, that the Authority and DBI may disapprove any Construction Documents that do not reflect the changes or satisfaction of conditions set forth in the Conditional Approval.

If Vertical Developer disagrees with any of the changes or conditions set forth in the Conditional Approval, then the Authority and Vertical Developer shall promptly meet and confer in good faith for a period of not more than thirty (30) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by the Authority. At the close of such thirty (30) day period, the Executive Director shall take action on the Complete Design Development Application in accordance with the standards in Section 7.3.4. If Vertical Developer submitted the Design Development Application as a Design Development Addendum to a Site Permit application, DBI shall approve the Design Development Addendum upon the Approval by the Executive Director or the Vertical Developer’s acceptance of the Conditional Approval, as applicable, subject to DBI’s review for consistency with Applicable Regulations.

7.3.4 Authority Review - Approval Standard

All Design Development Applications shall be reviewed and considered by the Executive Director, and shall be Approved or Conditionally Approved, if and to the extent the Design Development Application (i) conforms to and is consistent with the applicable Redevelopment 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 Section 1.1.10 above. For Design Development Applications for Vertical Improvements to Historic Resources, the Authority shall not Approve the Design Development Application without first consulting with a Preservation Specialist as to whether or not the Design Development Application meets the standards of the Design for Development for historic rehabilitation.

If the applicant disagrees with the Conditional Approval and the Design Development Application is disapproved by the Executive Director, then the Executive Director shall send a notice to the applicant stating the basis for the disapproval by the end of the thirty (30) day review period cited above. The applicant shall have the opportunity to make changes to and resubmit the Design Development Application from time to time. Promptly following the Executive Director’s receipt of a revised Complete Design Development Application, the Executive Director shall review and consider such Application in accordance with the procedure set forth in this Section 7.3.

7.3.5 Amendments to Design Development Documents Approvals

Vertical Developer may apply to the Authority for an amendment to Design Development Documents consistent with, to the extent applicable, the requirements for Design Development Documents. All proposed amendments to Design Development Documents shall be subject to review and Approval by the Executive Director in the manner and to the extent set forth in Section 7.3; provided that proposed amendments that materially amend the Schematic Design Documents shall be reviewed under the standards and procedures applicable to Schematic Design Documents in Section 7.2. Exceptions may not be requested through an application for an amendment.
7.4 REVIEW OF CONSTRUCTION DOCUMENTS: BUILDING PERMIT PROCESS

“Construction Documents” consist of the documents and materials described for Construction Documents in Exhibit 2 for a specific Improvement unless otherwise mutually Approved by the Executive Director, DBI and Vertical Developer, each in their sole discretion. The purpose of this submittal is to allow for application for and receipt of all Authorizations required in order to Commence and Complete the applicable Improvements, including issuance of a building permit by DBI. This review process is intended to avoid duplicative review by following DBI’s Building Permit process (as described in this Section 7.4) but also provides for time periods and standards for review of Construction Document submittals that are routed by DBI for review by applicable City Agencies, which also include the Authority in this case.

7.4.1 DBI, Authority and City Agency Review – Complete Construction Documents Application

Vertical Developers following the Building Permit process shall submit a Construction Documents Application (also referred to as a Building Permit Application) to DBI and shall concurrently submit the Construction Documents to Authority. Under the Building Permit process, Vertical Developer shall not submit a Construction Documents Application until both the Schematic Design Documents Application has been Approved and the Design Development Document Application process in Section 7.3 hereof has resulted in a Conditional Approval with all conditions accepted by Vertical Developer or in an Approved Design Development Application.

DBI in accordance with the ICA, shall notify Vertical Developer as soon as practicable, but in no event more than thirty (30) days after submittal of a Construction Documents Application, whether additional application materials are required to complete its review. DBI shall circulate permit applications to the appropriate City Agencies within three (3) days of the date that DBI has received all necessary application materials required to complete its review, or thirty (30) days after DBI received the initial submittal of the Construction Document Application if DBI or Authority has not notified Vertical Developer whether additional application materials are required to complete its review, whichever is later (the “Complete Application Delivery Date”). The Authority and the City Agencies will review Construction Document Applications received for consistency with the Applicable Regulations. Each City Agency and the Authority will provide any comments on the submittal to DBI within thirty (30) days from the Complete Application Delivery Date. 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 Construction Documents Application, or applicable portions thereof, within such time.

