



SUB-PHASE APPLICATION 1
YERBA BUENA ISLAND
SUB-PHASES 1YA & 1YB

JUNE 25, 2015

PREPARED FOR TREASURE ISLAND DEVELOPMENT AUTHORITY

ONE AVENUE OF PALMS, SUITE 241
SAN FRANCISCO, CA 94130

SUBMITTED BY



PREPARED BY





**SUB-PHASE APPLICATION 1
YERBA BUENA ISLAND
SUB-PHASES 1YA & 1YB**

JUNE 25, 2015

ACKNOWLEDGMENT

THE FOLLOWING WERE INSTRUMENTAL IN THE PREPARATION OF THIS DOCUMENT

A. DESIGN TEAM

Conger Moss Guillard Landscape Architecture – Landscape Architecture/Urban Design
BKF Engineers – Civil Engineering
AGS – Civil Engineering
ENGEO, Inc. – Geotechnical Engineering
Moffatt & Nichol – Shoreline Engineering
AECOM – Landscape Architecture
Hood Design – Landscape Architecture
The Office of Cheryl Barton – Landscape Architecture
Andrea Cochran Landscape Architecture – Landscape Architecture
BCV Architects – Architecture
Dilworth Eliot Studios – Architecture
Horton Lees Brogden Lighting Design - Lighting Design
Barrie D. Coate and Associates – Arborist and Horticulturist
MJM Management – Public Space Operations, Maintenance and Programming
Page & Turnbull – Historic Resource Consulting
Zimmer Gunsul Frasca Architects LLP – Urban Design
Hunt Design – Signage Design
Fehr & Peers – Transportation Design
AlfaTech-Timmons – Electrical Engineering
Environmental Science Associates (ESA) – Archaeologist
Holmes Culley – Structural Engineering
Raimi + Associates, Inc. – LEED ND Consultant
Nelson Nygaard – Transportation Consultants
Groundworks – Landscape Architecture
Merril Morris – Landscape Architecture
Brookwater – Irrigation Engineering
Silverman and Light – Lighting Design
Townsend Management – Cost Estimating
Ware Associates - Architecture
Russ Mitchell Associates – Irrigation
Wallace Labs – Soils Engineer

DESIGN TEAM CONT'D

AEW – Environmental Consulting
Terra Engineering – Geotechnical Engineering
Structus – Structural Engineering
CM Pros – Cost Estimating
Infra Terra – Geotechnical Engineering
Pacific Eco Risk – Environmental Consulting
Arup North America – Structural Engineering
Brookwater – Irrigation Design
SBCA Tree Consulting - Arborist

B. REVIEW AGENCIES

Treasure Island Development Authority (TIDA)
Treasure Island/Yerba Buena Island Citizen Advisory Board (CAB)
San Francisco Department of Public Works (DPW)
San Francisco Public Utilities Commission (SFPUC)
San Francisco Planning Department
San Francisco Fire Department (SFFD)
San Francisco Mayor's Office of Disability/Disability Council (MOD)
San Francisco Municipal Transportation Agency (SFMTA)
San Francisco County Transportation Authority (SFCTA)
Treasure Island Mobility Management Agency (TIMMA)

C. PROJECT MASTER DEVELOPER

Treasure Island Community Development LLC (TICD)

CONTENTS

0.0 EXECUTIVE SUMMARY	13	3.0 TRANSPORTATION AND STREETSCAPES	45	6.0 APPENDICES	87
1.0 INTRODUCTION	17	3.1 Streets Overview	46	6.1 Appendix A: Sub-Phase MMRP	88
1.1 Regulatory Context and Authority	18	3.2 Transportation Networks	47	6.2 Appendix B: Schedule of Performance	94
1.2 Project Overview, Phasing and Major Phase Overview	20	3.2.1 Pedestrian Network	48	6.3 Appendix C: Sub-Phase Housing Data Tables	95
1.3 Sub-Phase Overview	22	3.2.2 Bicycle Network	49	6.4 Appendix D: Sub-Phase Cost Estimates	96
1.4 Schedule of Performance	23	3.2.3 Vehicular Network	50	6.5 Appendix E: Corporate Guaranty	97
1.5 Associated Public Benefits	24	3.2.4 Transit Network	51	6.6 Appendix F: 50% Infrastructure Improvement Plans	104
1.6 Consistency with Entitlement Documents	25	3.2.5 Trust Streets	52	6.7 Appendix G: Preliminary Stormwater Control Plan	108
2.0 LAND USE AND DEVELOPMENT BLOCKS	27	3.3 Street Design	53	6.8 Appendix H: 100% DD Parks and Open Space	109
2.1 Overall Land Use	28	3.4 Parking and Loading	56	6.9 Appendix I: Tentative Transfer Map	110
2.2 Sub-Phase Land Use	29	4.0 PARKS AND OPEN SPACE	61	6.10 Appendix J: Draft Tentative Subdivision Map	111
2.3 Sub-Phase Housing	30	4.1 Overall Parks and Open Space	62	6.11 Appendix K: Geotechnical Reports	112
2.4 Sub-Phase Retail Plan	32	4.2 Sub-Phase Parks and Open Space	65		
2.4 Sub-Phase Development Blocks	33	4.2.1 YBI Hilltop Park	66		
2.5 Sub-Phase Building Heights and Massing	34	4.2.2 YBI Beach Park	70		
2.7 LEED-ND Credit Checklist	43	4.2.3 YBI Habitat Management Plan Areas	72		
		5.0 UTILITIES	75		
		5.1 Stormwater Treatment	77		
		5.2 Storm Drain	78		
		5.3 Sanitary Sewer	80		
		5.4 Low Pressure Water	82		
		5.5 Joint Trench	84		

LIST OF FIGURES

1.0 INTRODUCTION

1.1	Overall Illustrative Plan	16
1.2	Major Phases Site Plan	21
1.3	Sub-Phase Site Plan	22
1.4	Sub-Phase Public Benefits	24

2.0 LAND USE AND DEVELOPMENT BLOCKS

2.1	Overall Proposed Land Use	28
2.2	Sub-Phase Land Use	29
2.3	Sub-Phase Authority Lots	31
2.4	Sub-Phase Retail Plan	32
2.5	Sub-Phase Development Blocks	33
2.6	Yerba Buena Island Conceptual Building Height and Massing	34
2.7	Demonstration of Height and Massing Related Views	35
2.8	Maximum Apparent Face Change with Recess	35
2.9	Maximum Apparent Face Change with Setback	35
2.10	Sub-Phase Building Heights	36
2.11	Key Plan for Tidelands Trust View Cones	37
2.12	Measurement of Height Above Grade	37
2.13	Demonstration of Height Measurement at Roofline	37
2.14	Tidelands Trust View Cone Sections	38
2.15	Elevation Diagram of Building Frontage	39
2.16	Plan Diagram of Units/Lots on Downhill Side of Road or Drive Court	39
2.17	Demonstration of Mid-Rise Building Location on Block 4Y	39
2.18	Maximum Height Condition Along Road	39
2.19	Demonstration of Maximum Downhill Frontage Height of Block Y2	39
2.20	A Demonstration of Graded Bench and Perpendicular to Contours	40
2.21	Grading Diagram	40
2.22	Key Plan	40
2.23	Block Y3 Development Area Illustrative Concept	40
2.24	Block Y1 Development Area Illustrative Concept	40
2.25	Block Y4 Development Area Illustrative Concept	40
2.26	Sub-Phase Building Setbacks	41
2.27	LEED-ND Credit Checklist	43

3.0 TRANSPORTATION AND STREETSAPES

3.1	Pedestrian Network Site Plan	48
3.2	Bicycle Network Site Plan	49
3.3	Vehicular Network Site Plan	50
3.4	Transit Network Site Plan	51
3.5	Tidelands Trust Site Plan	52
3.6	Yerba Buena Island Illustrative Plan	53
3.7	Treasure Island Causeway and Macalla Road Intersection	54
3.8	Macalla Road and Yerba Buena Drive Intersection	55
3.9	Sub-Phase On-Street Parking	56
3.10	Sub-Phase Anticipated Off-Street Parking Locations	57
3.11	Sub-Phase Accessible Parking and Loading Zones	58
3.12	Sub-Phase Bicycle Parking	59

4.0 PARKS AND OPEN SPACE

4.1	Open Space and Park Typologies	63
4.2	Sub-Phase Proposed Parks and Open Space	64
4.3	Yerba Buena Island Hilltop Park Illustrative Plan	67
4.4	Yerba Buena Island Hilltop Park Ridgeline View Path	68
4.5	Yerba Buena Island Hilltop Park Pine Grove/North Summit View	69
4.6	Yerba Buena Island Beach Park Illustrative Plan	71

5.0 UTILITIES

5.1	Sub-Phase Stormwater Treatment	77
5.2	Sub-Phase Storm Drain	79
5.3	Sub-Phase Sanitary Sewer	81
5.4	Sub-Phase Low Pressure Water	83
5.5	Sub-Phase Joint Trench	85

LIST OF TABLES

1.0 INTRODUCTION

1.1	Yerba Buena Island Performance Milestones for Sub-Phase Application 1	23
-----	---	----

2.0 LAND USE AND DEVELOPMENT BLOCKS

2.1	YBI Sub-Phases Aggregate Development in Relation to the Major Phase and the Total Allowable Building Program	28
2.2	YBI Sub-Phases Program of Uses and Approximate Aggregate Square Footage of Each Use by Lot	29
2.3	Major Phase and YBI Sub-Phase Summary of Housing Data	30
2.4	Proposed Schedule for Excess Land Appreciation Structure	30
2.5	Sub-Phase Development Lots Square Footage	33

3.0 TRANSPORTATION AND STREETSCAPES

3.1	Sub-Phase Anticipated On-Street Parking Allocation	56
3.2	Sub-Phase Anticipated Off-Street Parking Allocation	57

4.0 PARKS AND OPEN SPACE

4.1	Sub-Phase Parks and Open Space Acreage	64
-----	--	----



GLOSSARY OF ABBREVIATIONS AND ACRONYMS

A

AC	acres
AC	Alameda-Contra Costa (Transit)
ADA	Americans with Disabilities Act
AT&T	American Telephone & Telegraph

B

BFE	Base Flood Elevation
CD	Construction Documents
BMP	Best Management Practices
BLDG	Building

C

CAB	Citizen Advisory Board
CEQA	California Environmental Quality Act
CIP	cast-in-place

D

D4D	Design for Development
DA	Development Agreement
DD	Design Development
DDA	Disposition and Development Agreement
DRDAP	Design Review and Document Approval Procedure

E

(E)	Existing
EBMUD	East Bay Municipal Utility District
EIR	Environmental Impact Report

F

FPS	feet per second
-----	-----------------

G

GGIE	Golden Gate International Exposition
GSF	gross square fee

H

HMP	Habitat Management Plan
-----	-------------------------

I

ICA	Interagency Cooperation Agreement
IP	Infrastructure Plan
IPCC	Intergovernmental Panel on Climate Change

J

JV	Joint Venture
----	---------------

L

LED	light-emitting diode
LEED-ND	Leadership in Energy & Environmental Design Neighborhood Development
LPW	low pressure water

M

MHW	Mean High Water
MLLW	Mean Lower Low Water

MMRP	Mitigation and Monitoring and Reporting Program
MUP	Master Utility Plans
MP	Major Phase

N

NAVD	North American Vertical Datum of 1988
NAVD88	North American Vertical Datum of 1988
NRC	National Research Council
NSTI	Naval Station Treasure Island

O

O+M	Operations and Maintenance
-----	----------------------------

P

PG&E	Pacific Gas and Electric
PV	photovoltaic
POSP	Parks and Open Space Plan

R

ROW	Right of Way
RW	recycled water

S

SBE	Small Business Enterprise
SF MUNI	San Francisco Municipal Transit
SFCTA	San Francisco County Transportation Authority
SFFD	San Francisco Fire Department
SFPUC	San Francisco Public Utilities Commission
SFMTA	San Francisco Municipal Transportation Agency

SGMP	Soil and Groundwater Management Plan
SLC	(California) State Lands Commission
SLR	Sea Level Rise
SOQHD	Senior Officer Quarters Headquarters District
SP	spaces (parking)
SS	sanitary sewer
SWPPP	Stormwater Pollution Prevention Plan

T

TI	Treasure Island
TICD	Treasure Island Community Development
TIDA	Treasure Island Development Authority
TIHDI	Treasure Island Homeless Development Initiative
TIMMA	Treasure Island Mobility Management Agency
TITIP	Treasure Island Transportation Implementation Plan
TSM	Tentative Subdivision Map
TTM	Tentative Transfer Map

U

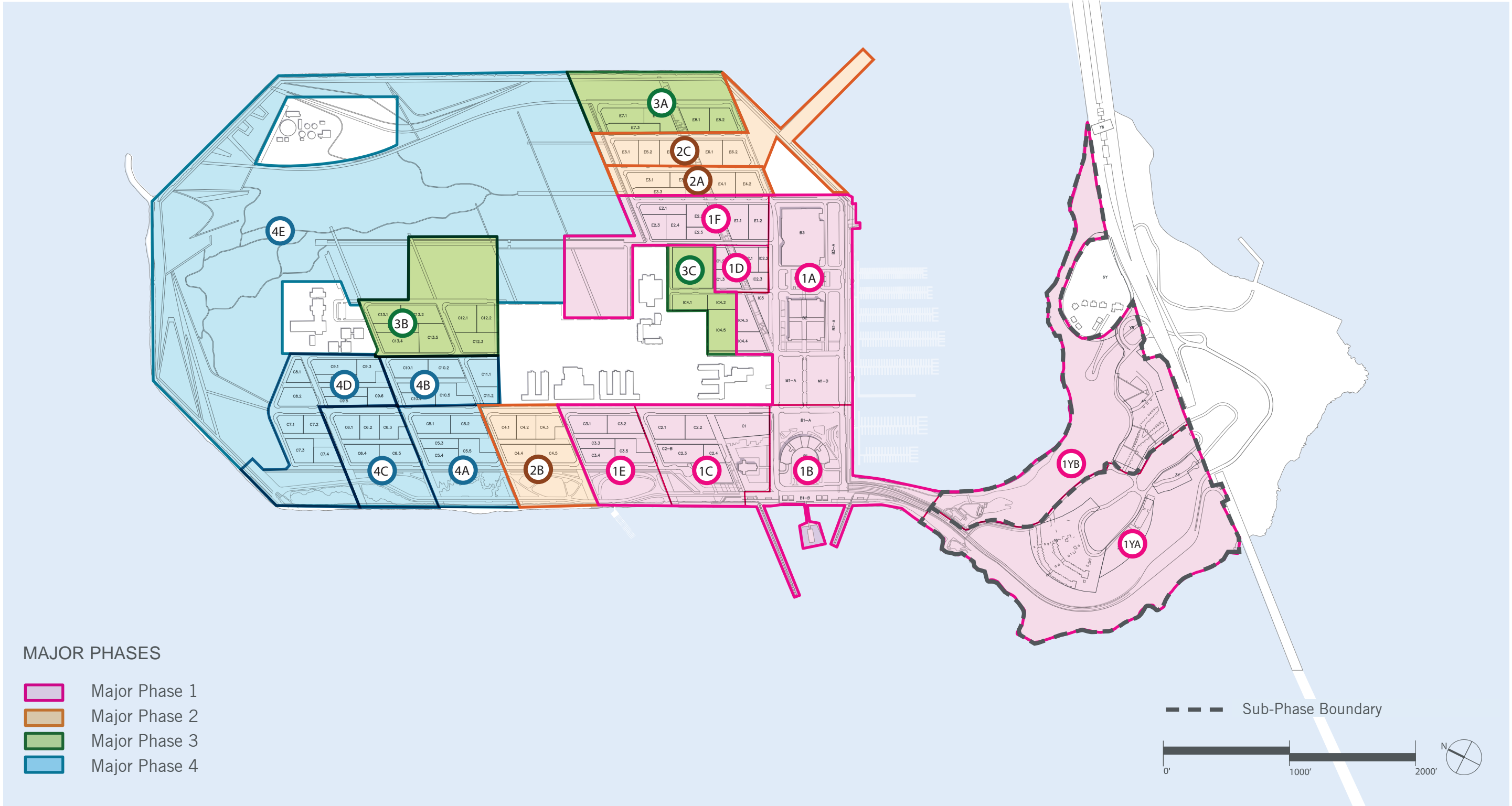
US	United States
----	---------------

W

WRU	Wave Run-Up
-----	-------------

Y

YBI	Yerba Buena Island
YMCA	Young Men's Christian Association



MAJOR PHASE SITE PLAN

EXECUTIVE SUMMARY

The site for the Treasure Island and Yerba Buena Island “Project” is divided into four “Major Phases” (large, mixed-use areas) and, within each Major Phase, various “Sub-Phases” (one or more adjacent blocks within the Major Phase). This is conceptually illustrated in the Major Phases diagram on the previous page.

Subject to the terms and conditions in the Project’s Disposition and Development Agreement (DDA), Treasure Island Development Authority (TIDA) will convey portions of the Project Site owned or acquired by TIDA to the Developer, Treasure Island Community Development (TICD), for phased development by TICD.

This application is the presentation by TICD of additional detailed information for Sub-Phases 1YA and 1YB. It includes all of the plans, diagrams, data, narrative, reports, and compliance updates that are set forth in the Project’s Design Review and Document Approval Procedure (DRDAP) exhibit to the DDA.

The Sub-Phase Application 1: Sub-Phases 1YA and 1YB is organized according to the following Chapters.

1.0 INTRODUCTION

The Introduction chapter provides summary project background information including the regulatory governing processes for the Project, an overview of Sub-Phases 1YA and 1YB, confirmation of the Sub-Phase compliance with the Schedule of Performance and other entitlement documents, and a description of the Sub-Phase Associated Public Benefits.

2.0 LAND USE AND DEVELOPMENT PROGRAM

The Land Use and Development Program chapter describes proposed Sub-Phase land uses. The proposed land uses and building design standards are consistent with descriptions provided in previously approved Project documents.

The chapter also confirms proposed locations for the various types of residential lots and commercial areas. Information about development blocks, easement standards, building heights, massing and placement, and setbacks are also included in this chapter, along with information about the retail plan.

3.0 TRANSPORTATION AND STREETSCAPES

The Transportation and Streetscapes chapter describes the various transportation networks planned for Sub-Phases 1YA and 1YB, including pedestrian, bicycle, vehicular, and transit. Information about street design and street intersections is included in the section, along with on-street and off-street parking locations, accessible loading and parking, and bicycle parking

4.0 PARKS AND OPEN SPACE

The Parks and Open Space chapter includes plans and illustrative renderings, and design narrative for all of the Open Space Lots within Sub-Phases 1YA and 1YB. Design updates from the Schematic Design materials presented in the Major Phase 1 Application are provided for YBI Hilltop Park and YBI Beach Park. Complete 100% Design Development packages for each park included in Appendix H.

5.0 UTILITIES

The Utilities chapter features narratives, plans and 50% Construction Documents for each of the major utility systems in the Project, including storm water treatment, storm drainage, sanitary sewer, low pressure water, recycled water, and the joint trench (dry utilities: electric, gas, telephone, and cable TV). The information provided in this chapter is consistent with information in Project-wide utility master plans for each system. 50% Construction Documents for Sub-Phase utilities are in Appendix F.

