

**EXHIBIT****Development Phase Applications Review Procedures**

1. **General.** The Project shall be built in Development Phases as generally described in the Phasing Plan, subject to any changes to the Phasing Plan approved in accordance with Sections 3.2.5 and 3.2.6 of this Agreement. The Phasing Plan reflects the Parties' mutual acknowledgement that certain controls shall guide the development of the Project and the phased provision of Public Improvements and Privately-Owned Community Improvements. The Parties acknowledge and agree that the City cannot disproportionately burden a Development Phase in violation of the Phasing Plan, Proportionality Requirement and the Phasing Goals. The Parties further acknowledge that certain Infrastructure or Public Improvements may be required at an early stage of development in accordance with operational or system needs. The Parties shall cooperate in good faith to amend a Development Phase Approval (as set forth in paragraph 6 below) if needed to advance such improvements and to delay other improvements while maintaining the Proportionality Requirement and the Phasing Goals. Nothing in the Phasing Plan or this Exhibit \_\_\_ is intended to conflict or override the specific requirements of any Plan Document, including the Affordable Housing Plan, the Infrastructure Plan, and the Transportation Plan.

2. **Development Phase Application Review and Approval.** At any time before submitting a Development Phase Application to the Planning Department for review, Developer may request a pre-application meeting to review the proposed Development Phase. Before each Development Phase, Developer shall submit to the Planning Department an application (a "**Development Phase Application**") in substantial conformance with the attached checklist. Upon receipt, the Planning Director shall have the right to request additional information from Developer as may be needed to understand the proposed Development Phase Application and to ensure compliance with this Agreement, including the Phasing Plan; provided, however, that within 30 days following receipt of a Development Phase Application, the Planning Director will notify Developer of any deficiencies and make any requests for additional information or materials that are reasonably necessary in order to process the Development Phase Application. The Planning Department will review the proposed improvements against the requirements of this Agreement. If the Planning Director objects to the proposed Development Phase Application, he or she shall do so in writing, stating with specificity the reasons for the objection and any items that should be included or changed to bring the Development Phase Application into compliance with this Agreement, including the Phasing Plan. The Planning Director agrees to act reasonably in making determinations with respect to each Development Phase Application, including the determination as to whether the Development Phase Application meets the requirements of the Phasing Plan. The Parties agree to meet and confer in good faith to discuss and resolve any differences in the scope or requirements of a Development Phase Application. Planning shall review Development Phase Applications within (30) thirty days of receipt in order to determine completeness. If the Planning Director fails to respond within such 30 day period, the Development Phase Application will be deemed Complete. The Planning Director shall act on a Development Phase Application within sixty (60) thirty days after receipt of a complete Development Phase Application. Changes proposed by Planning staff will be reasonably

considered by Developer, and changes proposed by Developer will be reasonably considered by Planning staff. If there are no objections, or upon resolution of any differences, the Planning Director shall approve the Development Phase Application with such revisions, conditions, comments, or requirements as may be permitted in accordance with the terms of this Agreement (each a “**Development Phase Approval**”).

3. Standard of Approval. Approval of the Development Phase Application will be ministerial in nature based on the Application’s completeness and its conformance with the Approvals. Discretion in approving a Development Phase Applications will be limited to those matters where the proposed Development Plan deviates from the Approvals. As such, the Planning Director will not disapprove any Development Phase Application on the basis of any element that conforms to and is consistent with this Agreement, including the applicable Plan Documents and Approvals.

4. Concurrent Review. Developer must obtain a Development Phase Approval before the City can grant approval of a tentative subdivision map for development; provided, however, that approval of a Development Phase Application will not be required for the issuance of Construction Permits for grading and site preparation in any Phase. Subject to the foregoing, at any time before or after submittal of a Development Phase Application, Developer may submit a Subdivision Map and Design Review Applications covering all of the real property within the Development Phase for the City’s review and approval in accordance with the procedures hereunder and under the SUD, but the time period for City approvals shall not begin until Planning issues a Development Phase Approval.