7.4.2 DBI Review – Complete Construction Documents Application

In accordance with the ICA, DBI shall provide final comments on each Complete Construction Documents Application, including changes responding to comments received from the Authority and City Agencies or others during the 30-day Authority and City Agency review period, within sixty (60) days (for Applications pertaining to buildings seventy (70) feet in height
and under) or within eighty (80) days (for Applications pertaining to buildings over seventy (70) feet in height) following the Complete Application Delivery Date. Notwithstanding the foregoing, if one or more Vertical Developers (including Developer acting as a Vertical Developer), submits a subsequent Complete Construction Documents Application for a different Lot within fifteen (15) days of the date of submittal of a previous Construction Documents Application, then DBI shall be entitled to an additional fifteen (15) days to review and determine whether additional application materials are required to complete its review for purposes of establishing the Complete Application Delivery Date. Any such extension shall not be the basis for Excusable Delay.

In its comments on the Construction Documents Application, DBI may propose changes to the Construction Documents Application that do not conflict with the Redevelopment Requirements. If DBI proposes any such changes, then DBI, the Authority and Vertical Developer shall promptly meet and confer in good faith for a period of not more than thirty (30) days, as such period may be extended by mutual agreement, to reach agreement on any such changes proposed by DBI; provided such meet and confer period shall run concurrently with, and shall not extend, the sixty (60) and eighty (80) day period specified above (as extended for multiple Applications as set forth above) unless agreed to by Developer, DBI and Authority Staff. Vertical Developer shall have the right at any time after such period has run to require that DBI and the Executive Director consider the submitted Complete Construction Documents Application.

Within thirty (30) days after the close of the periods described above in this Section 7.4.2, DBI and the Executive Director shall take action on each Complete Construction Documents Application in accordance with the standards in Section 7.4.3.

7.4.3 DBI and Authority Review - Approval Standard

DBI approval of Construction Document Applications shall be made in accordance with Applicable Regulations.

All Construction Documents Applications shall be Approved by the Executive Director if and to the extent the Construction Documents Application (i) conforms to and is consistent with the applicable Redevelopment 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 above.

If a Construction Document Application is disapproved by DBI or the Executive Director, then DBI or the Executive Director, as applicable, shall send a notice to the applicant stating the basis for the disapproval by the end of the sixty (60) and eighty (80) day review period cited above. The applicant shall have the opportunity to make changes to and resubmit the Construction Documents Application from time to time. Promptly following DBI's and the Executive Director’s receipt of a revised Construction Document Application, DBI and the Executive Director shall review and consider such Application in accordance with the procedure set forth in this Section 7.4. The approval of the Authority shall not override the review authority of DBI under the standards and procedures of the Applicable Regulations, and the
approval of DBI shall not override the review authority of the Authority under the Redevelopment Requirements.

Construction Documents shall not be Approved until the conditions and requirements set forth in [Section 4.5] of the DDA have been satisfied or waived by the Authority.

7.4.4 Amendments to Construction Documents Approvals

Vertical Developer may apply to the Authority and DBI for an amendment to Construction Documents consistent with the Applicable Regulations.

All proposed amendments to the Construction Documents shall be reviewed and considered by DBI and the Executive Director in the manner and to the extent set forth in Section 7.4; provided that proposed amendments that materially amend the Approved Schematic Design Documents shall be reviewed under the standards and procedures applicable to Schematic Design Documents in Section 7.2.

7.5 Site Permit Process.

A Vertical Developer may elect to follow the City’s Site Permit Process instead of the Building Permit process described above. Under the Site Permit process, a Vertical Developer may submit a Site Permit Application at any time after Approval of the Sub-Phase in which the applicable Lot is located, provided, however, that if the Authority has not Approved the applicable Schematic Design Application prior to submittal of the Site Permit Application, then the Site Permit Application shall include the Schematic Design Application described in Section 7.2 hereof with the materials specified in Exhibit 2, Section 1.3 hereof and the time for determining that a Site Permit Application is a Complete Application, and then for reviewing and providing comments on the Site Permit Application pursuant to this DRDAP, shall not commence until the Schematic Design Application for the area in which the Site Permit Application is located has been Approved. In no event shall the Site Permit Application be approved until after Approval of Schematic Design Drawings by the Authority Board for the applicable Vertical Improvement.