6.0 APPENDICES

Various appendices in this chapter provide greater level of data and technical detail in support of the Sub-Phase application.

The bulk of the sub-phase design can be found in the 50% Infrastructure Improvement Plans, which include all the improvements in the public right of way, and the 100% of Design Development (DD) package for open spaces. Other appendices include a compliance report for the Project EIR mitigation measures, the current Schedule of Performance, updated Housing Data Tables, cost estimates for Infrastructure, a form of Corporate Guaranty for Sub-Phase Improvements and Preliminary Stormwater Control Plan. Several appendices have been included for information only and are available on the enclosed disc with this document. Those include subdivision maps, and geotechnical reports.

SUMMARY OF APPENDICES

6.1 APPENDIX A: MITIGATION MONITORING AND REPORTING PROGRAM (MMRP)

The MMRP was established to provide for the monitoring of mitigation measures required of the Project, as set forth in the Final EIR. Prior to the issuance of building permits, while detailed development plans are being prepared for approval by TIDA and/or City staff, Treasure Island Development Authority (TIDA) and/or City staff will be responsible for ensuring compliance with mitigation monitoring applicable to the Project construction, development and design phases. The status of all applicable mitigation measures is included in Appendix A.

6.2 APPENDIX B: SCHEDULE OF PERFORMANCE

The Disposition and Development Agreement (DDA) contemplates that the submission of Major Phase and Sub-Phase Applications, the Commencement and Completion of Infrastructure and Stormwater Management Controls within Sub-Phases, the Commencement and Completion of the Required Improvements and certain other major milestones will be achieved by the specific dates in the Schedule of Performance included in the DDA as Exhibit JJ. A revised Schedule of Performance was approved with the Major Phase 1 Application on May 13, 2015, and it is attached herein as Appendix B, with no further revisions.

6.3 APPENDIX C: SUB-PHASE HOUSING DATA TABLES

In order to track compliance with the Project's Housing Plan, each Sub-Phase Application includes a Housing Data Table that includes the location and acreage for each residential lot in those Sub-Phases, the percentage of acreage of Authority Housing Lots to the total housing in those Sub-Phases, the cumulative total of Authority Housing acreage to date, the cumulative number of Developer Residential Units in those Sub-Phases, and additional information about each anticipated residential project in those

Sub-Phases. When Sub-Phase property is conveyed to the Developer, TIDA retains the Authority Housing Lots within that Sub-Phase.

6.4 APPENDIX D: SUB-PHASE COST ESTIMATES

The Sub-Phase Cost Estimate identifies the estimated cost of completion for the improvements in Sub-Phases 1YA and 1YB. Upon approval of the Sub-Phase application by TIDA Executive Director, this estimated cost of completion is the Sub-Phase Construction Secured Amount for which the Developer will provide Adequate Security (refer to Appendix E: Corporate Guaranty).

6.5 APPENDIX E: CORPORATE GUARANTY

The Developer must provide a Guaranty to secure its obligations for each Sub-Phase no later than 30 days after approval of that Sub-Phase, the proposed form of which is included herein. For this Sub-Phase Application 1, the Developer proposes to provide a Corporate Guaranty equal to 125% of the cost of completion of the obligations. Prior to acceptance of TICD's Corporate Guaranty, TICD will assign its SP1 interests in the DDA to Treasure Island Series 1, LLC, who will execute the obligations and serve as the Developer for the Guaranty. Treasure Island Series 1, LLC is a wholly owned subsidiary of TICD.

6.6 APPENDIX F: 50% INFRASTRUCTURE IMPROVEMENT PLANS

The Sub-Phase Application includes 50% Improvement Plans for all street and utility improvements, along with a plan or narrative that indicates the relationship of those Sub-Phases to their Major Phase and to the utilities serving the entire Project, including sanitary sewer and storm drain facilities, low pressure, high pressure, and reclaimed water facilities, and joint trench for electric power, natural gas, telephone and data communications.

The Developer plans to submit 95% complete Improvement Plans for agency review in late October 2015, for DPW's issuance of construction permits.

6.7 APPENDIX G: PRELIMINARY STORMWATER CONTROL PLAN

The Preliminary Stormwater Control Plan for Sub-Phase Application 1 describes the proposed stormwater system, which includes a "treatment train" strategy in urban park settings for the Sub-Phases' larger centralized treatment areas and other stormwater treatment types for the smaller drainage management areas. The Preliminary Stormwater Control Plan identifies all drainage management areas with Best Management Practices (BMPs) for each, area summary tables, BMP sizing calculations, and typical details for each BMP type. The Developer plans to submit the Final Stormwater Control Plan, including 5-Year Conveyance System (SWMM) and 100-Year Overland Flow Conveyance Models, with the 95% complete Improvement Plans in late October 2015, for PUC's approval.

6.8 APPENDIX H: 100% DD PARKS AND OPEN SPACE

The Sub-Phase Application includes 100% Design Development drawings for the Open Space Lots within the Sub-Phase areas, including landscape architectural plans and sections that illustrate the location and design of landscape elements, outline specifications, and material and color information. The Developer plans to submit the 100% Construction Documents for the Open Space Lots in late October 2015, for approval by TIDA Executive Director.

6.9 APPENDIX I: DRAFT TENTATIVE TRANSFER MAP (FOR INFORMATION ONLY)

Prior to conveyance of the Sub-Phase Lots from the Authority to the Developer, the City will approve and the Authority will

record a Transfer Map for the applicable property, which is in compliance with the California Subdivision Map Act. A Tentative Transfer Map is included in this Sub-Phase Application 1. Following approval of the Tentative Transfer Map by the DPW Director and prior to the conveyance of property to the Developer, the Developer will submit Final Transfer Maps for approval by the San Francisco Board of Supervisors.

6.10 APPENDIX J: TENTATIVE SUBDIVISION MAP (FOR INFORMATION ONLY)

Prior to conveyance of the Sub-Phase Lots from the Authority to the Developer, the Developer will procure approval of the Tentative Subdivision Map, which is in compliance with the California Subdivision Map Act. A Tentative Subdivision Map is included in this Sub-Phase Application 1. Following approval of the Tentative Subdivision Map by the DPW Director and prior to the subdivision of parcels by the (Master) Developer for sale of development lots to Vertical Developers, the Developer will submit Phased Final Subdivision Maps for approval by the San Francisco Board of Supervisors

6.11 APPENDIX K: GEOTECHNICAL REPORTS (FOR INFORMATION ONLY)

Geotechnical reports for this Sub-Phase area that were developed subsequent to the submission of the Major Phase 1 Application are included in this Sub-Phase Application for information and include exploration report and water tank design report. The Draft Geotechnical Report for the Water Tanks on YBI will be submitted in July 2015 for review and approval by DPW and DBI.





FIGURE 1.1 OVERALL ILLUSTRATIVE PLAN

1. INTRODUCTION

1.1	REGULATORY CONTEXT AND AUTHORITY	18
1.2	PROJECT OVERVIEW, PHASING AND MAJOR PHASE OVERVIEW	20
1.3	SUB-PHASE OVERVIEW	22
1.4	SCHEDULE OF PERFORMANCE	23
1.5	ASSOCIATED PUBLIC BENEFITS	24
1.6	CONSISTENCY WITH ENTITLEMENT DOCUMENTS	25

1.1 REGULATORY CONTEXT AND AUTHORITY

The General Plan land use designations and policies governing Treasure Island and Yerba Buena Island are set forth in the Treasure Island / Yerba Buena Area Plan, an area plan of the City's General Plan that provides the broad General Plan objectives and policies to redevelop the islands. The overall objectives and policies of the General Plan are implemented through the applicable zoning for the islands, which is found in the Treasure Island / Yerba Buena Island Special Use District ("Special Use District"), Section 249.52 of the Planning Code. The Special Use District includes basic land use and development standards for the development areas of Treasure Island and Yerba Buena Island identified in the Special Use District ("Development Plan Area"), and sets forth the process for approval by TIDA and the Planning Department and Commission, as applicable, of Vertical Improvements. The Special Use District references the Design for Development, also adopted by the Planning Commission, for more detailed design standards and guidelines for development.

TIDA is the public agency responsible for the oversight of the development within the Development Plan Area, and administers the property that is subject to the Tidelands Trust in accordance with the land use restrictions set forth in the Treasure Island Conversion Act of 1997 (amending Section 33492.5 of the California Health and Safety Code and added Section 2.1 to Chapter 1333 of the Statutes of 1968). TIDA will have oversight for the horizontal development of the islands as more particularly described in the Design for Development. TIDA, for the Tidelands Trust property, and the Planning Department and Commission, as applicable, will review and approve the development of buildings on the islands in accordance with the standards and procedures set forth in the Special Use District and the Design for Development.

As set forth in the Special Use District, the Special Use District and Design for Development supersede the San Francisco Planning Code in its entirety except as otherwise expressly noted in the Design for Development. The Green Building Specifications in the

Design for Development supplement the City and County of San Francisco's Green Building Ordinance, essentially "raising the sustainability bar" for the islands' development. In addition, all development on the islands is subject to contractual agreements with the Developer that include detailed infrastructure and transportation plans, as more particularly described in the Design for Development. In the event of any conflict between the Design for Development and the Special Use District, the Special Use District provisions control.

DESIGN REVIEW AND DOCUMENT APPROVAL PROCEDURE

The Design Review and Document Approval Procedure (DRDAP), which is part of the Treasure Island and Yerba Buena Island Disposition and Development Agreement (DDA), sets forth the procedures for submitting, reviewing, and approving Major Phase and Sub-Phase Applications for the Project Site. The review and approval process set forth in the DRDAP relates primarily to horizontal infrastructure development and compliance with various obligations under the DDA.

MAJOR PHASE APPLICATIONS AND APPROVALS

The purpose of a Major Phase Application is for the Developer -- Treasure Island Community Development (TICD) -- to present additional detailed information for a certain geographic area of the Treasure Island and Yerba Buena Island Project (Project), referred to as a Major Phase (see Figure 1.1). Major Phase Applications generally include overall site plans, vicinity plans, illustrative concept plans for Infrastructure and Stormwater Management Controls, including all Associated Public Benefits, and any proposed changes to the Phasing Plan attached to the DDA, as updated and approved from time to time.

The Treasure Island Development Authority (TIDA) shall review such Applications and coordinate with applicable City Agencies for review in accordance with the Interagency Cooperation Agreement (ICA). TIDA's approval of the Major Phase confirms

that the Major Phase Application conforms to and is consistent with the applicable Development Requirements, and for the Developer to obtain approval by TIDA of the additional detailed information included in a Major Phase Application that has not been previously reviewed or approved by TIDA.

Under the DDA, the TIDA Board must approve the Major Phase Application before the TIDA Executive Director may approve a Sub-Phase.

SUB-PHASE APPLICATIONS AND APPROVALS

A Sub-Phase is a smaller geographic area within a Major Phase. A Sub-Phase Application includes plans for Infrastructure and Stormwater Management Controls within the Sub-Phase, including data charts, site plans, 50% Construction Documents for Infrastructure and Stormwater Management Controls within the Sub-Phase, and 100% Design Development Documents for Open Space Lots.

A Sub-Phase Application must be approved by the Executive Director before the conveyance of land to TICD, before building permits may be issued for Infrastructure and Stormwater Management Controls and before the Authority's consideration of and grant of Vertical Approvals.

The Developer will submit Sub-Phase Applications for the Sub-Phases within Major Phase 1 in accordance with the Schedule of Performance (See Sections 1.4 and 1.6 of the approved Major Phase Application).

VERTICAL APPLICATIONS AND APPROVALS

The procedure for submitting, reviewing and approving applications for Vertical Improvements in the Project Site is governed by the Treasure Island and Yerba Buena Island Special Use District that resides in Section 249.52 of the City's Planning Code.

RELATIONSHIP OF THE SUB-PHASE APPLICATION TO OTHER PROJECT DOCUMENTS

The Disposition and Development Agreement (DDA) for Treasure Island and Yerba Buena Island were approved by the City of San Francisco in June 2011. The DDA and its attached Exhibits guide and regulate the implementation of the redevelopment project. The Major Phase 1 application was approved by Treasure Island Development Authority in May 2015. The following related documents are the most relevant to the information provided in this Sub-Phase Application.

Design for Development Document

The Design for Development for Treasure and Yerba Buena Islands (D4D) is the guiding document for the land use, urban design, vertical development and building design, streets and public parks and open spaces. It includes the overall vision for the project, the planning and transportation frameworks, land use, building massing and height controls, as well as programmatic requirements, standards and guidelines for the implementation of the streets, parks, and open spaces. It is the primary reference document relative to the design of the public realm and vertical development.

Treasure Island and Yerba Buena Island Parks and Open Space Plan

The Parks and Open Space Plan was approved by the City in June of 2011 as part of the project entitlements and establishes the scope and program for park and open space improvements that are required as part of the project. The Open Space Plan is consistent with the standards and design guidelines established in the Design for Development and provide additional information regarding program, materials and furnishings, as well as maintenance and operations. The Plan is the primary reference for review of the Parks and Open Spaces in this Sub-Phase Application.

Streetscape Master Plan

The Streetscape Master Plan was approved by TIDA in February 2015 and further develops the streetscape design defined in the Design for Development. The master plan includes specific design standards and guidelines that will direct the implementation of

streetscapes on both islands. The master plan also positions the streetscape as an integral component of an innovative and welcoming public realm by establishing guidelines for paving, street trees, planting, lighting, furnishings, accessible parking and on-street loading as well as coordinating with necessary utilities. The document is the primary reference for review of the streetscape design in this Sub-Phase Application

Treasure Island & Yerba Buena Island Signage Master Plan

The Treasure Island & Yerba Buena Island Signage Master Plan (SMP) provides concept-level designs and locations for non-standard signs within the public right of way and in TIDA-owned parks and open spaces. The signage in the SMP falls into three general categories: identification, interpretation and wayfinding. Wayfinding – including vehicular, bicycle, and pedestrian – is the primary focus of the SMP because it requires a cohesive, project wide approach to be effective. Illustrative examples of identification and interpretive signage are provided in the SMP, however it is anticipated that these types of signs will be site-specific and will be designed with their environs.

Master Utility Plans

The Master Utility Plans further develop the Infrastructure Plan approved by the City as part of the entitlements in June 2011 and provide detailed design criteria and systematic layout for the construction of new infrastructure on both Treasure Island and Yerba Buena Island. The Master Utility Plans include; Grading and Storm Drain, Joint Trench, Low Pressure Water, Recycled Water, and Sanitary Sewer systems. Each has been coordinated with applicable City Departments and utility service providers.

Stormwater Control Plans

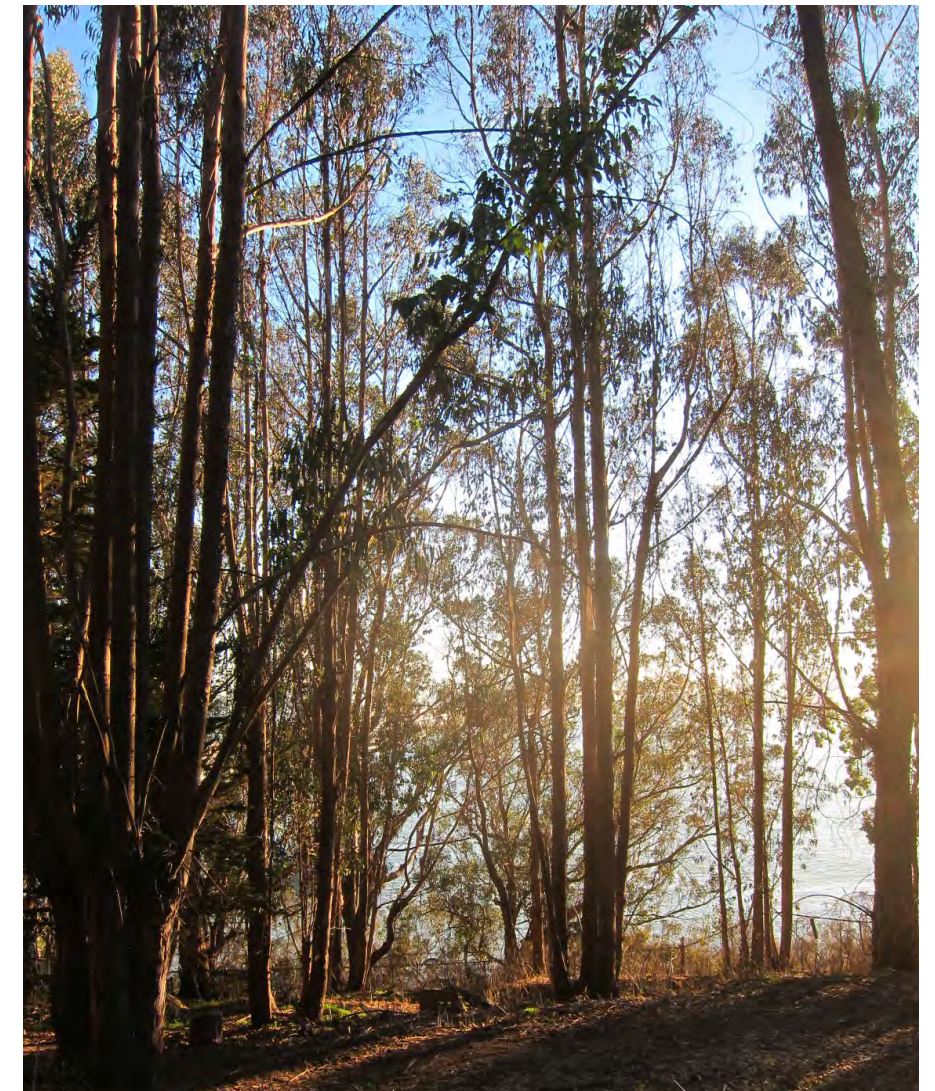
Stormwater Control Plans documenting the proposed storm water management and treatment measures are required by the SFPUC Stormwater Design Guidelines. A Preliminary Stormwater Control Plan is included with this Sub-Phase Application as Appendix H. It further specifies the size, type, and detailed design of storm water treatment systems and features. The design of storm water treatment systems and open spaces shall be coordinated to ensure aesthetic and programmatic consistency.

Yerba Buena Island Habitat Management Plan (YBI HMP)

The YBI Habitat Management Plan approved by TIDA in April 2011 describes adaptive management strategies for the preservation, restoration, and enhancement of ecological resources and habitat on Yerba Buena Island. The goals and strategies outlined in the plan are an integral part of the YBI open space program.

Sustainability Plan

The Sustainability Plan, finalized in June 2011, includes both sustainability commitments and aspirations. The Environmental Sustainability Obligations are part of the project entitlements. The obligations they describe in greater detail address Land Use, Transportation, Infrastructure, Energy and Water, Building Design and Construction, Solid Waste Management, and Community Benefits.



1.2 PROJECT OVERVIEW, PHASING AND MAJOR PHASE OVERVIEW

PROJECT OVERVIEW

Treasure Island and Yerba Buena Island are in the San Francisco Bay, about halfway between the San Francisco mainland and Oakland. The Islands are the site of the former Naval Station Treasure Island (NSTI), which is owned by the U.S. Navy. NSTI was closed on September 30, 1997, as part of the Base Realignment and Closure Program. The Islands also include a U.S. Coast Guard Station and Sector Facility, a U.S. Department of Labor Job Corps campus, and Federal Highway Administration land occupied by the San Francisco-Oakland Bay Bridge and tunnel structures.

