

## DDA EXHIBIT B2

SCHEDULE OF PERFORMANCE<sup>1</sup>

<b>Schedule of Performance for Phase Improvements <u>other than</u> Deferred Infrastructure or Public Spaces within Park Parcels<sup>2</sup></b>			
<b>Phase</b>	<b>Outside Date for Phase Submittal Application</b>	<b>Outside Date for Commencement of Phase Improvements</b>	<b>Outside Date for SOP Compliance Determination for Phase Improvements<sup>3</sup></b>
<b>1</b>	<i>[insert date that is 12 months after Project Approval]</i> (“Phase 1 Approval”)	<b>18 months after Phase 1 Approval</b>	<b>5 years after Commencement of Phase Improvements for Phase 1</b>
<b>2</b>	<b>2 years after SOP Compliance Determination<sup>4</sup> of all Phase 1 Phase Improvements</b>	<b>18 months after Phase 2 Approval</b>	<b>5 years after Commencement of Phase Improvements for Phase 2</b>
<b>3</b>	<b>2 years after SOP</b>	<b>18 months after</b>	<b>5 years after</b>

<sup>1</sup> All outside dates for performance set forth below are subject to the provisions regarding time for performance and the procedures for Excusable Delay as set forth in Article 4 of the DDA (Performance Dates) including Down Market Delay.

<sup>2</sup> Construction of Deferred Infrastructure will not be required for a SOP Compliance Determination for any Phase Improvement or Component thereof outside of the Deferred Infrastructure Zone (DDA §15.5).

<sup>3</sup> Developer will not be in breach of the Schedule of Performance if it has submitted a SOP Compliance Request at least 45-days prior to the Outside Date for SOP Compliance Determination, and if subsequently disapproved, is diligently prosecuting any deficiencies identified by the Chief Harbor Engineer.

<sup>4</sup> “SOP Compliance Determination” means the approval (or deemed approval) of a SOP Compliance Determination by the Chief Harbor Engineer in accordance with DDA §15.6.

	<b>Compliance Determination for all Phase 2 Phase Improvements</b>	<b>Phase 3 Approval</b>	<b>Commencement of Phase Improvements for Phase 3</b>
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<b>Schedule of Performance for Deferred Infrastructure (including Public Spaces within Deferred Infrastructure Zones)<sup>5</sup></b>	
<b>Description of Deferred Infrastructure</b>	<b>Outside Date for SOP Compliance Determination Evidencing Completion of Deferred Infrastructure<sup>6</sup></b>
<p>Each Vertical DDA and each Vertical Coordination Agreement will assign responsibility for Deferred Infrastructure among Developer and Vertical Developer and will require the responsible party to construct the applicable Deferred Infrastructure within the associated Deferred Infrastructure Zone or adjacent Park Parcel in accordance with this Schedule of Performance.</p>	<p>Deferred Infrastructure must be completed no later than 12 months after SOP Compliance Determination for the adjacent Horizontal or Vertical Improvements, as follows:</p> <p>(1) For Deferred Infrastructure that does not directly front Vertical Improvements, the Deferred Infrastructure must be Substantially Completed no later than 12 months after SOP Compliance Determination for the adjacent Public Spaces, whether or not Developer or a Vertical Developer have entered into a Vertical DDA.</p> <p>(2) For Deferred Infrastructure that fronts Vertical Improvements (and will therefore be subject to a Vertical DDA), the Deferred Infrastructure must be completed</p>

<sup>5</sup> Construction of Deferred Infrastructure will not be required for a determination of Final Completion for adjacent Phase Improvements or Components thereof (DDA §15.4(c)) outside of the Deferred Infrastructure Zone.

<sup>6</sup> Developer will not be in breach of the Schedule of Performance if it has submitted a SOP Compliance Request at least 45-days prior to the Outside Date for SOP Compliance Determination, and if subsequently disapproved, is diligently prosecuting any deficiencies identified by the Chief Harbor Engineer.

	no later than 12 months after issuance of a Temporary Certificate of Occupancy for the Vertical Improvements on the associated Development Parcel.
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<b>Schedule of Performance for Public Spaces within Park Parcels (not including Deferred Infrastructure)<sup>78</sup></b>		
<b>Phase</b>	<b>Park Parcel #</b>	<b>Outside Date for SOP Compliance Determination Evidencing Completion of Public Spaces<sup>9</sup></b>
<b>Phase 0.5</b>	<b>PLZ</b>	<b>PLZ is not a Developer obligation under this DDA. Port will require the Parcel K North Vertical Developer to Substantially Complete the PLZ improvements within 12 mos. after Temporary Certificate of Occupancy for a building on Parcel K North.</b>
<b>Phase 1</b>	<b>OS1</b>	<b>12 months after a Temporary Certificate of Occupancy has been issued for both Buildings 2 and Building 12</b>
<b>Phase 1</b>	<b>OS2</b>	<b>OS2 is not a Developer obligation under this DDA. Port will require the Vertical Developer of Parcel D to obtain a SOP Compliance Determination for the OS2 improvements within 12 mos. after Port has issued a Temporary Certificate of Occupancy for a building on Parcel D.</b>
<b>Phase 1</b>	<b>OS3</b>	<b>OS3 is not a Developer obligation under this DDA. Port will require the Vertical Developer of Parcel C2-B to obtain a SOP Compliance Determination for the OS3 improvements within 12 mos. after Port has issued a Temporary Certificate of Occupancy for a building on Parcel C2-B.</b>
<b>Phase 1</b>	<b>SC1</b>	<b>12 months after Temporary Certificate of</b>

<sup>7</sup> Park Parcels are illustrated on DDA Exhibit B1 (Phasing Plan)

<sup>8</sup> Construction of Deferred Infrastructure will not be required for a determination of Final Completion for adjacent Park Parcels or Components thereof (DDA §15.4(c)) outside of the Deferred Infrastructure Zone.