Unlike the Building Permit process where the Design Development Application must be Approved or Conditionally Approved prior to submittal of the Building Permit Application, under the Site Permit process, the Design Development Application is processed as an Addendum to the Site Permit. All other Construction Documents may be divided and submitted to DBI in accordance with an addenda schedule for the Lot(s) prepared by Developer in consultation with the Executive Director and approved by DBI. If a Vertical Developer elects the Site Permit Process, then the following submittals and approvals shall be required. Submittal of Site Permit Application.

Vertical Developer using the Site Permit Process shall submit a Site Permit Application to DBI, with a copy to the Executive Director. The Site Permit Application shall include all DBI requirements. If the Site Permit Application is submitted prior to Schematic Design Approval, it shall include at a minimum, the Schematic Design Application described in Section 7.2 hereof with the materials specified in Exhibit 2, Section 1.3 hereof. DBI shall not
approve the Site Permit Application until Approval of the applicable Schematic Design Application by the Authority Board in accordance with Sections 7.1 and 7.2 hereof.

7.5.1 Design Development Document Addendum

The Site Permit Addenda package under an approved Site Permit Application shall include a Design Development Document Addendum, consistent with the requirements of Section 7.3 hereof and Exhibit 2, Section 1.4. The Design Development Document Addendum shall be processed in accordance with the review and approval procedures set forth in Section 7.3 hereof.

7.5.2 Construction Document Addenda.

Each Construction Document Addendum submitted in accordance with the approved Site Permit Addenda package shall be deemed a separate Construction Document Application and each Addendum (other than the Design Development Document Addendum) shall be processed in accordance with the review and approval procedures of Section 7.4 hereof applicable to Construction Document Applications.

8. BUILDINGS AND STRUCTURES THAT ARE PART OF INFRASTRUCTURE INCLUDING BUILDINGS IN PARKS AND OPEN SPACE

Design review of buildings and structures that are included as Public Infrastructure shall be processed in accordance with Section 3, Section 5, Section 6 and the provisions of Exhibit 2 for Sub-Phase Applications if such buildings and structures are 2,500 s.f. or less, and shall be processed in accordance with Section 3, Section 6, Section 7 and the provisions of Exhibit 2 for Vertical Applications if such buildings and structures are in excess of 2,500 s.f.

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 and Vertical Developers 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 Redevelopment Requirements and has signed off on the building permit or other City permit. For purposes hereof, review by Authority Staff pursuant to the procedures of Sections 7.4 or 7.5 hereof shall constitute Authority review for
permits covered under Sections 7.4 or 7.5. The Authority shall complete its review of permits not covered under Sections 7.4 or 7.5 within thirty (30) days from receipt of the permit.

10. **GOVERNMENT REQUIRED PROVISIONS, CHANGES**

Where a change in a Complete Major Phase Application, Complete Sub-Phase Application, Complete Schematic Design Documents Application, Complete Design Development Documents Application, Complete Construction Documents Application, complete Site Permit Application or Complete Site Permit Addenda 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 and Vertical Developers, as applicable, 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 Redevelopment 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 Redevelopment Requirements.
**EXHIBIT 1**

**Definitions**

“*Addendum*” or “*Addenda*” means an Addendum to a Site Permit, issued by DBI pursuant to Building Code Section 106A.3.4.2.

“*Applicable Regulations*” is defined in the Development Agreement, which definition is, as of the Reference Date, (1) the Redevelopment Documents; (2) to the extent consistent therewith and not superseded by the Redevelopment Documents or CCRL, 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 Redevelopment Plan or the Development Agreement unless expressly specified in the Redevelopment Plan or Development Agreement, as applicable); (3) new or changed Development Fees and Exactions to the extent permitted under the Development Agreement and DDA; (4) the Mitigation Measures; and (5) 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 and other public and community benefits that are tied to particular Sub-Phases as described in the Phasing Plan and the Schedule of Performance that Developer must Complete on or before the applicable Outside Dates set forth in the Phasing Plan and the Schedule of Performance.

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

"CCRL" means the California Community Redevelopment Law (California Health and Safety Code § 33000 et seq.).

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

“*Commercial Lot*” means a Lot that is not a Residential Lot on which the primary use is intended or primarily suited for use as an office, light industrial, green technology or other commercial use.