The Project facilitates the City's long-term goal of implementing the creation of a new City neighborhood on Treasure Island and Yerba Buena Island that provides extensive public benefits to the City such as significant amounts of new affordable housing, increased public access and open space, transportation improvements, extensive infrastructure improvements, and recreational and entertainment opportunities, while creating jobs and a vibrant, sustainable community. In particular, the Project provides an innovative transportation program designed to maximize transit usage and opportunities for walking and biking, with a dense mixed-use urban core in close proximity to transit, and provides a model for sustainable development. The Project provides for the creation of approximately 300-acres of public open spaces, including neighborhood parks, sports fields, shoreline parks, wetlands, and urban farm and large areas for passive recreation and native habitat.

The Treasure Island Development Authority (TIDA) proposes to redevelop NSTI, some portions of which have been transferred to TIDA and other portions which are still owned by the Navy. The Development Plan will be carried out by Treasure Island Community Development, LLC (TICD), a private development entity who has the right to develop the Project Site in accordance

with the Development Agreement (DA) and the Disposition and Development Agreement (DDA), and related Project approvals (including the certified Environmental Impact Report (EIR), Design for Development (D4D), Parks and Open Space Plan (POSP), Streetscape Master Plan, Treasure Island Transportation Implementation Plan (TITIP), and Infrastructure Plan (IP)). These documents control the overall design, development and construction of the Project and all improvements, including the permitted uses on the Project Site, the density and intensity of uses, the maximum height and size of buildings, the number of allowable parking spaces and all Mitigation Measures required in order to eliminate or mitigate any materially adverse environmental impacts of the Project.

The development of the Project's planning and design documents is a thorough, thoughtful, and collaborative process, and it has included the engagement of hundreds of members of the community and many public agencies. A series of public hearings and numerous workshops with regulatory agency representatives have led to the preparation of this Sub-Phase Application.

Currently, the former military base consists primarily of low-density residential uses, along with vacant and underutilized non-residential structures. There are about 1,005 total dwelling units on Treasure Island and Yerba Buena Island (of which about 726 are available for occupancy), about 100 buildings with existing and former non-residential uses, parking and roadways, open space, a wastewater treatment facility, and other infrastructure.

The Project provides a new, high-density, mixed-use community with a variety of housing types, a retail core, open space and recreation opportunities, on-site infrastructure, and public and community facilities and services. In all, there will be up to 8,000 residential units; up to 140,000 square feet (sq. ft.) of new commercial and retail space; approximately 100,000 sq. ft. of new office space; up to 500 hotel rooms; approximately 300

acres of parks and open space; bicycle, transit, and pedestrian facilities; a ferry terminal and intermodal transit hub; and new and/or upgraded public services and utilities, including a new or upgraded wastewater treatment plant.

Three historic buildings on Treasure Island would be adapted to house up to 311,000 sq. ft. of commercial space. There is an opportunity to adaptively reuse nine historic buildings and four garages on Yerba Buena Island. The Navy will remediate hazardous materials to standards consistent with applicable Federal laws governing base closure prior to transfer. Geotechnical improvements will be made to stabilize Treasure Island and the causeway that connects it to Yerba Buena Island. Build out will be implemented in phases, anticipated to occur from approximately 2016 through 2034, depending on market conditions.

The Project's urban form is intended to be distinctive, place-based, and experience-focused, establishing a memorable identity on the Bay. Treasure Island is arranged with a series of fine-grained, walkable blocks. The new homes on Treasure Island will form two neighborhoods – one along the island's western edge with spectacular views back to the City, and a second stretching to the east along Clipper Cove with views of the new Bay Bridge and the East Bay hills. Each neighborhood will feature a distinctive mix of parks, and both will be enveloped by a regional waterfront park system that will occupy the majority of land on the island. The east and west neighborhoods will have a retail main street linking the historic buildings along clipper cove to the west-facing ferry and bus facilities. On Yerba Buena Island, the rugged natural topography informs the placement and form of development, which is focused on views and relationship to natural habitats. Yerba Buena Island's limited development footprint allows preservation of natural vegetation and landform along with historic structures and gardens.

PROJECT PHASING

The Project Site has been divided into four Major Phases and, within each Major Phase, various Sub-Phases, each of which is illustrated in Figure 1.2 (Phasing Plan). Subject to the terms and conditions of the DDA, TIDA will convey portions of the Project Site owned or acquired by TIDA to the Developer, and such portions shall be developed by Developer in phases under the DDA. TIDA's approval of each Major Phase Application is required before, or concurrently with its consideration of and grant of a Sub-Phase Approval for any Sub-Phase in that Major Phase. Major Phase 1, which is comprised of 8 Sub-Phases, was approved by the TIDA Board in May 2015.

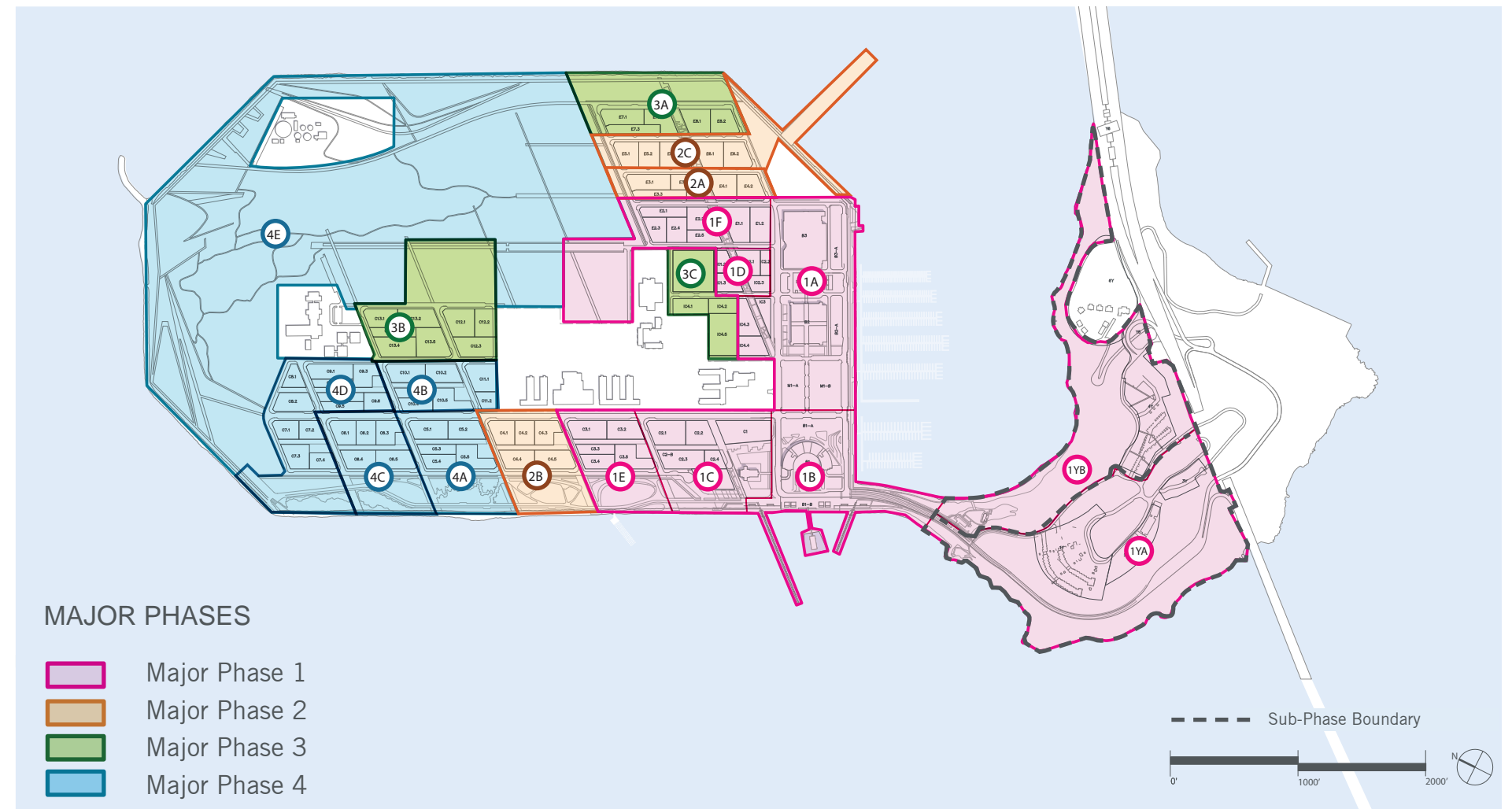


FIGURE 1.2 MAJOR PHASES SITE PLAN

1.3 SUB-PHASE OVERVIEW

This Sub-Phase Application comprises two Sub-Phases on Yerba Buena Island: 1YA and 1YB, as illustrated in Figure 1.3.

These Sub-Phases include all the new development proposed for YBI: three residential areas on Blocks 1Y, Y3 and Y4, and a residential development parcel on Block 2Y. The majority of the hotel development on YBI will be in the form of attached townhomes, except for an area on Block Y4 with a 75' height limit on which stacked flats may be built in a low-rise podium building.

Much of Yerba Buena Island is designated as a Habitat Management Area, which will be enhanced over time under the management of TIDA. Initial habitat improvements will occur adjacent to infrastructure improvements associated with the development on YBI. Hilltop Park will be built on the top of YBI as a local and regional destination with picnic facilities, view overlooks, open lawn areas, and recreation amenities. Beach Park, which has been partially improved by Caltrans, will be further improved to provide ADA access to the beach on Clipper Cove and a kayak ramp for enhanced recreational opportunities. Infrastructure improvements will include new wet and dry utilities and rebuilt and new streets. Macalla Road will be reconfigured to mitigate landslide potential, create better fire truck access, and provide dedicated bicycle and pedestrian access between the Bay Bridge and Treasure Island. Yerba Buena Road will be rebuilt and realigned to improve access to Hilltop Park and the development parcels at the top of the island. Three water tanks will be built on the west side of the island to provide potable water to Treasure Island and Yerba Buena Island.

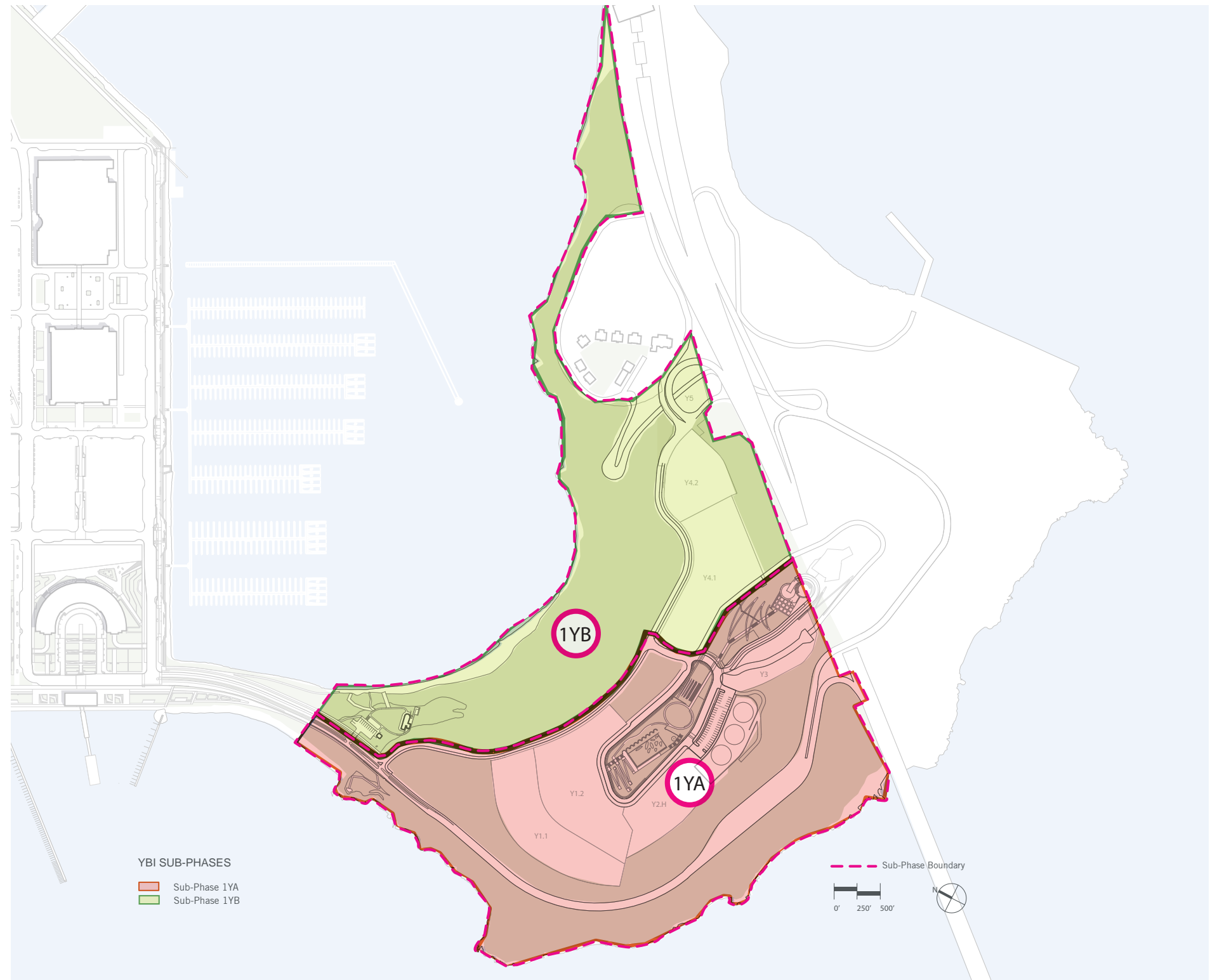


FIGURE 1.3 SUB-PHASE SITE PLAN

1.4 SCHEDULE OF PERFORMANCE

APPLICATION OUTSIDE DATES

The Schedule of Performance included in the DDA (as amended by Major Phase 1 Approval and included as Appendix B) provides for the submittal of Sub-Phase Applications as follows:

- 2015 - Sub-Phase 1YA
 - 2015 - Development Blocks 1Y, 2Y, 3Y
 - 2015 - Hilltop Park 1
 - 2015 - Hilltop Park 2
 - 2015 - Open Space/HMP 1
- 2021 - Sub-Phase 1YB
 - 2021 - Development Block 4Y
 - 2021 - Beach Park
 - 2021 - Open Space/HMP 2

All references to year used herein are the last day in such year. As noted in Table 1.1, this submittal of the application conforms to such requirements.

COMPLETION OUTSIDE DATES

The Horizontal Obligations for the Sub-Phases include outside dates for completion of Infrastructure and Stormwater Management Controls for the Lots and all improvements for the Open Space Lots. The Schedule of Performance included in the DDA (as amended by Major Phase 1 Approval and included as Appendix B) provides for the Completion of these Horizontal Obligations as follows:

- 2024 - Sub-Phase 1YA
 - 2019 - Development Blocks 1Y, 2Y, and 3Y
 - 2021 - Hilltop Park 1
 - 2022 - Open Space/HMP 1
 - 2024 - Hilltop Park 2
- 2028 - Sub-Phase 1YB
 - 2025 - Development Blocks 4Y
 - 2027 - Beach Park
 - 2028 - Open Space/HMP 2

All references to year used herein are the last day in such year. As noted in Table 1.1, the Planned Completion Dates conform to such requirements.

Obligations under the Housing Plan: The Housing Plan requires the Developer to prepare Developable Lots in Sub-Phases in accordance with the Schedule of Performance. As noted in Table 1.1 the Planned Completion Dates conform to such requirements.

Blocks

- 1Y-2Y-3Y
- 4Y

Parks and Open Space

- Hilltop Park 1
- Hilltop Park 2
- YBI Open Space HMP1
- Beach Park
- YBI Open Space HMP2

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028
1Y-2Y-3Y	★	❖	❖	❖	❖									
4Y	★	❖	❖	❖	❖									
Hilltop Park 1	★			❖	❖	❖	❖							
Hilltop Park 2	★			❖	❖	❖	❖							
YBI Open Space HMP1	★				❖	❖	❖	❖						
Beach Park	★			❖	❖	❖	❖							
YBI Open Space HMP2	★				❖	❖	❖	❖						

Application Outside Date
 Commencement and Completion Outside Dates (horizontal obligations only)
★ Actual Application date
❖ Planned Commencement and Completion Dates (horizontal obligations only)

TABLE 1.1 YERBA BUENA ISLAND PERFORMANCE MILESTONES FOR SUB-PHASE APPLICATION 1

*Actual dates compared with Schedule of Performance deadline dates

1.5 ASSOCIATED PUBLIC BENEFITS

PARKS AND OPEN SPACE

Sub-Phases 1YA and 1YB will provide 72.4 acres of open space and parks on YBI. Consistent with the principle of adjacency described in the DDA, open space and parks will be developed in conjunction with the adjacent horizontal development proposed for these Sub-Phases. Chapter 4 - Parks & Open Space - of this Sub-Phase Application provides detailed descriptions of the location, boundary and character of each open space and park that will be developed, including:

- YBI Hilltop Parks 1 and 2
- YBI Open Space – Habitat Management Area
- YBI Beach Park

COMMUNITY FACILITIES

Note that obligations that apply to entire Major Phase 1 may be referred to redundantly in all Sub-Phase Applications within that Major Phase.

- Buses for East Bay Service: \$3,213,675 to fund the purchase of up to five (5) buses in cooperation with AC Transit for service anticipated to commence with the occupancy of the first new residential units.
- Treasure Island Museum: Collaborate with the Treasure Island Museum Association for space suitable for programmatic and visitor needs necessary to create a viable museum operation. The space is expected to be in Building 1 (refer to Sub-Phases 1B, 1C and 1E application) but could be accommodated in other locations acceptable to both TICD and the Treasure Island Museum Association.

FINANCIAL OBLIGATIONS

Note that obligations that apply to entire Major Phase 1 may be referred to redundantly in all Sub-Phase Applications within that Major Phase.

- Open Space Annual O+M Subsidy: \$14.32 million of total subsidy beginning with the first opening of the first park owned by TIDA at the maximum rate of \$1.5 million per year for the first 5 years and \$3 million per year thereafter
- Transportation Annual Operating Subsidy: \$30 million of total subsidy to be funded for transportation operation subsidies up to a maximum of \$4 million per year, commencing after first new on-island shuttle AC transit bus, or ferry service begins.
- Transportation Capital Contributions: \$1.8 million for the purchase of up to six (6) Muni buses at the lesser of 20% of the cost of a Muni bus or \$300,000
- Community Center Space Subsidy: \$9.5 million or 13,500 square feet of community center space (or a combination thereof as approved by TIDA and TICD) subject to a maximum of \$2.375 million per Major Phase and consistent with timing provisions described in the DDA.
- Affordable Housing Subsidy: Approximately \$5,987,500 at a subsidy rate of \$17,500 per market rate unit sold from the approximately 285 units expected to be developed within Sub-Phases 1YA and 1YB.
- Ramps/Viaduct SFCTA Cost Reimbursement: Approximately \$5.5 million in payment to SFCTA 30 days following the initial conveyance of land by the Navy to TIDA, followed by additional payments prior to the end of 2016.