5. Start of Development Phase. Upon receipt of a Development Phase Approval, Developer shall submit a tentative subdivision map application (if not already submitted) covering the real property within the Development Phase. Developer also has the option to submit a tentative subdivision map application for the entire Project Site and seek approval of phased final maps for each Development Phase. Following submittal of the tentative subdivision map application, Developer shall have the right to submit any Later Approvals, such as street improvement permits and building permits, required to start construction. Each Development Phase shall be deemed to have commenced if (i) site or building permits have been issued by the City for all or a portion of the Buildings located in that Development Phase and (ii) some identifiable construction, such as grading, of all or a portion of that Development Phase has been initiated.

6. Amendment of a Development Phase Approval. At any time after receipt of a Development Phase Approval, Developer may request an amendment to the Development Phase Approval. Any such requested amendment shall be made to the Planning Director, and shall be subject to the same review and approval standards as set forth in this Agreement for the original approval. Amendments to a Development Phase Approval which include changes to the Phasing Plan shall be subject to the requirements of Section 3.2.5 and 3.2.6 of this Agreement. Changes in the type, density or intensity of vertical development (residential or commercial) that is identified in a Development Phase Application as ‘anticipated’ or ‘proposed’ will not require an amendment to a Development Phase Approval, so long as the Development Phase remains in compliance with this Agreement, including the applicable Plan Documents and Approvals.

7. Concurrent Development. Each Development Phase shall remain independent, in accordance with this Agreement, so long as the functional and operational requirements of that Development Phase can be met with the completion of any necessary Infrastructure. Developer may begin construction of a Development Phase simultaneously with another Development Phase or may begin construction of a subsequent Development Phase while components of a prior Development Phase are still in progress. Notwithstanding the above, Developer may propose interim or temporary Infrastructure improvements, and DPW, with the consent of any affected City Agency in their respective sole discretion, may allow such interim or temporary Infrastructure improvements and defer completion of required Public Improvements subject to terms and conditions that the City deems appropriate. The applicable Public Improvement Agreement will address the interim or temporary Infrastructure improvements along with sufficient security to guarantee the completion and removal of such improvements and security for the permanent Public Infrastructure Improvements. The City will not accept any interim or temporary improvements for maintenance and liability purposes. Notwithstanding Administrative Code Chapter 23, the Director of Real Estate is authorized to accept on behalf of the City temporary public easements related to the construction, completion, and use of Public Infrastructure Improvements, including temporary or interim improvements, for a period not to exceed five (5) years. Nothing in this paragraph shall be construed as a limitation on the discretion retained by any City Agency as set forth in this Agreement.

8. Development Phase Application: Purpose and Approval Authority

- Purpose: to provide a broad overview of the scope of each Development Phase, including the number and type of each element (vertical and horizontal). To ensure that Associated Community Benefits and Phasing Plan requirements are satisfied.
- City Department responsible for review: PLANNING
- City Department responsible for approval: PLANNING
  - Planning shall review Phase Applications within (30) thirty days to determine completeness. Once a complete Phase Application is submitted, Planning has sixty (60) days to review and take action on the Phase Application. Planning may request additional information, and may request revisions if the content of the Application does not meet the requirements of these Development Phase Application Review Procedures.
  - Upon approval, Planning will issue a Development Phase Approval, with an attachment containing comments received from other City Agencies.
  - Planning will issue a copy of the Development Phase Approval to City Agencies.
  - Planning may attach or include conditions to a Development Phase Approval to the extent such conditions are required to make the applicable Development Phase conform to the applicable Plan Documents and Approvals, including the Phasing Plan.
- Role of other City Departments: Development Phase Applications will be distributed to the implementing City Agencies for their information. Relevant City Agencies include: DPW, SFPUC, MTA, Port, SFFD, RPD, OEWD. No action is required by these City Agencies. City Agencies may provide informational comments on the content of the

Development Phase Application to Planning within Planning's sixty (60) day review timeline.