“*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.

“*Conveyance Agreement*” means [defined in DDA]

“*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.

“Design Development Documents” has the meaning set forth in Section 7.3.

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

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

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

“ICA” means the Interagency Cooperation Agreement between the City and the Authority for the Project, as attached to and 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 (including freeway ramps or other demolition), traffic signal systems, dry utilities 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 State Parks and 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.

“Major Phase” means

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

“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.
“Redevelopment Documents” is defined in the DDA, which definition, as of the Reference Date, means (a) the Redevelopment Plan; (b) the Design for Development; and (c) the Plan Documents.

“Redevelopment Requirements” is defined in the DDA, which definition is, as of the Reference Date, (i) the applicable Redevelopment Documents, (ii) the DDA, (iii) documents Approved under the DRDAP and (iv) applicable provisions of the CCRL.

“Schematic Design Documents” has the meaning set forth in Section 7.2.

“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.

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

“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.

“Vertical Application” means, individually or collectively as the context requires, the Schematic Design Application, Design Development Application, Construction Document Application, Site Permit Application, or Site Permit Addenda Application applicable to a Vertical Project.

“Vertical Approval” means that the Schematic Design Application, Design Development Application, Construction Document Application, Site Permit Application, or Site Permit Addenda Application applicable to a Vertical Project have each been Approved in accordance with the terms of this DRDAP, as the same may be amended from time to time in accordance with the terms of this DRDAP.

“Vertical Improvements” means an Improvement to be developed under the DDA that is not Infrastructure or Improvements required to be Completed by Developer for the Open Space Lots.
EXHIBIT 2

Documents to be Submitted for Major Phase Applications, Sub-Phase Applications and Vertical 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 Redevelopment 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 applicable to Infrastructure 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 and Associated Public Benefits and Developer's obligations under the Housing Plan 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 ___ 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 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, if any, shall be indicated.

1.1.5. **Data Charts**

Each submittal shall include the following data charts:

1.1.5.1. Approximate square footages of all Residential Auction Lots and Authority Housing Lots;
1.1.5.2. Program of uses and approximate aggregate square footage of use type by Sub-Phase;

1.1.5.3. A Housing Data Table, as described in the Housing Plan.

1.1.5.4. Estimated Major Phase aggregate development in relation to the total allowable building program;

1.1.5.5. Approximate anticipated building heights;

1.1.5.6. Maximum number of off-street private automobile parking spaces for residential and commercial uses allocated to the Major Phase, number of existing and previously approved off-street parking spaces in any previous Major Phase, and number of allocated but unbuilt parking spaces from a prior Major Phase being carried over to the applicable Major Phase, if any; and

1.1.5.7. 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.

If there are proposed changes to the location of these spaces from the Redevelopment Plan, Design for Development, Transportation Plan, Community Facilities Plan, 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 and Infrastructure. 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 not be conveyed via Ground Lease or fee title to Developer);

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, 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 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” = 100’ 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 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” = 50’ 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 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. **Insurance Requirements**

Insurance requirements applicable to the Major Phase proposed by Developer in accordance with Section ____ of the Conveyance Agreement.

1.1.15. **Updated Pro Forma**

An updated Pro Form meeting the requirements of Section __ of the Financing Plan.

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, 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, Associated Public Benefits, and Developer’s obligations under the Housing 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 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, based on standards set forth in the Design for Development.

1.2.3.5. Approximate number of off-street automobile parking, car share spaces, bike parking, and loading spaces, including the remaining balance of residential automobile parking allowance to be carried over from the earlier Sub-Phases if applicable.

1.2.3.6. Sub-Phase aggregate development in relation to the Major Phase and the total allowable building program.

1.2.3.7. Status of overall development build-out for previous Sub-Phases, if any.
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 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.

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. Transfer or Subdivision Maps

Copies of any Transfer Maps or Final Subdivision Maps [what about Tentative 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 and Infrastructure 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 and JV Lots;
1.2.6.5. Location of Authority Housing Lots;
1.2.6.6. Proposed location of Community Facility Parcels and Community Facilities Space;
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;

1.2.6.9. Private open space areas

1.2.6.10. Setback areas;

1.2.6.11. 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;

1.2.6.12. Anticipated location of entrances to buildings, parking and loading facilities;

1.2.6.13. Identification of the streets in the Sub-Phase that will be impressed with the Public Trust consistent with the Public Trust Exchange Agreement;

1.2.6.14. Streetscape improvements consistent with the Streetscape Master Plan; and

1.2.6.15. 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 shall be submitted for transportation systems, including all Infrastructure 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 and shall not require additional review or approval beyond the process set forth 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 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 the Pre-Sale Infrastructure and Post-Sale Infrastructure for the Sub-Phase.