FIGURE 1.4 SUB-PHASE PUBLIC BENEFITS

1.6 CONSISTENCY WITH ENTITLEMENT DOCUMENTS

PHASING AND SCHEDULE OF PERFORMANCE

The Project Phasing Plan for Sub-Phase Application 1 is consistent with the Plan approved in Major Phase 1. As further described in Section 1.4, the Schedule of Performance for Sub-Phase Application 1 is consistent with the Schedule approved in Major Phase 1.

LAND USE AND DEVELOPMENT PROGRAM

The proposed land use for Sub-Phase Application 1 is consistent with all previous entitlement documents. The locations of housing, commercial and community uses are shown illustratively based on the land use standards and guidelines in Sections T3 and Y3 of the TI-YBI Design for Development. The proposed development program is also within the limits established by the Project EIR. The development blocks in Sub-Phase Application 1 are largely consistent with the TI-YBI D4D, but have been revised slightly based on updated street designs and new survey information. The changes to the development block dimensions are not substantive. Building height limits, setbacks, bulk and massing standards shown in the Sub-Phase Application 1 are all consistent with those in Sections T4 and Y4 of the TI-YBI D4D. The Tidelands Trust configuration is also consistent with the TI-YBI Trust Exchange Agreement.

TRANSPORTATION AND STREETSCAPES

The transportation systems and streetscapes included as part of this Sub-Phase Application 1 are consistent with previous entitlement documents, the Treasure Island/Yerba Buena Island Streetscape Master Plan and the Major Phase 1 Application, which were approved by TIDA in February 2015 and May 2015, respectively.

PARKS AND OPEN SPACE

The Parks and Open Spaces included as part of this Sub-Phase Application 1 are consistent with the Schematic Designs approved in the Major Phase 1 Application. The designs presented in this Sub-Phase Application are consistent with the Treasure Island/Yerba Buena Island Parks and Open Space Plan, except as noted in the Major Phase 1 Application.

UTILITIES

The Utility systems included as part of this Sub-Phase Application 1 are consistent with previous entitlement documents and the Treasure Island/Yerba Buena Island Master Utility Plans, which are currently being reviewed by applicable City Agencies. This Sub-Phase Application 1 includes 50% Construction Documents for all utilities on Yerba Buena Island. Further information regarding phasing and interim utility improvements will be provided as part of subsequent Improvement Plan submittals.

GEOTECHNICAL

In 2009, during the Treasure Island and Yerba Buena Island EIR effort, conceptual geotechnical design reports were developed for Yerba Buena Island. The subject reports identified the geotechnical issues and provided concept level geotechnical improvement strategies to mitigate the geotechnical hazards. For information only, Appendix L includes a Geotechnical Exploration Report for Sub-Phases 1YA and 1YB and a Geotechnical Design Report for the YBI Water Tanks. The geotechnical concerns and the proposed geotechnical mitigation measures for Sub-Phases 1YA and 1YB are similar to the ones identified in 2009 conceptual geotechnical design reports.



LOOKING TOWARDS TREASURE ISLAND FROM YERBA BUENA ISLAND

2. LAND USE AND DEVELOPMENT BLOCKS

- 2.1 OVERALL LAND USE 28
- 2.2 SUB-PHASE LAND USE 29
- 2.3 SUB-PHASE HOUSING 30
- 2.4 SUB-PHASE RETAIL PLAN 32
- 2.5 SUB-PHASE DEVELOPMENT BLOCKS 33
- 2.6 SUB-PHASE BUILDING HEIGHT AND MASSING 34
- 2.7 LEED-ND CREDIT CHECKLIST 43

CONSISTENCY WITH ENTITLEMENT DOCUMENTS

The proposed land use for Sub-Phase Application 1 is consistent with all previous entitlement documents. The locations of housing, commercial and community uses are shown illustratively based on the land use standards and guidelines in Sections T3 and Y3 of the TI-YBI Design for Development. The proposed development program is also within the limits established by the Project EIR. The development blocks in Sub-Phase Application 1 are largely consistent with the TI-YBI D4D, but have been revised slightly based on updated street designs and new survey information. The changes to the development block dimensions are not substantive. Building height limits, setbacks, bulk and massing standards shown in the Sub-Phase Application 1 are all consistent with those in Sections T4 and Y4 of the TI-YBI D4D. The Tidelands Trust configuration is also consistent with the TI-YBI Trust Exchange Agreement.

2.1 OVERALL LAND USE

A map depicting the land use zones for the Project is shown in Figure 2.1. A map depicting the land use zones for Sub-Phases 1YA and 1YB is shown in Figure 2.2. Table 2.1 provides the following information: the overall TI/YBI building program, the Major Phase 1 land uses, and the proposed land uses for Sub-Phases 1YA and 1YB.

Further details of the development planned for this Sub-Phase are described in the subsequent sections and Appendices of this Application.



FIGURE 2.1 OVERALL PROPOSED LAND USE

Land Use	Total Allowable Building Program	Major Phase 1	Sub-Phase 1YA & Sub-Phase 1YB TOTAL	Sub-Phase 1YA Total	Sub-Phase 1YB Total
Total Residential Units	8,000	3,571	300	155	145
Adaptive Reuse (GSF) - Office /Commercial	202,000	202,000	-	-	-
Adaptive Reuse (GSF) - Retail	67,000	67,000	-	-	-
Adaptive Reuse (GSF) - Circulation	42,000	42,000	-	-	-
New Construction Retail (GSF)	140,000	140,000	-	-	-
Hotel (Rooms)	500 Rooms	500 Rooms	50 Rooms	50 rooms	-
Office (GSF)	100,000	100,000	-	-	-
Total Commercial Area (GSF & Rooms)	551,000 sq ft & 500 Rooms	551,000 sq ft & 500 Rooms	50 Rooms	50 rooms	-
Parks and Open Space (AC)	300.00	103.6	72.4	47.9	24.5

TABLE 2.1 YBI SUB-PHASES AGGREGATE DEVELOPMENT IN RELATION TO THE MAJOR PHASE AND THE TOTAL ALLOWABLE BUILDING PROGRAM

2.2 SUB-PHASE LAND USE

Sub-Phase 1YA includes Residential, Mixed Use and Open Space land use zones. Land uses in Sub-Phase 1YA are anticipated to be primarily residential, but may also include a hotel and support functions such as a spa and restaurant, as allowed by the standards in the Design for Development.

Sub-Phase 1YB includes Residential and Open Space land uses and is anticipated to be primarily residential.

Proposed program of uses for each block in Sub-Phases 1YA and 1YB are shown in Table 2.2. Further details of the development planned for this Sub-Phase are described in the subsequent sections and Appendices of this Application.

Land Use	Sub-Phase 1YA & Sub-Phase 1YB TOTAL	Sub-Phase 1YA				Sub-Phase 1YB	
		Block 1Y		Block 2Y	Block 3Y	Block 4Y	
		Lot Y1.1	Lot Y1.2	Lot Y2.H	Lot Y3	Lot Y4.1	Lot Y4.2
Total Residential Units	300	60	70	-	25	65	80
Adaptive Reuse (GSF) - Office /Commercial	-	-	-	-	-	-	-
Adaptive Reuse (GSF) - Retail	-	-	-	-	-	-	-
Adaptive Reuse (GSF) - Circulation	-	-	-	-	-	-	-
New Construction Retail (GSF)	-	-	-	-	-	-	-
Hotel (Rooms)	50 rooms	50 rooms	-	-	-	-	-
Office (GSF)	-	-	-	-	-	-	-
Total Commercial Area (GSF & Rooms)	50 Rooms	50 rooms	-	-	-	-	-

TABLE 2.2 YBI SUB-PHASES PROGRAM OF USES AND APPROXIMATE AGGREGATE SQUARE FOOTAGE OF EACH USE BY LOT



FIGURE 2.2 SUB-PHASE LAND USE

2.3 SUB-PHASE HOUSING

Yerba Buena Island can accommodate up to 300 housing units. There is a requirement to provide inclusionary units within market-rate developments with an overall target of 5%, consistent with the requirements and process described in the DDA. The land parcels created within this sub-phase will enable the construction of townhomes and mid-rise flats.

A summary of the housing within these Sub-Phases is shown in Table 2.3.

The Housing Date Table in Appendix D provides more details on all proposed housing parcels within this sub-phase.

PROPOSED MAJOR PHASE 1 EXCESS LAND APPRECIATION STRUCTURE

The following schedule in Table 2.4 was proposed for the Excess Land Appreciation Structure for Major Phase 1. At the time of this submittal, TICD believes this structure represents the market conditions for land sales in San Francisco for similar products. As this is the initial phase of development on TI/YBI, it is proposed that TICD and TIDA revisit the Excess Land Appreciation Structure closer to the time of land sales, and adjust the structure by mutual agreement.

RESIDENTIAL UNITS	Lot No.	Lot Area (Sq Ft)	Housing Type	Total (Units)	Townhomes (Units)	Low-Rise (Units)	Mid-Rise (Units)	Tower (Units)
Total Allowable Building Program				8,000	421	3,916	519	3,144
Major Phase 1 Total				4,119	271	1,431	367	2,050
	LOT Y1.1	132,858	Developer	60	60	-	-	-
	LOT Y1.2	149,846	Developer	70	70	-	-	-
	LOT Y3	60,984	Developer	25	25	-	-	-
Sub-Phase 1YA Total		343,688		155	155	-	-	-
	LOT Y4.1	154,202	Developer	65	65	-	-	-
	LOT Y4.2	76,666	Developer	80	-	-	80	-
Sub-Phase 1YB Total		230,868		145	65	-	80	-
Market Rate + Inclusionary		463,478		300	220	-	80	-
Authority		-		-	-	-	-	-
TOTAL (Sub-Phase 1YA & 1YB)		463,478		300	220	-	80	-
Developer		574,556		300	220	-	80	-
Auction		-		-	-	-	-	-
JV		-		-	-	-	-	-
TOTAL (Sub-Phase 1YA & 1YB)		574,556		300	220	-	80	-

TABLE 2.3 MAJOR PHASE AND YBI SUB-PHASE SUMMARY OF HOUSING DATA

Product Type	Profit Margin	Profit Participation %
Townhome	10%	50%
Low Rise	12%	30%
Mid Rise/Tower	N/A	N/A

TABLE 2.4 PROPOSED SCHEDULE FOR THE EXCESS LAND APPRECIATION STRUCTURE

RESIDENTIAL LOTS

AUTHORITY LOTS, RESIDENTIAL AUCTION LOTS AND JV LOTS

Consistent with the approved Major Phase 1 Application there are no Authority Lots, Residential Auction Lots and JV lots in the YBI Sub-Phases.



FIGURE 2.3 SUB-PHASE AUTHORITY LOTS

2.4 SUB-PHASE RETAIL PLAN

This section below fulfills the Retail Plan (DRDAP 1.2.16.) requirement to provide plans that includes the sizes and types of retail that will be targeted during the Sub-Phase including an updated assessment of the needs of Project residents for retail goods and services.

The overall Project's commercial component includes a total amount of retail space not exceeding 207,000 sq. ft., including approximately 140,000 sq. ft. of new commercial and retail space and adaptive reuse of Buildings 1, 2, and 3 for approximately 67,000 square feet of additional retail. A variety of retail uses are anticipated, including neighborhood-serving uses such as personal services, restaurants and cafés, housewares and apparel shops, and health and fitness clubs. Regional-serving retail uses could include specialty foods, specialty gift or crafts, and entertainment uses. Retail tenant spaces could range in size from 500 to 10,000 SF per tenant, depending upon the type of retail establishment, with the smaller spaces accommodating businesses such as small specialty gift or food boutique and the larger spaces accommodating tenants such as general merchandising or restaurants.

Because of the limited population density planned for YBI, only a small amount of retail is anticipated. The hotel parcel, Y2-H, may include a small retail component to serve visitors and residents, such as a gift shop or market. The Quarters 10 building, which is located in the Beach Park area will be managed by TIDA and is planned to house retailers that will serve visitors and residents, such as a convenience store or kayak rental shop. The Senior Officer Quarters Historic District (Great Whites) and Torpedo Building on the east side of the island will also be managed by TIDA and may also contain limited retail. TICD is not responsible for the programming of TIDA-controlled building and they should not be considered part of this Application.



FIGURE 2.4 SUB-PHASE RETAIL PLAN

2.5 SUB-PHASE DEVELOPMENT BLOCKS

SUB-PHASE	LAND USE BLOCK NUMBER	LOT NUMBER	LOT AREA (SQ FT)
1YA	1Y	LOT Y1.1	132,858
1YA	1Y	LOT Y1.2	149,846
1YA	2Y	LOT Y2.H	111,078
1YA	3Y	LOT Y3	60,984
Sub-Phase 1YA Total			454,766
1YB	4Y	LOT Y4.1	154,202
1YB	4Y	LOT Y4.2	76,666
Sub-Phase 1YB Total			230,868
Sub-Phase 1YA, 1YB Total			685,634

TABLE 2.5 SUB-PHASE DEVELOPMENT LOTS SQUARE FOOTAGE

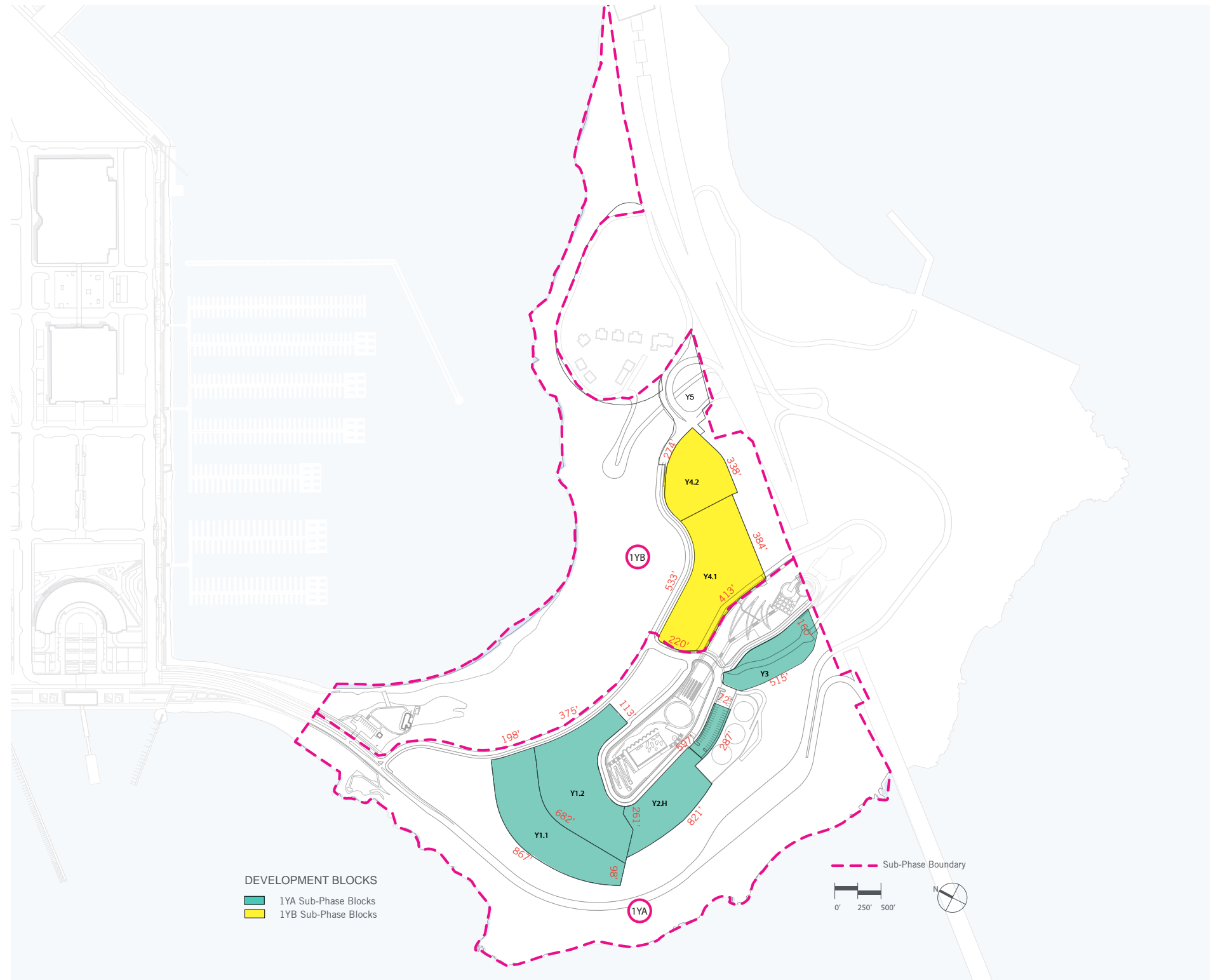


FIGURE 2.5 SUB-PHASE DEVELOPMENT BLOCKS

2.6 SUB-PHASE BUILDING HEIGHTS AND MASSING

CONSISTENCY WITH DESIGN FOR DEVELOPMENT

Building heights, massing, setbacks, and building design standards and guidelines are addressed in detail as part of the approved Design for Development document and Disposition and Development Agreement. No changes to the provisions for building height and massing are proposed as part of this Sub-Phase Application. An overview of the vision and general parameters for building height and massing are provided below to provide context. Refer to the following sections in the Design for Development document for detailed information regarding building heights and massing.

Y4 - Building Envelope Yerba Buena Island

Y5 - Building Design Yerba Buena Island

Guidelines for building placement and form, described in Section Y4 of the Design for Development, support a variety of building types at desired locations with a strong connection to the public realm. In direct contrast to the flat surface of Treasure Island, the varied terrain of Yerba Buena Island poses a different set of challenges that requires integration of buildings, streets, paths and stairways to respect the existing slopes and character of the island and to minimize grading disturbances to the greatest extent possible. The objective is to encourage pedestrian circulation enhance views from public spaces and buildings, and establish a signature identity of sustainable, compact development and inviting public spaces.



FIGURE 2.6 YERBA BUENA ISLAND CONCEPTUAL BUILDING HEIGHT AND MASSING

BULK AND MASSING

BULK AND MASSING STANDARDS

The intent for building bulk and massing on Yerba Buena Island is for low-slung buildings with modularity that is adaptable to the vertical and horizontal changes of the terrain, including slope and vegetation. The primary purpose of bulk and massing regulations is to protect local views within and from the island, as well as views to the island from across the Bay.

Low-rise buildings may extend to 35 feet above grade. Above this height, they are required to step back a minimum distance of ten feet (10') horizontal above the third floor for every 10 feet (10') vertical (See Figure 2.7).

Buildings shall be no longer than 150 feet in length. The maximum plan dimension of a building or structure is the greatest plan dimension parallel to the long axis of the building at a given level.

To produce well proportioned and finely grained buildings, the maximum apparent face or elevation length for specific building types shall be limited to 75'. A change in maximum apparent face or elevation length may include strategies such as a major change in fenestration pattern and/or material in combination with a minimum five-foot (5') setback of building massing or a continuous vertical recess no less than five feet (5') deep and five feet (5') wide.

On Block Y4.2 only, a mid-rise building conforming to the standard listed above, shall comply with the standards outlined in T4.6, Bulk and Massing for Treasure Island in the Design for Development

On development Blocks Y1.1, Y1.2, Y2-H, Y3, Y4.1 and Y4.2, a minimum of one (1) cross stairway or pathway running perpendicular to the topographical contours no closer than 150'

from either end of the parcel measured parallel to the contours is required to break the overall apparent building mass of a development. These pedestrian cross paths and stairways shall be integrated into the island-wide pedestrian trail system referenced in Chapter Y1 of the Design for Development.