<sup>9</sup> Developer will not be in breach of the Schedule of Performance if it has submitted a SOP Compliance Request at least 45-days prior to the Outside Date for SOP Compliance Determination, and if subsequently disapproved, is diligently prosecuting any deficiencies identified by the Chief Harbor Engineer

		<b>Occupancy for a building on Parcel E2</b>
<b>Phase 1</b>	<b>SC2</b>	<b>18 months after Temporary Certificate of Occupancy for a building on Parcel E2</b>
<b>Phase 2</b>	<b>WP1</b>	<b>12 months after Temporary Certificate of Occupancy for a building on Parcel E3</b>
<b>Phase 3</b>	<b>WTP</b>	<b>12 months after Temporary Certificate of Occupancy for a building on Parcel B</b>
<b>Phase 3</b>	<b>WP2</b>	<b>12 months after Temporary Certificate of Occupancy for a building on Parcel H2</b>
<b>Phase 3</b>	<b>IHP</b>	<b>IHP is not a Developer obligation under this DDA. If the Port assigns this obligation to the Vertical Developer of the Hoedown Yard, the Port will require a Vertical Developer of the Hoedown Yard (or a portion thereof) to obtain a SOP Compliance Determination for the IHP improvements within 12 months after the last Temporary Certificate of Occupancy to be issued for buildings on HDY 1 and 2.</b>

<b>Associated Public Benefits Schedule of Performance<sup>10</sup></b>		
<b>Associated Public Benefits</b>	<b>Outside Date for Vertical DDA</b>	<b>Outside Date for Close of Escrow and Commencement of Construction</b>
<b>Building E4</b>	Vertical Developer Affiliate or an Arts Master Tenant has entered into a Vertical DDA for Building E4 consistent with Section 7.12 no later than the date that Port has issued a Temporary Certificate of Occupancy for Office Building B-2.	In accordance with the terms of the applicable Vertical DDA for Building E4.
<b>Building 12</b>	Vertical Developer Affiliate has entered into a Vertical DDA for Building 12 consistent with Section 7.14 no later than one year after Acceptance of Maryland St between 20 <sup>th</sup> and 21 <sup>st</sup> St.	The Vertical DDA will require Close of Escrow and Commencement of Construction to occur no later than three years after entering into the Vertical DDA for Building 12, with diligent prosecution to completion thereafter.
<b>Building 21</b>	Vertical Developer Affiliate has entered into a Vertical DDA for Building 21 consistent with Section 7.14 within 1 year after Completion of Building E-1	The Vertical DDA will require Close of Escrow and Commencement of Construction for Building 21 no later than three years after entering into the Vertical DDA for Building 21, with diligent prosecution to completion thereafter.

<sup>10</sup> With the Phase Submittal application for Phase 3 and within six months after the Port has issued a Certificate of Completion for all Vertical Improvements in all Phases, Developer must submit to the Port an Associated Public Benefits Report in accordance with Section 7.21, confirming Project compliance with all Associated Public Benefits.

<b>Noonan Building Replacement</b>	To be provided in accordance with DDA Section 7.13.
<b>50,000 gsf of PDR</b>	To be provided by Project completion in accordance with DDA Section 7.17
<b>On-site childcare</b>	Two child-care facilities, each with a capacity of a minimum of 50 children, to be provided; one in connection with Phase 1 and one in connection with Phases 2 or 3, all in accordance with DDA Section 7.18.
<b>Active Recreation Rooftop Open Space</b>	If not otherwise provided by the Port on Parcel C1A, the Phase Submittal for Phase 3 will identify the location for a minimum 20,000 gsf of contiguous rooftop open space that could be used for active recreation subject to available funding and other conditions in accordance with DDA §7.15.
<b>Community Facilities</b>	To be offered with each Phase Submittal until accepted, subject to the terms and condition of DDA §7.19.
<b>Workforce Plan</b>	Compliance in accordance with the requirements of the Workforce Development Plan.
<b>Affordable Housing</b>	Compliance in accordance with the requirements of the Affordable Housing Plan.

<b>Phase Schedule of Performance for Option Parcels, including Early Ground Lease Parcels</b>	
<b>Option Parcel</b>	<b>Outside Date</b>
<b>Execute Vertical DDA for Early Lease Parcel in Phase 1 (DDA §2.2(f))</b>	Two years after Commencement of Phase Improvements for Phase 1
<b>Execute Vertical DDA for Early Lease Parcel in Phase 2 (DDA §2.2(f))</b>	Two years after Commencement of Phase Improvements for Phase 2
<b>Outside Date for Execution of a Vertical DDA for all Option Parcels in a Phase 1 (DDA §2.2(g))</b>	Three years after the SOP Compliance Determination for all Phase Improvements within Phase 1.
<b>Outside Date for Execution of a Vertical DDA for all Option Parcels in a Phase 2 (DDA §2.2(g))</b>	Three years after SOP Compliance Determination for all Phase Improvements within Phase 2.
<b>Outside Date for Execution of a Vertical DDA for all Option Parcels in a Phase 3 (DDA §2.2(g))</b>	Three years after SOP Compliance Determination for all Phase Improvements within Phase 3.