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 of 2,500 s.f. or less that will be located within the Open Space Lots.

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 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.

1.2.12. Associated Public Benefits

A summary of compliance with the Schedule of Associated Public Benefits 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 Re-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 ___ of the DDA, Minimum Bid Prices for Residential Auction Lots and Non-Critical Commercial Lots will be re-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 Re-Setting of Minimum Bid Prices, as applicable.

1.3. **Vertical Applications – Schematic Design Applications**

Schematic Design Documents Applications submitted to the Authority shall be in the form of four (4) hard copies and one (1) digital file. A Schematic Design Documents Application shall include the following documents.

1.3.1. **Written Statement**

A written statement of proposal shall describe whether the Building Permit process or Site Permit process will be utilized. The written statement shall expand on the statements in the Major Phase and Sub-Phase Applications regarding design strategy, size and use of the facilities provided, conformance with the Design for Development, sustainability measures to be considered with the addition of the structural system, principal building materials and floor area calculations.

1.3.2. **Data Chart**

1.3.2.1. Location and approximate square footage of particular land uses.

1.3.2.2. If housing is included, a Project Data Table, as described in the Housing Plan.

1.3.2.3. Automobile and bicycle parking provided, and the number of loading spaces.

1.3.2.4. Building dimensions and conformance with Design for Development Standards in the form of the Design for Development Checklist attached hereto as Exhibit 4.
1.3.3. **Schematic Drawings**

The Schematic Drawings shall include:

1.3.3.1. Site plan at appropriate scale showing relationships of buildings with their respective uses designating open spaces, terraces, landscaped areas, walkways, loading areas, streets, water elements, and adjacent uses. Adjacent existing and proposed street, structures, parks, and mid-block breaks should also be shown. Scale: minimum 1/16” = 1’. Site Plans for the Neighborhood Towers shall show the relationship of the Neighborhood Tower to the Neighborhood Park.

1.3.3.2. A description of any stormwater treatment measures proposed for the parcel, including the location and size of facilities.

1.3.3.3. Site sections showing height relationships of those areas noted above. Scale: minimum 1/16” = 1’.

1.3.3.4. Building plans (typical floor plans, ground plane plans, roof plans), elevations and sections sufficient to describe the development proposal, the general architectural character, and materials proposed at appropriate scale to fully explain the concept. Scale: minimum 1/8” = 1’.

1.3.3.5. Isometric or axonometric drawings to illustrate overall project and the building dimensions, bulk, setbacks, stepbacks, and streetwall. If the building is on YBI, drawings must demonstrate that the building conforms to the height limits set forth in the Public Trust Exchange Agreement.

1.3.3.6. Detailed study materials as needed to examine critical urban design elements including building modulation and surface treatment, window systems, setback areas, building entries, parking and loading entries, retail storefronts, and rooftop elements.

1.3.3.7. Conceptual design of mid-block breaks if applicable, including landscaping plans, travel way dimensions, sections, planting materials, furnishing, lighting and paving materials selection.

Additional materials to illustrate unique building design elements or demonstrate conformance with design guidelines.
1.3.4. **Sustainable Design Measures**

A description of the sustainable design measures and compliance with the Green Building Specifications, with a green building checklist and submittal requirements.

1.3.5. **Perspectives, Sketches and Renderings**

Perspectives, sketches, and renderings (and other appropriate illustrative materials acceptable to the Authority), as necessary to indicate the architectural character of the project and its relationship to the pedestrian level shall be submitted. Mid-rise and high-rise submittals must include multiple illustrations of the proposed building in relation to built and planned neighboring buildings.

1.3.6. **Wind Analysis**

A preliminary wind review by a qualified wind consultant, that includes findings based upon the exposure, massing and orientation of buildings, as to whether wind tunnel testing will be required. If testing is required, the Schematic Design Drawings Application shall not be deemed Complete until the wind tunnel test is performed and the Schematic Design Drawings are revised to incorporate feasible alterations into the building as recommended by the wind consultant, including building design or landscape features, and such feasible design alterations are shown to reduce the wind hazard as demonstrated by wind tunnel testing of the modified design.