BULK AND MASSING GUIDELINES

Buildings with a large mass and an undifferentiated footprint should be avoided.

More than one cross stairway or pathway running perpendicular to the topographical contours is encouraged at each block for the breaking of overall building mass. These pedestrian cross paths and stairways should be integrated into the island-wide pedestrian trail system referenced in Chapter Y1 of the Design for Development.

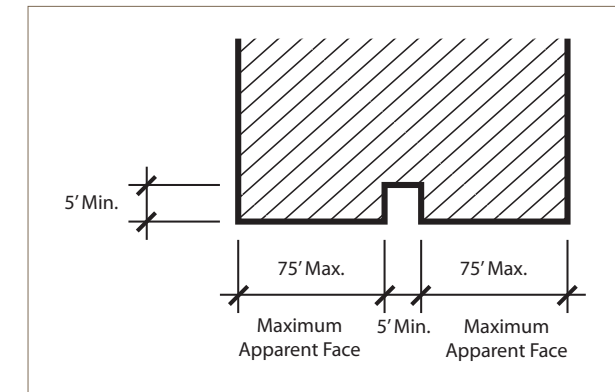


FIGURE 2.8 MAX. APPARENT FACE CHANGE WITH RECESS

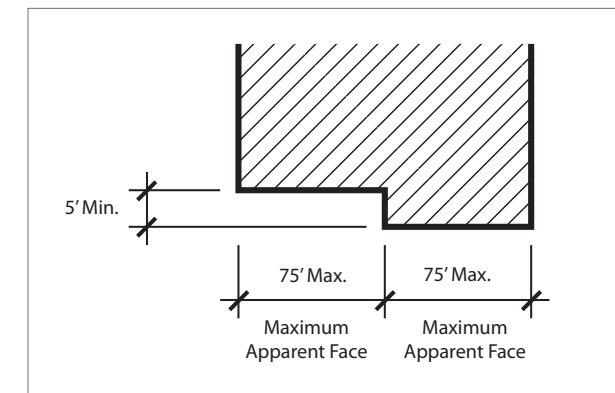


FIGURE 2.9 MAX. APPARENT FACE CHANGE WITH SETBACK

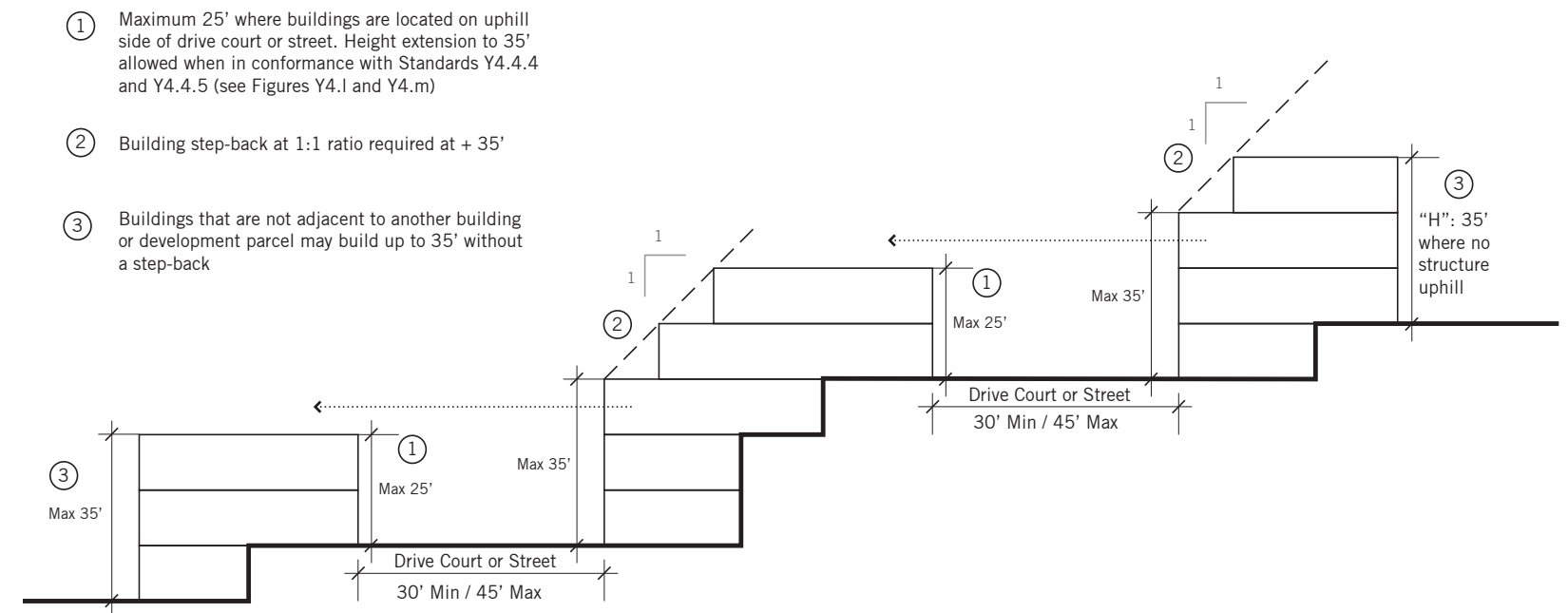


FIGURE 2.7 DEMONSTRATION OF HEIGHT AND MASSING RELATED VIEWS

BUILDING HEIGHT

BUILDING HEIGHT STANDARDS

The height of all new buildings and structures on Yerba Buena Island is governed by the following:

- The Tidelands Trust View Cone (see Figures 2.11 and 2.14)
- The Maximum Height Plan (see Figure 2.10)
- Only those exceptions as noted in Figures 2.18 and 2.19 can be made to the Maximum Height Plan, and in no instance are building obstructions allowed to extend into the Tidelands Trust View Cone referenced above.

Building height shall be measured from an average grade line connecting the base of the building at the bottom or downhill side to the top or uphill side (see Figure 2.12). For sloped or pitched roofs the height shall be measured at the mid-point between the eave and ridge line of the roof (see Figure 2.13). Those portions of a building that may project above the applicable maximum height are:

- Parapets up to four feet (4') in height above the roof of the last habitable floor.
- Mechanical enclosures, elevator penthouses and other rooftop support facilities that occupy less than 20% of the roof area up to a height of 15-feet above the roof of the last habitable floor.

However, in no instances may any of these exempted portions of the building extend or intrude into the Tidelands Trust view cone.

New buildings shall not obstruct or intrude into the Tidelands Trust View Cones as observed from the public hilltop areas on Yerba Buena Island as framed by existing structures as of January 1, 2010. "Public hilltop areas" are the western most hilltop on Yerba Buena Island, having an elevation of approximately 325 feet, and the eastern most hilltop on Yerba Buena Island, having an elevation of approximately 345 feet. The Tidelands Trust View Cones are as denoted in Figures 2.11 and 2.14.

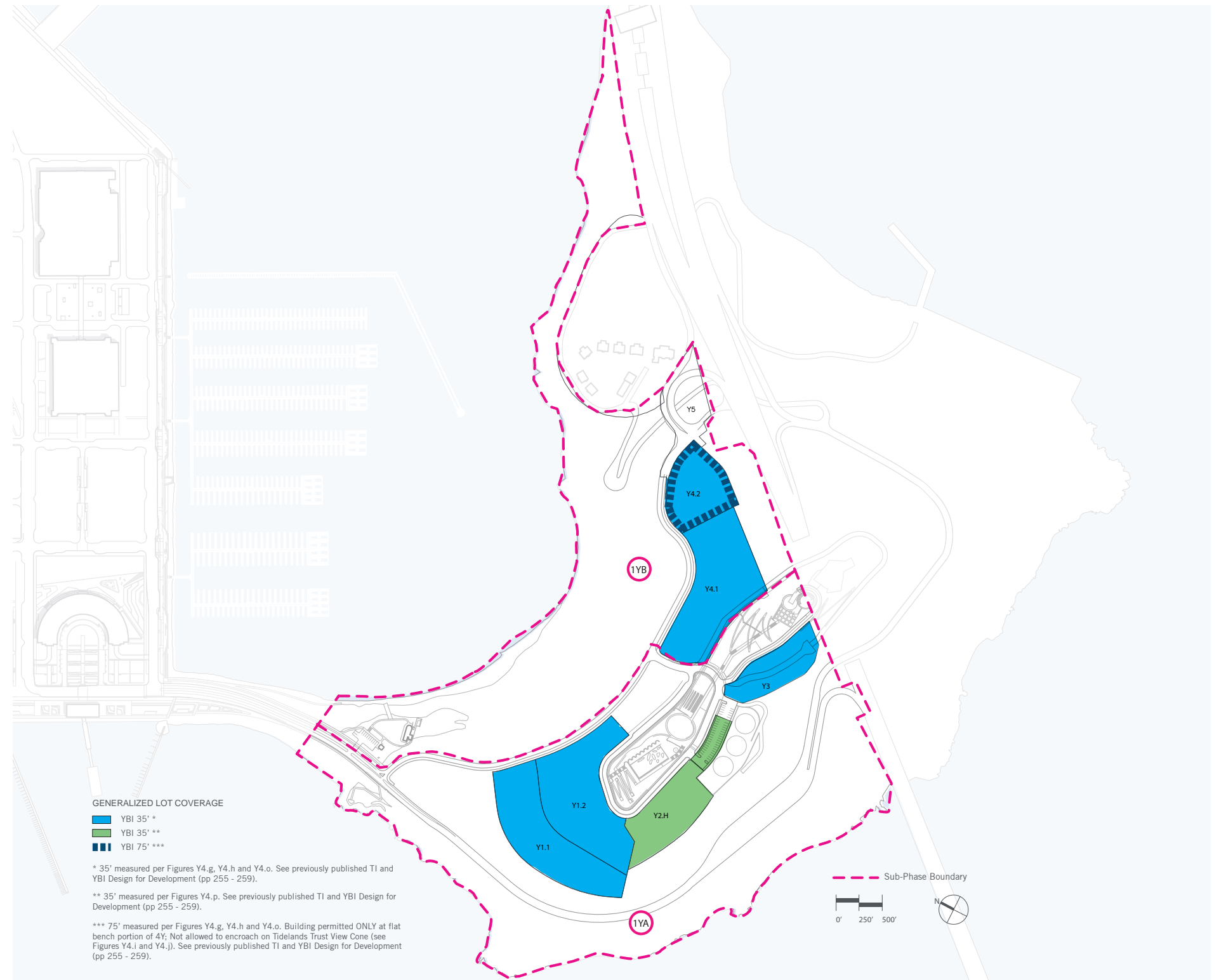


FIGURE 2.10 SUB-PHASE BUILDING HEIGHTS

Buildings fronting the “downhill” edge of a street or drive court where buildings on the uphill side are allowed shall have a maximum height of 25 feet. However, for a maximum width of 50% of each residential townhouse unit or lot, but in no instance wider than 18 linear feet increments, this maximum height may be increased to 35 feet (see Figures 2.15 and 2.16).

The height extension referenced above cannot be joined to a similar extension on an adjoining unit or lot; all height extensions must be discrete or independent from each other. The height extensions to 35 feet must be configured in such a manner that they allow potential views from adjacent uphill units or lots both over and through the subject unit or lot. The intent is to maintain the potential views of buildings or lots on the opposite side of the road or drive court to the greatest extent possible (see Figures 2.15 and 2.16).

On Block Y2.H, buildings shall not exceed the standards identified in the Maximum Height Plan (Figure 2.10) except as noted below, and in no instance shall extend into the Tidelands Trust View Cone. For building frontage on Yerba Buena Road, the standards noted above (25-foot maximum with height extensions as noted) shall apply. For building frontage on the lower or downhill portions, the 35-foot maximum height may be measured at a reference point 30 feet inboard from the downhill face of the building (see Figure 2.7).

On Block Y4.1 and Y4.2 a mid-rise building shall be permitted within the mid-rise building zone, as indicated on the Maximum Height Plan, so long as no part of the structure encroaches on the Tidelands Trust View Cone (see Figure 2.11, 2.14 and 2.17).

BUILDING HEIGHT GUIDELINES

The heights of buildings should be stepped, aggregated forms responding to slope and views.

The heights of buildings should avoid significant over-topping of the coastal oak canopy. However, certain exceptions are noted for Blocks Y2-H and Y4.2. Refer to the Yerba Buena Island Habitat Management Plan for specifics on the native trees and vegetation of Yerba Buena Island. A copy of this plan is on file with TIDA.

Buildings and associated development should minimize obstruction of potential views from adjacent buildings or units (See Figure 2.7).

If a mid-rise building is placed on Y4.2, it should protect views of Clipper Cove from adjacent buildings or development on Block Y4.1 or Y4.2 (see Figure 2.17).



FIGURE 2.11 KEY PLAN FOR TIDELANDS TRUST VIEW CONES

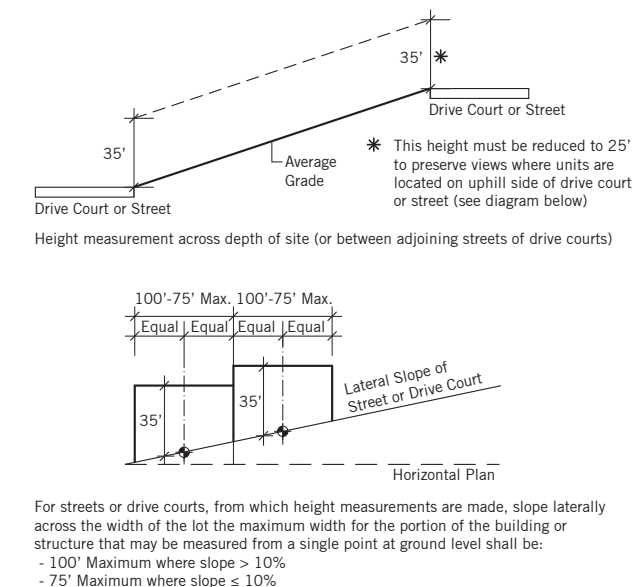


FIGURE 2.12 MEASUREMENT OF HEIGHT ABOVE GRADE

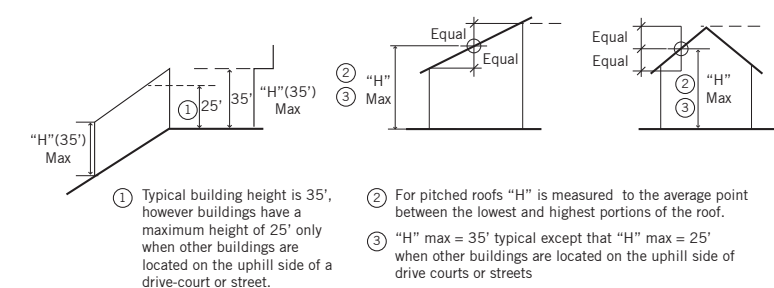


FIGURE 2.13 DEMONSTRATION OF HEIGHT MEASUREMENT AT ROOFLINE

BUILDING HEIGHT CONT'D

BUILDING FORM GUIDELINES

New buildings should be predominantly stacked forms with aggregated footprints that preserve slopes, views, and trees.

New building construction should incorporate public and private paths and stairways.

Buildings may be either larger single integral structures, composed of stepped forms, or individual structures laid out in response to the natural slope and view corridors. These should take into account existing topography, maximize potential views from each unit, and create a sense of safety and distinction throughout the public realm.

Construction on Yerba Buena Island should minimize disruption of the island's natural areas. Where disruption or removal of landscape features within the Habitat Management Area is unavoidable, an architectural and landscape plan should be implemented to rehabilitate the disturbed areas in conformance with Yerba Buena Island Habitat Management Plan, which is on file with TIDA.

The scale of the new buildings should be such that, in addition to responding to slope through aggregated stepped forms, they do not project significantly above a mature native coastal oaks tree canopy. Although the non-native eucalyptus canopy is higher, their numbers will gradually be reduced over time through the Habitat Management Plan, such that the native



YERBA BUENA ISLAND CONCEPTUAL BUILDING SECTION

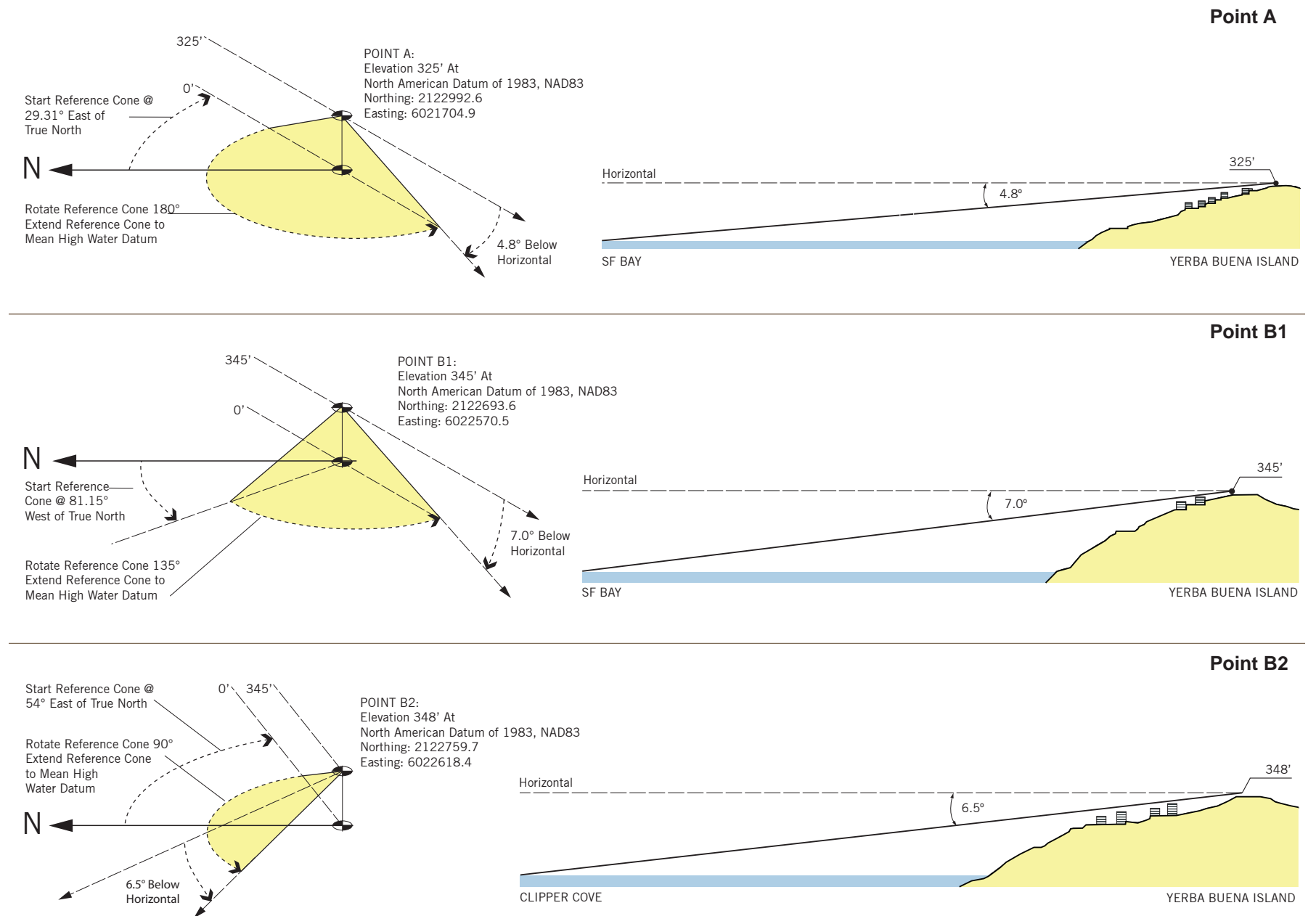


FIGURE 2.14 TIDELANDS TRUST VIEW CONE SECTIONS

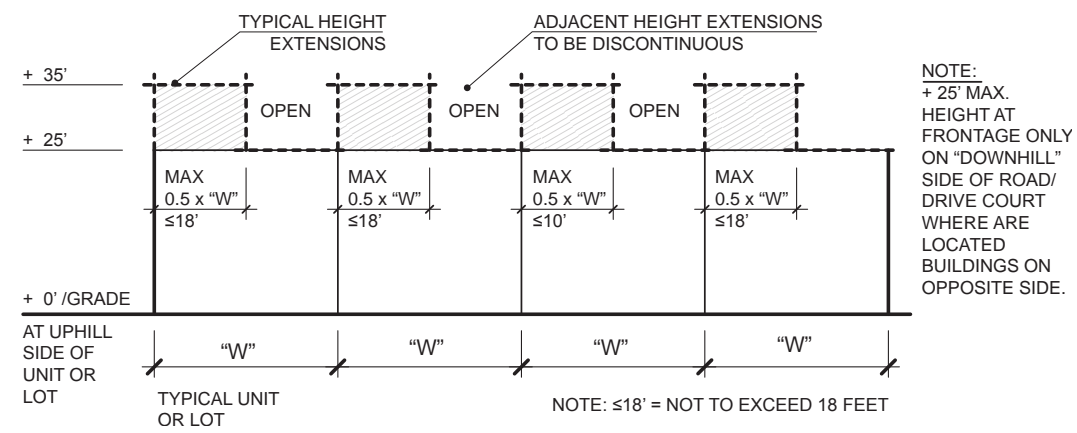


FIGURE 2.15 ELEVATION DIAGRAM OF BUILDING FRONTAGE ON THE 'DOWNHILL' SIDE OF A ROAD OR DRIVE COURT WITH BUILDINGS LOCATED ON OPPOSITE OR 'UPHILL' SIDE