- Relationship to Infrastructure Review by Other City Departments. A Development Phase Application must show how the proposed scope and content of Infrastructure within the Development Phase will comply with the Plan Documents and Approvals, including the Phasing Plan. The approved Development Phase Application will not limit the scope or content of related Infrastructure that Developer includes in improvement plans submitted to DPW and other relevant City Agencies for approval, but the proposed scope and content of Infrastructure in such improvement plans shall *at least* serve the scope outlined in the Phase Application. The exact details of required Infrastructure in each Development Phase may vary from the approved Development Phase Approval in order to achieve appropriate roadway access, functional utility systems and connections, and to maintain service to existing residents, but shall still be governed by the Infrastructure Plan and Phasing Plan. Notwithstanding the foregoing, any removal of street sections from a Development Phase after its inclusion in a Development Phase Approval will be subject to Planning Department review and approval.

9. Contents of Development Phase Applications. Each Development Phase Application must include, at a minimum, the materials set forth in the Development Phase Application Checklist attached hereto as Schedule 1.

## **Schedule 1: Application Checklist**

This checklist itemizes the required components of each Development Phase Application.

1. Site plan and other graphics, including existing or proposed blocks, lots, streets and area, showing the area covered by the applicable Development Phase Application.
2. A narrative description of the proposed scope of development within the Development Phase, including estimated square feet of each land use category and total parking.
3. Materials sufficient to describe the Infrastructure, Privately-Owned Community Improvements and Parks and Open Space that will be provided for the Development Phase, and a description of how the Development Phase will comply with the requirements of the Phasing Plan to provide these Associated Community Benefits consistent with the Phasing Plan. The level of detail will be commensurate with the detail set forth in the Infrastructure Plan and Planning Department standards for condition use applications.
4. If the Development Phase will include residential use, the Development Phase Application will also include:
  - 4.1. Developer's estimate of the total number of Residential Units, the number and location of affordable housing units and AMI levels, and affordable housing credits to be provided in the Development Phase through in-lieu fees or land dedications, as set forth in the Housing Plan. Developer shall include the Housing Data Table and map to cover this information.
  - 4.2. The anticipated number and location of market rate parcel pads to be prepared, with the estimated number of Residential Units on each.
  - 4.3. A status of improvements in prior Development Phase Approvals.
5. A table or matrix showing applicable Mitigation Measures associated with the applicable Development Phase.
6. The following Infrastructure improvement details:
  - 6.1. Plans showing the streets, transportation and utility Infrastructure to be provided for the Development Phase at a level of detail sufficient to determine consistency of the Development Phase with the Phasing Plan.
  - 6.2. Plans showing existing streets to be vacated and new streets to be dedicated

6.3. Plan showing location of the Development Phase in relation to the rest of the Project Site, with street access and circulation for existing residents.

7. Narrative or schedule of anticipated order of horizontal construction within the Development Phase, by element (i.e., Infrastructure, Privately-Owned Community Improvements and Parks and Open Spaces)

8. List of any requested modifications from this Agreement, including the Phasing Plan, the Design Guidelines or other Plan Documents

9. Certification and accuracy from authorized representative.

10. For illustrative purposes only, a summary table materially in the form shown below, listing the permitted and anticipated, if known, type, density and intensity of vertical development by parcel within the Development Phase.

**Sample Summary Table**

<b>Blocks in the Design Guidelines</b>	<b>Height/Bulk District</b>	<b>Maximum Permitted Heights</b>	<b>Allowable Use under the SUD, and Anticipated Use if known</b>	<b>Anticipated Amount of Development</b>	<b>Type of Affordable Housing Anticipated</b>	<b>Proposed Parking &amp; Parking Ratio, if known</b>
<i>(1, 2, 3, etc.)</i>			<i>(Affordable Housing, Market Rate Parcel, Commercial, Retail, Community, Other)</i>	<i>(Total # Housing Units, Square Footage of Retail, Commercial, Community, Other)</i>	<i>(# BMR Units, In Lieu, Land Dedication)</i>	<i>(Residential and/or Commercial)</i>