1.3.7. **Bird Strike Measures** A written description of the measures and features of the building design that are intended to address potential impacts on birds, in compliance with Mitigation Measure M-BI-4a of the EIR.

1.3.8. **Samples**

Samples of proposed materials and exterior colors shall be submitted to the Authority in a manner to allow reviewing staff and members of the public to understand where materials are to be used and how they relate to each other. Sustainability and durability qualities of proposed materials shall be outlined.

1.3.9. **Historic Rehabilitation**

For Historic Resources listed on the National Register, the Schematic Design Application shall include (i) a description and legend signifying what aspects of the existing structure are historic fabric; (ii) description of any proposed demo or modification of the historic features; (iii) descriptions of proposed new additions, modifications or
restored elements or features and (iv) a description of proposed treatment methods.

1.3.10. **Architectural Diversity**

In order to confirm that Developer and Vertical Developers are complying with Section __ of the Vertical DDA (requiring that no more than 50% of Residential Lots within any Major Phase be designed by the same architectural firm), Vertical Developers shall submit the name of the design architect for the building. A Vertical Developer's Design Application shall not be Complete if Vertical Developer's design architectural firm has designed or is designing 50% or more of the Lots in the Major Phase, unless waived by the Executive Director in his or her sole and absolute discretion.

1.4. **Vertical Applications - Design Development Applications (or Design Development Addenda under the Site Permit Process)**

The Design Development Application shall include 40% working drawings that cover the following design elements:

1.4.1. **Site plans showing where applicable:**

1.4.1.1. Building relationships to landscaped areas, parking facilities, loading facilities, roads, sidewalks, mid-block connections, any transit facilities, and both public and private open space areas. All land uses within the subject parcel shall be designated. Streets and points of vehicular and pedestrian access shall be shown, indicating proposed new paving, planting and lighting if applicable.

1.4.1.2. All utilities or service facilities which are a part of or link this project to the public infrastructure shall be shown.

1.4.1.3. Grading plans depicting proposed finish site elevations.

1.4.1.4. Site drainage and roof drainage.

1.4.1.5. Required connections to existing and proposed utilities.

1.4.1.6. All existing structures adjacent the site.

1.4.2. Building floor plans and elevations including structural system, at an appropriate scale (1/8” = 1’ minimum).

1.4.3. Building sections showing typical cross sections at an appropriate scale, and in particular indicating street walls and adjacent open
spaces, relationship of ground floor uses to pedestrian outdoor areas, and including mechanical equipment.

1.4.4. Building details of entries, stoops, window systems, exterior surfaces, bays, decks, lobbies, storefronts, and roof top screening.

1.4.5. Landscape design plans showing details of landscape elements including walls, fences, planting, outdoor lighting, ground surface materials. Appropriate reference to improvements in the City’s right of way and/or mid-block breaks shall be shown.

1.4.6. Drawings showing structural, mechanical and electrical systems.

1.4.7. Materials and colors samples as they may vary from those submitted for Schematic Design approval.

1.4.8. Sign locations and design.

1.4.9. Outline specifications for materials and methods of construction.

1.4.10. Roof plan showing location of and screen design for all rooftop equipment; and roof drainage.

1.5. Vertical Applications - Construction Documents

Except as otherwise provided for in Section 1.4 above for the Design Development Addenda, the Construction Documents shall comply with the requirements of the City’s Department of Building Inspection, including Site Plans and Construction Drawings and Specifications ready for bidding. In addition, the applicant shall submit a presentation of all exterior color schedules including samples, if appropriate, and design drawings for all exterior signs and graphics before completed construction.
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 MTA.

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, stripping, 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.**

Building off the standards and guidelines of the Design for Development documents, 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 the plan area or, at Developer’s option, as to those land use categories permitted in the first Sub-Phase of the Initial Major Phase. Uniform signage features for any remaining land use categories would then be submitted as part of the first Sub-Phase Application that includes such categories. All signage in the public areas of the Project Area 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; shall be covered by the appropriate Signage Master Plan.
EXHIBIT 4
Design for Development Conformance Checklist