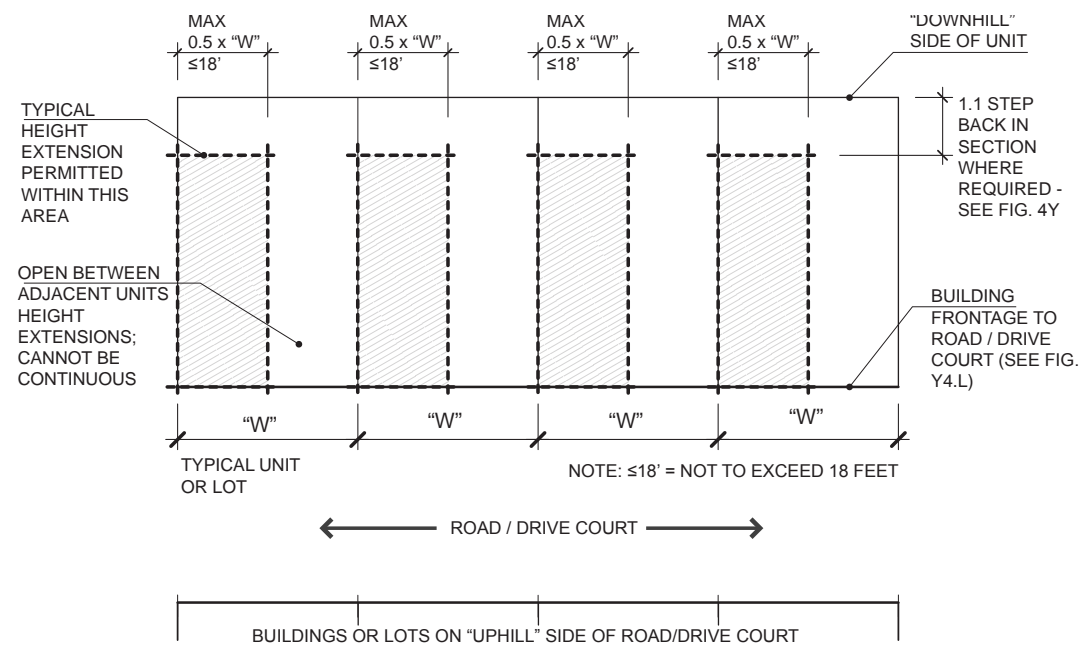


FIGURE 2.16 PLAN DIAGRAM OF UNITS/LOTS DESCRIBED IN FIGURE 2.15 ON DOWNHILL SIDE OF ROAD OR DRIVE COURT



AN EXAMPLE OF STACKED AGGREGATE FORM

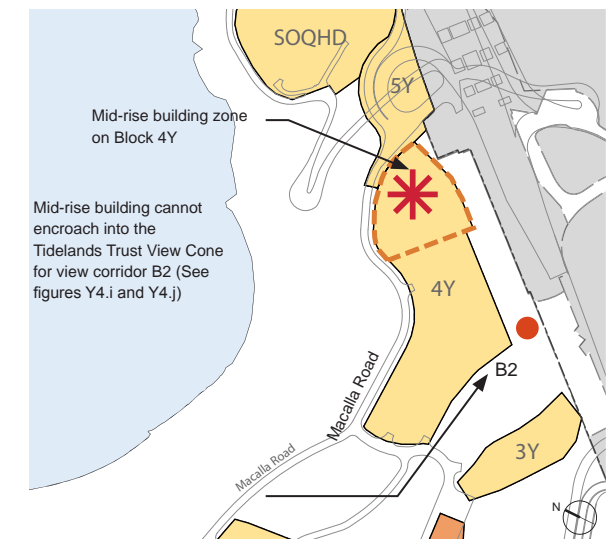


FIGURE 2.17 DEMONSTRATION OF MID-RISE BUILDING LOCATION ON BLOCK Y4

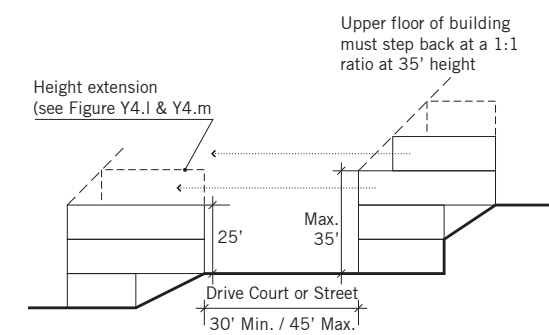


FIGURE 2.18 MAX. HEIGHT CONDITION ALONG ROAD

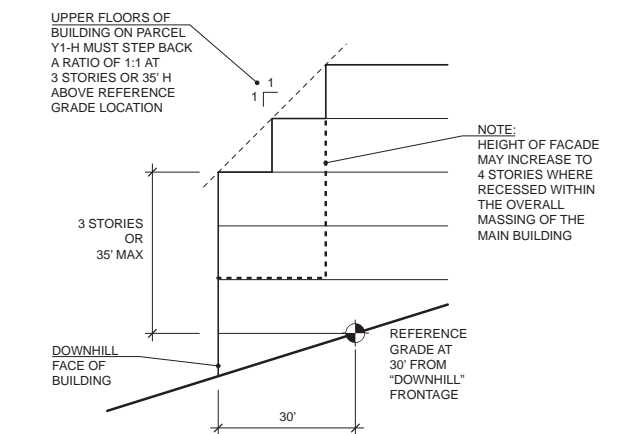
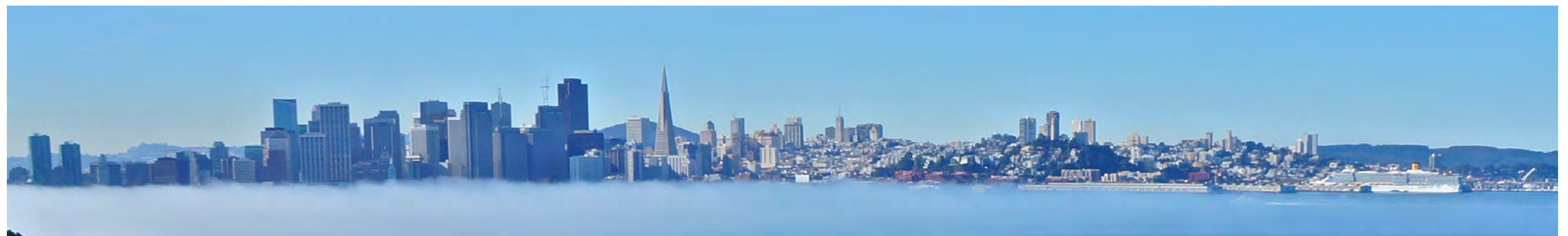


FIGURE 2.19 DEMONSTRATION OF MAX. DOWNHILL FRONTAGE HEIGHT OF BLOCK Y2 ONLY



SAN FRANCISCO SKYLINE AS SEEN FROM YERBA BUENA ISLAND

BUILDING PLACEMENT

BUILDING PLACEMENT STANDARDS

The creation of large discrete graded benches cut perpendicular to the existing topographical contours, so as to accommodate combination building pads and roadways or drive-courts, is prohibited (see Figure 2.21). Graded benches should run parallel with (i.e. should follow) the contours.

Graded benches cut perpendicular to the existing contours shall not exceed 70 feet gross in width, allowing for retaining wall footing on the uphill side of the bench (65-foot net from edge of bench on the “downhill” side to the face of retaining wall on the “uphill” side of the bench). (See Figure 2.20)

BUILDING PLACEMENT GUIDELINES

Any future development on Yerba Buena Island should, to the greatest extent possible while maintaining fire and emergency access, incorporate the same grades and topography that result from the removal of pre-existing construction at these sites

New development shall integrate building pads and roadways or drive courts into the predominant island topography by integrating to the greatest extent possible any required retaining walls into the building foundation systems (see Figures 2.20 and 2.21).

New housing layout should respond to the layout principles outlined for the three development areas shown in Figures 2.23-2.25:

- Block Y1.1 and Y1.2: See Figure 2.24 for concept layout.
- Block Y3: See Figure 2.23 for concept layout.
- Block Y4.1 and Y4.2: See Figure 2.25 for concept layout.

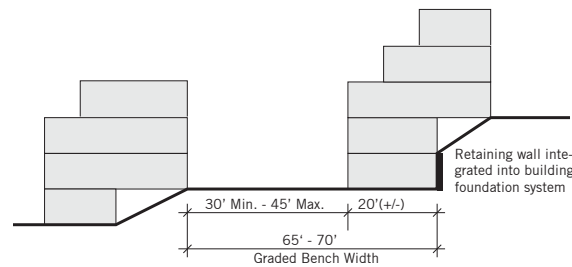


FIGURE 2.20 A DEMONSTRATION OF GRADED BENCH PERPENDICULAR TO CONTOURS

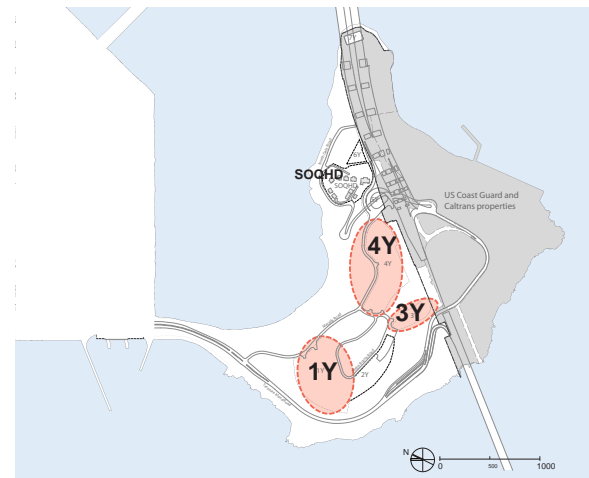


FIGURE 2.22 KEY PLAN

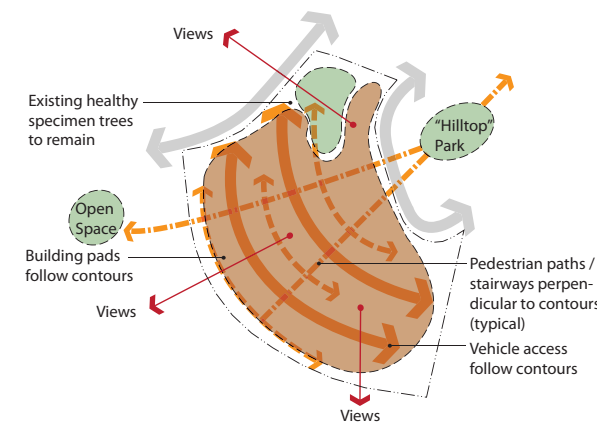


FIGURE 2.24 BLOCK Y1 DEVELOPMENT AREA ILLUSTRATIVE CONCEPT

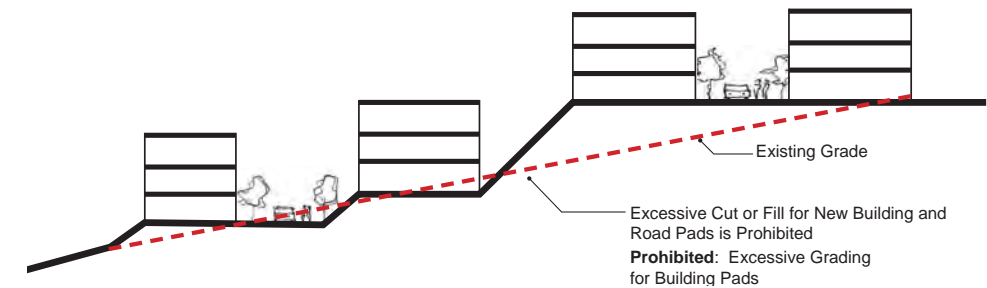
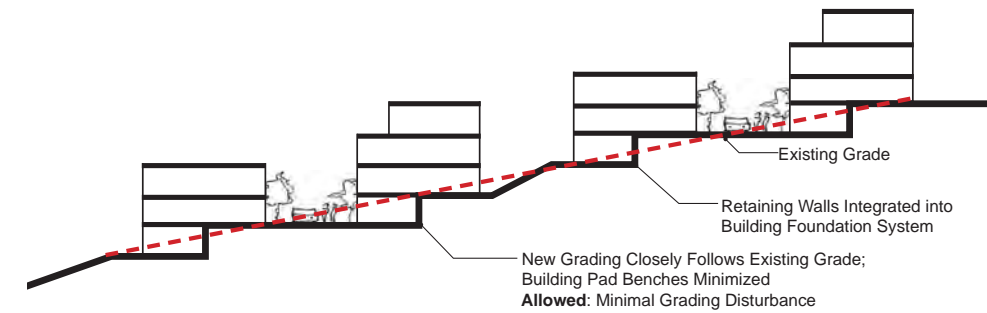


FIGURE 2.21 GRADING DIAGRAM

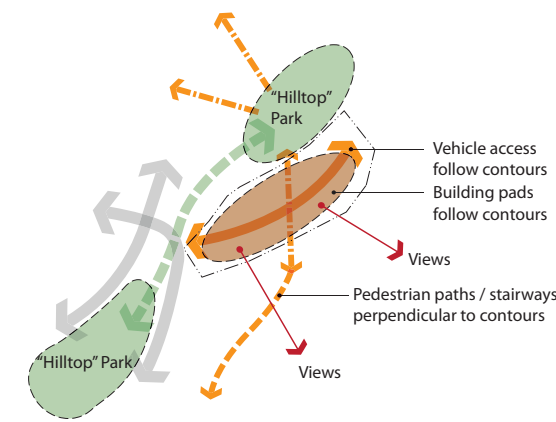


FIGURE 2.23 BLOCK Y3 DEVELOPMENT AREA ILLUSTRATIVE CONCEPT

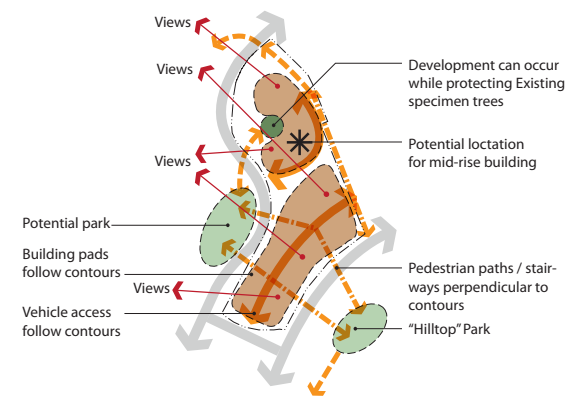


FIGURE 2.25 BLOCK Y4 DEVELOPMENT AREA ILLUSTRATIVE CONCEPT

SETBACKS

The setback distance between a building and the right-of-way determines if there is an appropriate transition from public to private realm. Yerba Buena Island has larger development areas, or “blocks”, than Treasure Island, and many streets and publicly accessible ways will be located within private property. Setback standards and guidelines below apply only to the perimeter of these blocks where they are adjacent to public roads, trails or adjoining other development parcels, as shown in the Setback Plan (Figure 2.26).

SETBACK STANDARDS

Blocks must adhere to required setbacks as illustrated on the Setback Plan (see Figure 2.26).

A minimum 20-foot setback is required from the right-of-way of all public streets, except Yerba Buena Road, which requires a minimum 10-foot (10') setback.

A minimum ten-foot (10') setback is required from the shared boundary line between adjoining development Blocks Y1.1 and Y1.2 and Y2 for a total of 20 feet between opposing building faces.

SETBACK GUIDELINES

Landscaping located within required setbacks from public streets or publicly accessible drive courts, paths and stairs should follow the Guidelines for streetscape zones noted in the Streetscape Master Plan on file with TIDA.

To encourage an active street front, a safe environment, and visual interest, buildings fronting public streets or publicly accessible drive courts, paths and stairs should follow the Guidelines for the Setback Zone noted in the Bulk and Massing standards.

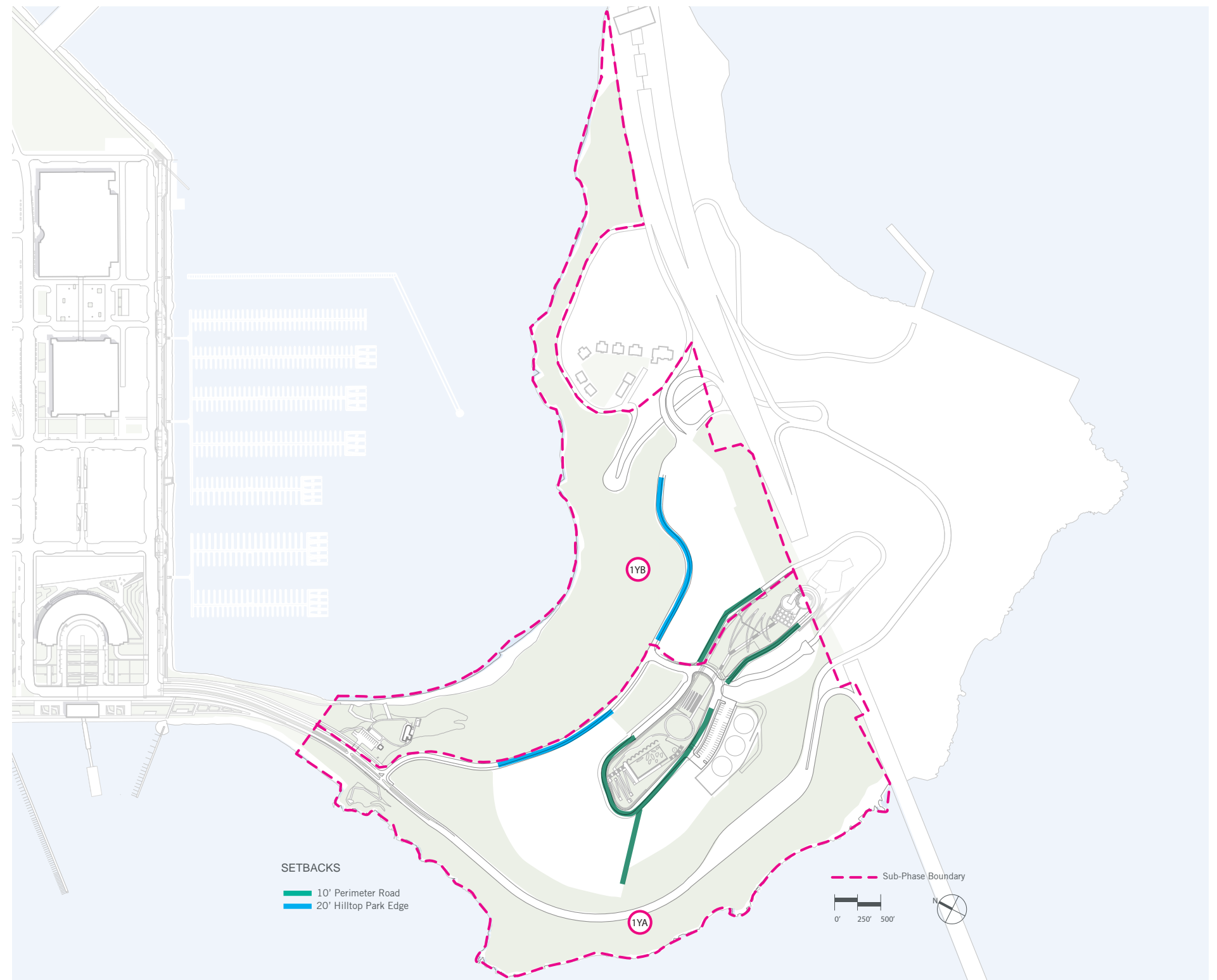


FIGURE 2.26 SUB-PHASE BUILDING SETBACKS

THIS PAGE INTENTIONALLY LEFT BLANK

2.7 LEED-ND CREDIT CHECKLIST

LEED-ND CHECKLIST ESTIMATE

Included below is an initial estimate of which LEED-ND (LEED for Neighborhood Development) credits the Treasure Island and Yerba Buena Island development project is likely to pursue. The checklist of credits will continue to be refined and developed throughout the summer, with submittal for LEED-ND Plan certification expected in the 4th Quarter of 2015. No points are final until reviewed and certified by USGBC.

The preliminary LEED-ND checklist identifies 70 “Yes” credits and 15 “Maybe” credits. “Yes” credits have a high likelihood of being achieved, and TICD currently intends to pursue them for certification. “Maybe” credits may be possible to pursue, but are being explored further to determine feasibility. Credits marked as “No” are infeasible. This preliminary LEED-ND checklist is consistent with Land Use Obligation #1 in the project’s Developer Environmental Sustainability Obligations, which calls for the project to achieve LEED-ND Gold, while “making a good faith effort to achieve the higher Platinum certification.” LEED-ND Gold is a minimum of 60 points, while LEED-ND Platinum is a minimum of 80 points.

Treasure Island and Yerba Buena Island will be certified under LEED-ND version 4, U.S. Green Building Council’s (USGBC) most current rating system version that was just publicly released in November 2014. The Sustainability Obligations reference the July 2010 version of the LEED-ND rating system, but version 4 is widely considered more stringent and complete, and was recommended as the preferred version to use by USGBC.

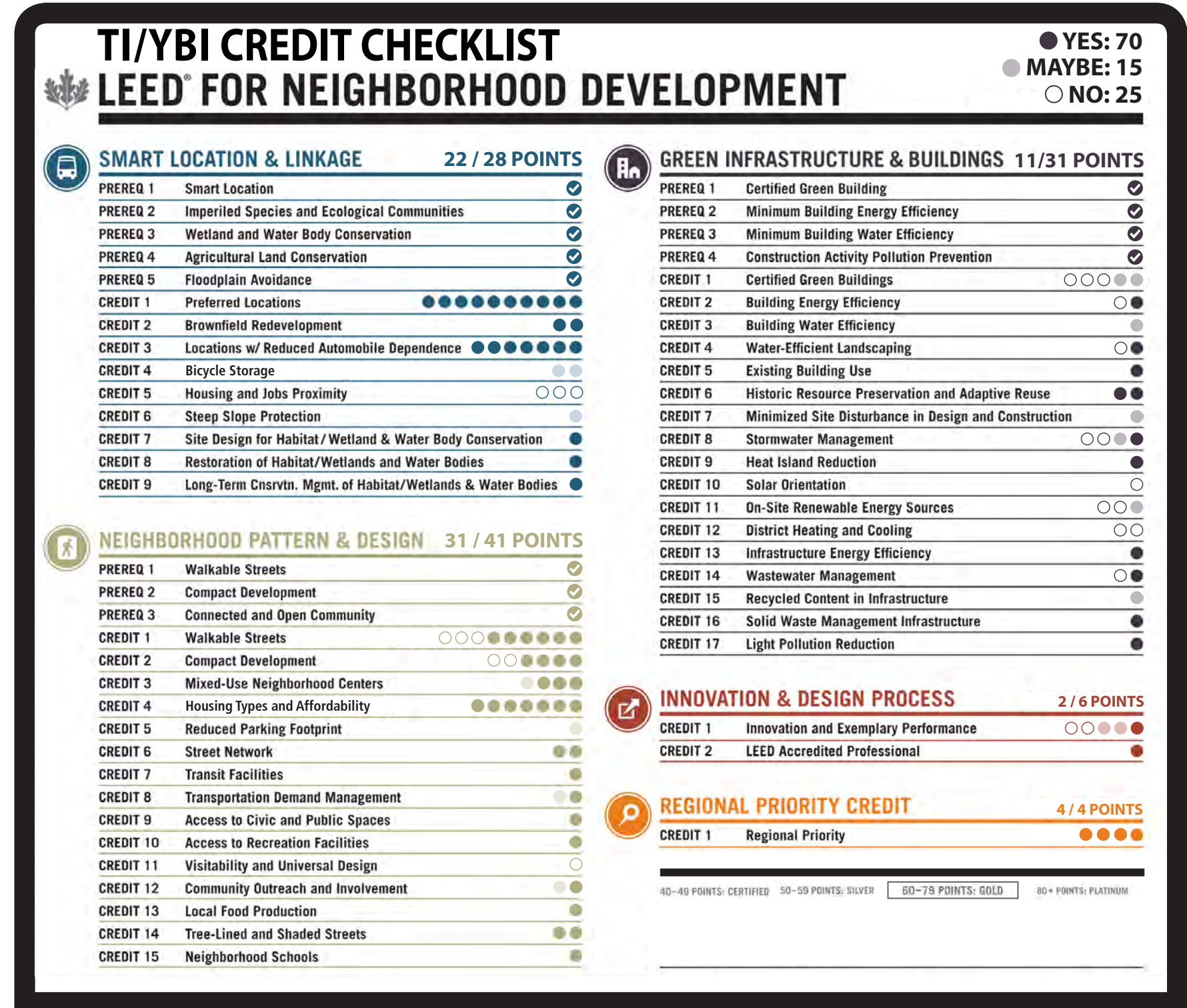


FIGURE 2.27 LEED-ND CREDIT CHECKLIST



3. TRANSPORTATION AND STREETSAPES

3.1	STREETS OVERVIEW	46
3.2	TRANSPORTATION NETWORKS	47
3.2.1	PEDESTRIAN NETWORK	48
3.2.2	BICYCLE NETWORK	49
3.2.3	VEHICULAR NETWORK	50
3.2.4	TRANSIT NETWORK	51
3.2.5	TRUST STREETS	52
3.3	STREET DESIGN	53
3.4	PARKING AND LOADING	56

CONSISTENCY WITH ENTITLEMENT DOCUMENTS

The transportation systems and streetscapes included as part of this Sub-Phase Application 1 are consistent with previous entitlement documents, the Treasure Island/Yerba Buena Island Streetscape Master Plan and the Major Phase 1 Application, which were approved by TIDA in February 2015 and May 2015, respectively.

Refinements to the designs in preceding documents have been reviewed with City Departments and are included within the Sub-Phase Application. Those improvements include the following:

1. Macalla Road Pedestrian Pathway and Bicycle Facility: As part of the Yerba Buena Island Habitat Management Plan, significant tree species are to be preserved to provide habitat benefits to the island. Along Macalla Road, noteworthy California buckeye trees near the road edge are to be protected. To prevent damage to their root systems from road construction, an alternate meandering path for pedestrians and cyclists is proposed through the open space. This pathway not only preserves the habitat and character of Yerba Buena Island, but it also provides a more accessible route with less steep grades heading south-bound.
2. Treasure Island Road Causeway Stormwater: To provide enough stormwater treatment area for the TI Road Causeway watershed, biofiltration planters are incorporated into the Causeway median.
3. Treasure Island Road Causeway Access: On the Treasure Island Road Causeway, the curbed median separating the south-bound drive lane from the bike lane on the west side of the street has been modified to be a mountable curb to accommodate fire access requirements.
4. Macalla Road and Treasure Island Road Intersection: To facilitate fluid traffic movements and ensure safe pedestrian and bike crossings, a traffic signal is proposed at this intersection. For bicyclists traveling from Treasure Island to Yerba Buena Island via Macalla Road, a separate bike crossing indicated by painted chevrons is shown in the current design.
5. Macalla Road and Yerba Buena Drive Intersection: For bicyclists traveling from the East Bay across the Bay Bridge, an improved intersection condition allows for safe transition to the YBI Hilltop Park. As cyclists ride north on Macalla Road, they will have an opportunity to peel away from the traffic lane through the addition of medians to stop and check for traffic before turning on Yerba Buena Drive.

3.1 STREETS OVERVIEW



FUNCTION AND CHARACTER

Streets serve the important function of connecting places and people. Within the developed districts of Treasure Island, they are the primary place for circulation of all types, and as such they are designed to provide safe, efficient, and enjoyable routes for pedestrians, cyclists, and public transportation, while efficiently directing private vehicles to parking destinations. Streets also are corridors for utility infrastructure, emergency vehicle access, and wildlife.

Just as important is the street's role in the daily life of people living on Treasure Island and Yerba Buena Island, and the visitor's experience. It is an address, a setting outside the window, where the dog is walked, where a neighborly conversation takes place. Streets are the primary place for vibrant urban life of the Island Core, and routes out to the island's expansive destination parks.

Treasure Island and Yerba Buena Island streets are designed with equal attention to their function and their character, to comprise a pragmatic and efficient, diverse and delightful street network.

NEW ON-SITE STREETS

On Yerba Buena Island, the only new streets include the Treasure Island Road Causeway, Macalla Road, and Yerba Buena Road. The design of the streets will comply with DPW and PUC standards, including curb and gutter, street grade, and utility placement.

EXISTING STREET IMPROVEMENTS

As the development impact of Yerba Buena Island is less significant than Treasure Island, North Gate Drive and Hillcrest Road will remain in their existing condition. Similarly, the portion of Treasure Island Road north of the new viaduct improvements only requires re-striping to connect with the adjacent road improvements.

STREET AND BLOCK PATTERN

Treasure Island's unconventional street grid is designed to increase access to sunlight and views while minimizing the effects of wind on neighborhood public spaces. A conventional orthogonal street grid would have resulted in cross streets opening directly to prevailing westerly winds that flow through the Golden Gate and blow unimpeded across the Bay.

As a result, Treasure Island's street pattern features a unique non-orthogonal grid that maximizes solar access to streets and open spaces while protecting them from the prevailing west winds. The angled streets across the island align with views to the San Francisco skyline. In the Island Core, where several historic buildings are retained and preserved, the existing right-angle street grid is retained. The two grids intersect along the existing California Avenue.

Yerba Buena Island's steep topography calls for a completely different solution, substantially retaining the existing pattern of curved and switchback access ways that have evolved over time.

3.2 TRANSPORTATION NETWORKS

PEDESTRIAN NETWORK

The Islands' various blocks, neighborhoods, parks, and other public spaces are connected by a diverse network of pedestrian routes. Its heart consists of primary routes leading from Treasure Island Core and the Intermodal Transit Hub out to the neighborhoods and parks beyond. Primary routes include Eastside Commons and the Shared Public Way, which is a pedestrian-oriented City street. Secondary routes along the islands' neighborhood streets and through parks and development blocks enable pedestrians to explore and link to regional open spaces on both islands.

BICYCLE NETWORK

As bicycles are a key transportation option on the islands, routes are designed to invite riders of all ages and capabilities for trips that range from a daily commute, to a school trip, to convenient shopping and casual recreation.

A system of separated Class 1 cycle tracks, Class 2 bike lanes, and shared bike routes fully covers both islands. Bicycle pathways connect through neighborhoods and open spaces, with range of options and experiences for cyclists of all types.

A Class 1 bikeway encircles the island, providing dedicated bicycle access and a full touring route to all shoreline parks and open spaces. As an improvement to the Design for Development plan, the Streetscape Master Plan illustrates that previous shared routes between cyclists and pedestrians have now been separated on the Clipper Cove Promenade, the Cityside Waterfront Park, Treasure Island Road Causeway, and Macalla Road. The Class 1 bikeway continues on Yerba Buena Island across the causeway and up Macalla Road where it connects with the new mixed-use path on the east span of the Bay Bridge. Treasure Island and Yerba Buena Island are linked by dedicated bike lanes, which continue onto the Bay Bridge access to the East Bay. Class 2

routes are present on many of the island's streets, with shared Class 3 "Sharrow" bicycle and vehicular lanes on low-speed neighborhood streets.

VEHICULAR NETWORK

A sustainable transportation system on Treasure Island and Yerba Buena Island promotes pedestrian and bicycle mobility and provides strong public transit connections, therefore de-emphasizing private automobile use. All island streets accommodate vehicles, but within design parameters that emphasize use by pedestrians and cyclists, regardless of the amount of traffic they must carry. Primary avenues, California Avenue and Avenue C, serve as arrival and primary circulation routes, connect local streets. Lots and garages are planned throughout the network to encourage visitors arriving by car to park once and circulate the islands on foot, bicycle, and shuttles.

TRANSIT NETWORK

The use of public transportation by significant numbers of visitors, residents, and workers on the islands is essential to meeting sustainability commitments, providing economic opportunity, and achieving high quality of life. The objective is to provide an efficient, attractive hub for transit in the Island Core District, located at the point of arrival from the Bay Bridge and at the junction of the two islands. An "Intermodal Transit Hub" will connect all regional, off-island transportation services such as buses and ferries with on-island services including shuttles, bicycles and attractive pedestrian routes. The intermodal facility is planned to include a ferry terminal facing the historic Building 1 on the shore of Treasure Island. The transbay buses have stops and layover spaces on Island Center streets.



3.2.1 PEDESTRIAN NETWORK

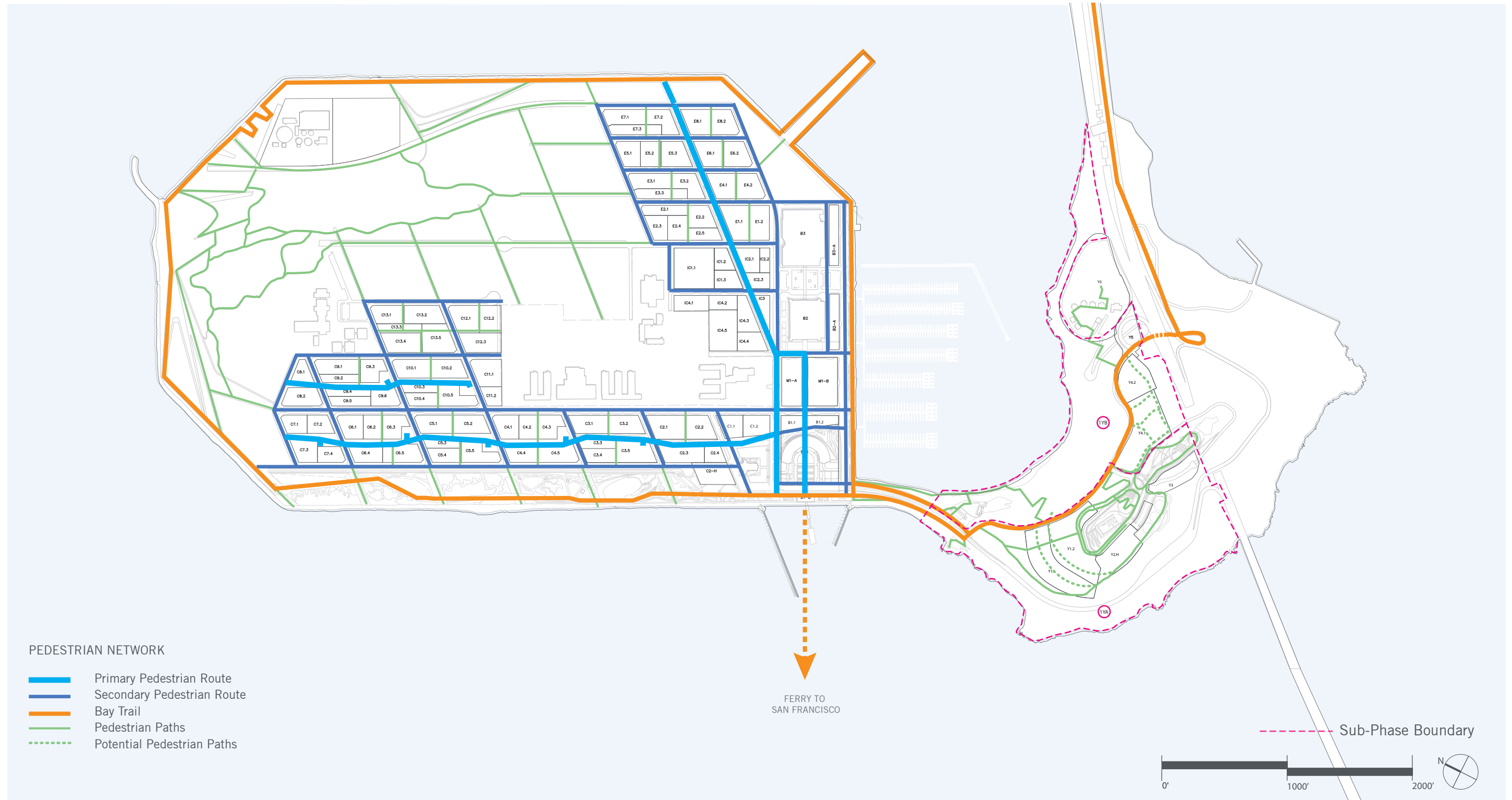


FIGURE 3.1 PEDESTRIAN NETWORK SITE PLAN

3.2.2 BICYCLE NETWORK

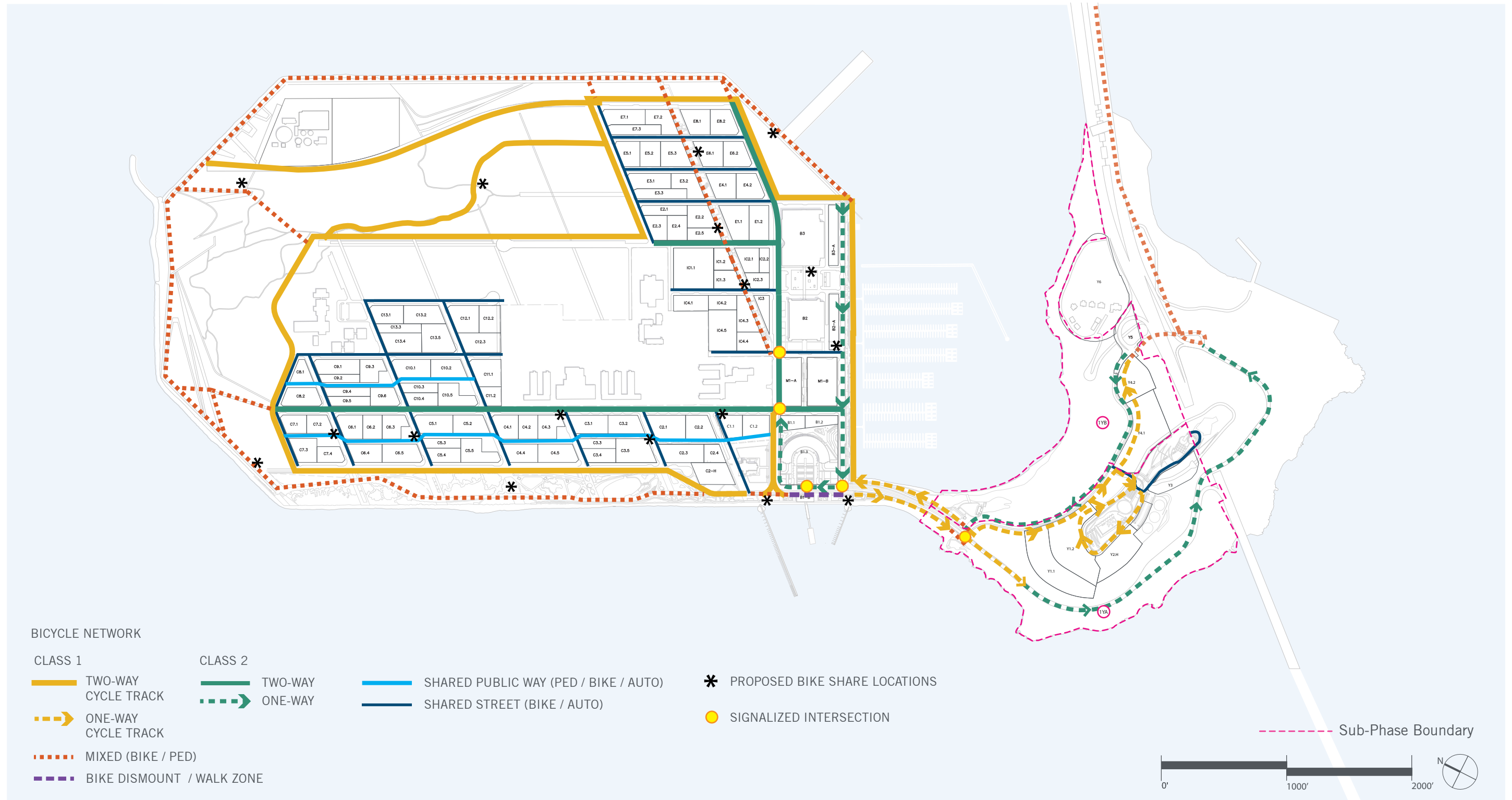


FIGURE 3.2 BICYCLE NETWORK SITE PLAN

3.2.3 VEHICULAR NETWORK

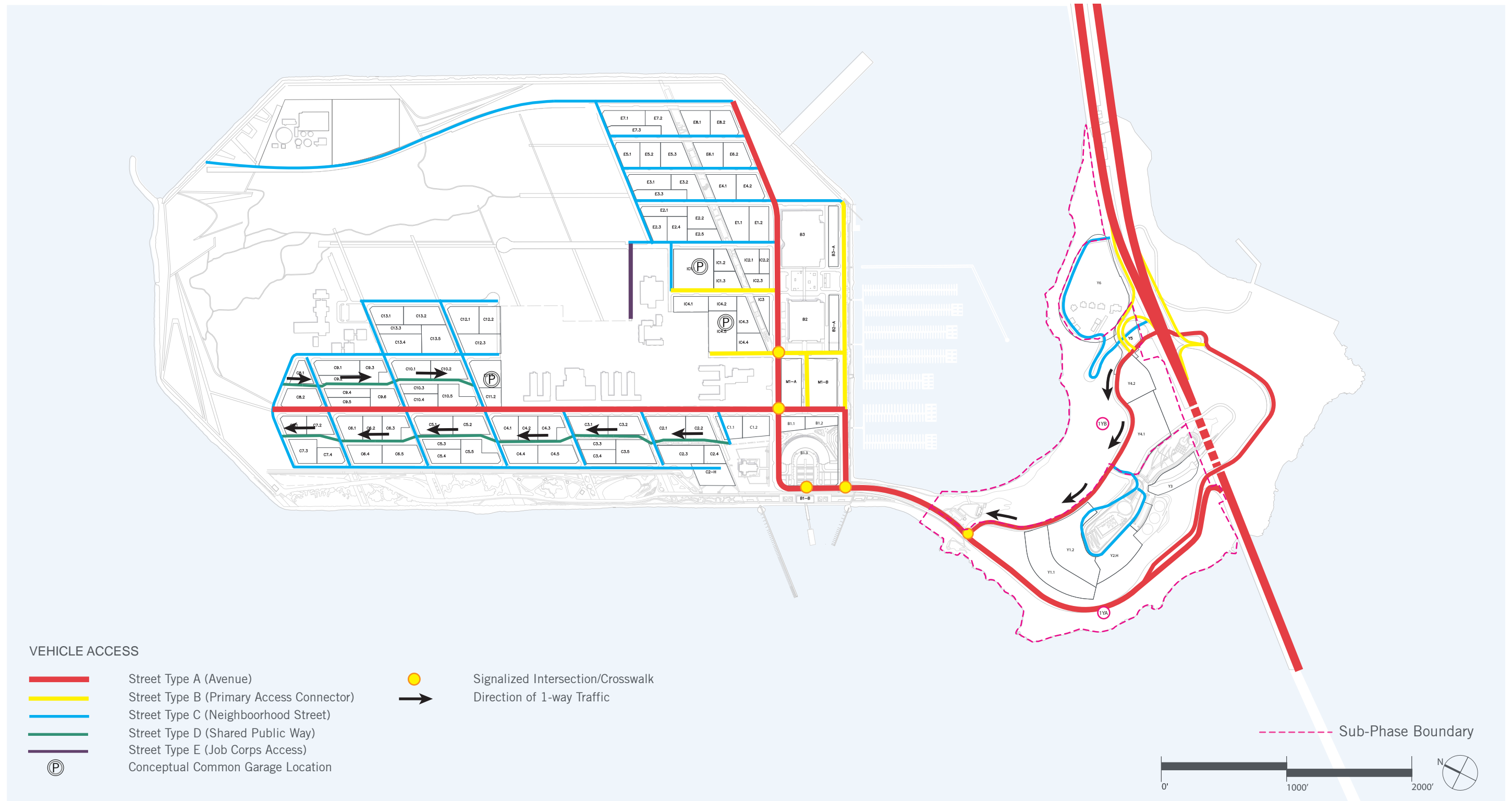


FIGURE 3.3 VEHICULAR NETWORK SITE PLAN

3.2.4 TRANSIT NETWORK

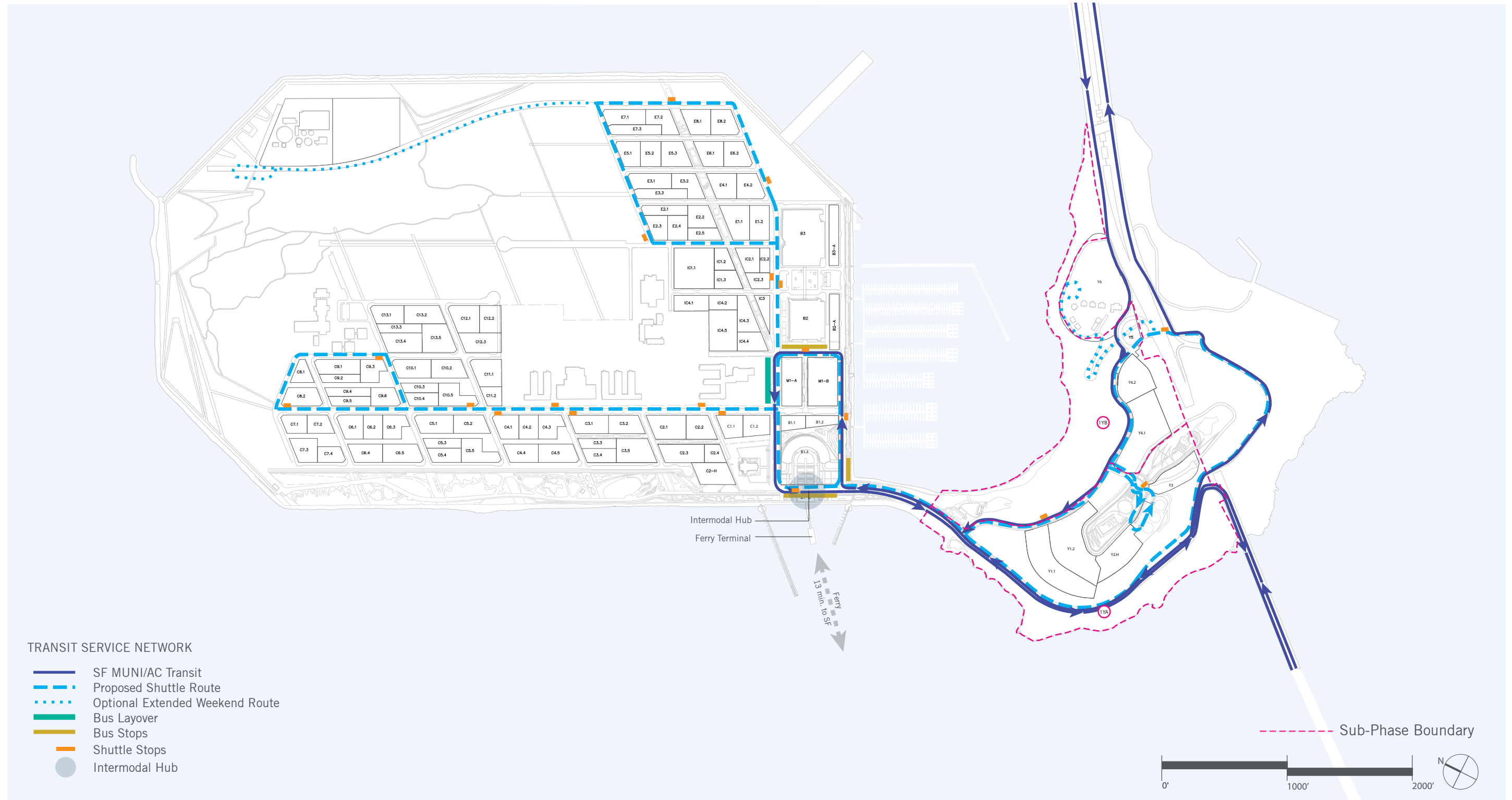


FIGURE 3.4 TRANSIT NETWORK SITE PLAN

3.2.5 TRUST STREETS

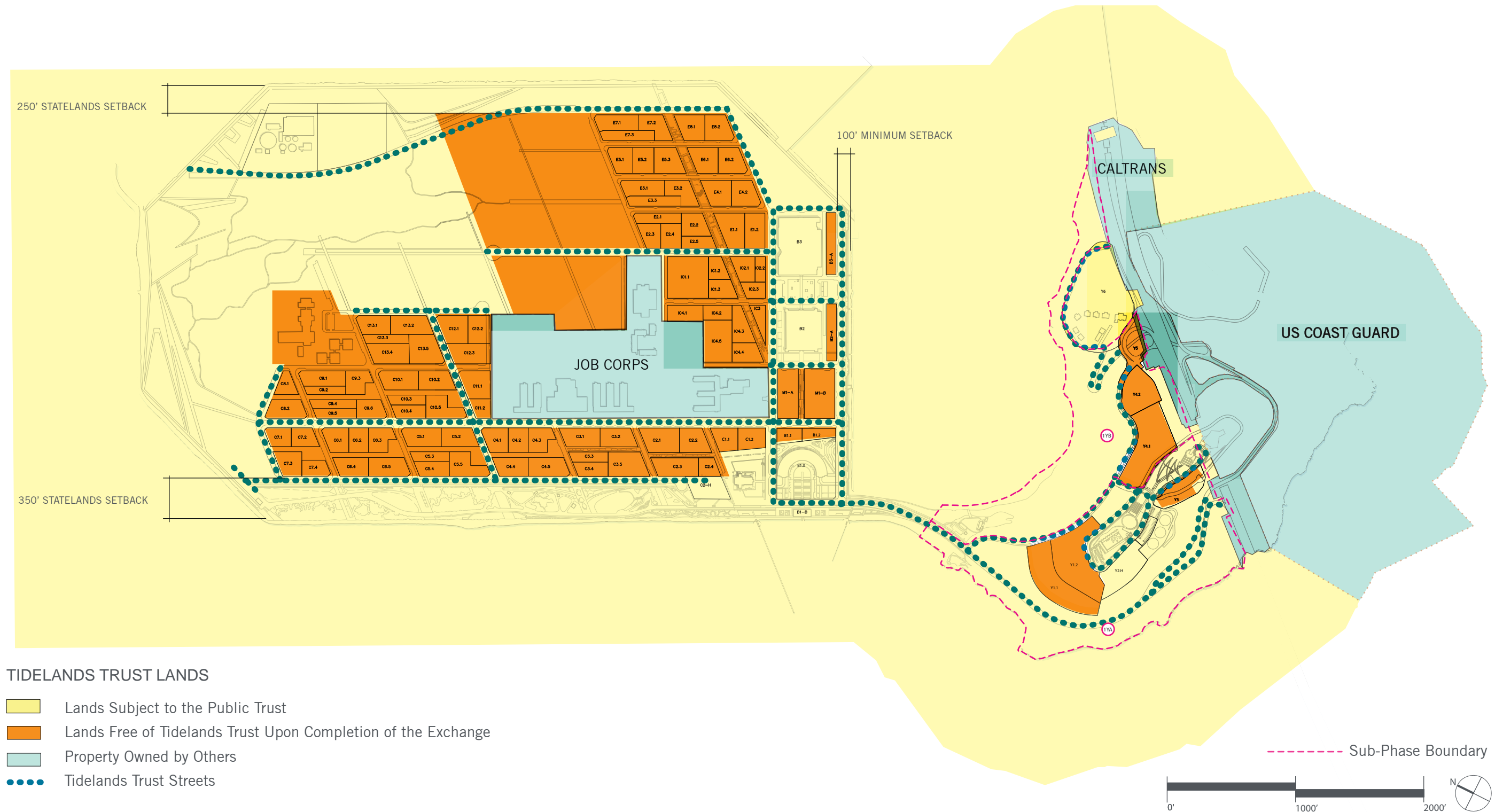


FIGURE 3.5 TIDELANDS TRUST SITE PLAN

3.4 STREET DESIGN

As all of Yerba Buena Island is included within the first Sub-Phase of the project, all streetscapes within the Right of Way are included in the application. While further detail is provided on the materiality, planting, and furnishings of these streetscapes in the technical infrastructure plan appendix, several key goals remain paramount to the creation of these public spaces:

1. Generous pedestrian focused through-ways
2. Comfortable, accessible routes of travel that encourage walking for all users
3. Quality materials and plant selections that endure the test of time
4. Safely designed intersections between different user groups such as pedestrian and bicyclists
5. Code compliant designs within the Rights of Way to meet the requirements of various City Departments

To highlight the additional detail provided in the Sub-Phase Application at the critical project intersections, the following plans and narratives are included to further explain the circulation and design intent.



FIGURE 3.6 YERBA BUENA ISLAND ILLUSTRATIVE PLAN

TREASURE ISLAND CAUSEWAY AND MACALLA ROAD INTERSECTION

Signalization of this intersection is proposed with a protected westbound right-turn. This provides for fully protected pedestrian crosswalks, which is important given the potential for downhill speeds resulting steep grades. The westbound right-turn slip lane is retained, however, as this is an important bus route and has a heavy vehicle volume. Southbound through traffic and the westbound right would operate at the same time, allowing the heaviest auto volumes to proceed through the intersection unless an eastbound left auto or a bicycle or pedestrian call is made at the intersection.

The Class I cycle track on southbound Treasure Island Rd. allows bikes to continue straight, but the heaviest bicycle volume is anticipated to be the southbound left. This would be a protected movement across the intersection that would operate with the crosswalk across Treasure Island Rd., bringing bicyclists and pedestrians to destinations to the east, including the Bay Bridge Path. To provide a space for turning bicyclists and pedestrian to queue, the cycle track and sidewalk are pulled back eight feet to create refuges. This is similar in concept to the treatment at Market Street/Valencia Street.

Directional curb ramps are provided at all corners.



FIGURE 3.7 TI CAUSEWAY AND MACALLA ROAD INTERSECTION

MACALLA ROAD AND YERBA BUENA DRIVE INTERSECTION

Similar to the Treasure Island Road/Macalla Road intersection, the buffered bicycle lane is pulled out eight feet to allow spaces for bicycle acceleration/deceleration coming onto and off of the Yerba Buena Drive. These eight feet refuges are primarily striped to provide additional space for bicyclists to negotiate turns and to accommodate shuttle vehicles making a northbound left onto Macalla Road. This is similar in concept to the treatment at Market Street/Valencia Street. A portion of the refuge area may be raised to provide protection from autos and to create true refuges for waiting bicyclists.

In the eastbound direction, the cycle track is extended through the intersection with bike lane extension lines and chevrons. The directionality of the chevrons emphasizes the fact that the eastbound bikes are traveling contra flow through the intersection and drivers may not otherwise expect to look for them.

Directional curb ramps are provided at all corners. If the old Macalla Road roadway alignment is redeveloped as natural area or trail, a pedestrian crosswalk across Macalla Road / Yerba Buena Drive intersection should be considered with a signal in the future.



FIGURE 3.8 MACALLA ROAD AND YERBA BUENA DRIVE INTERSECTION

3.4 PARKING AND LOADING

ON-STREET PARKING

Parking is important element for island residents with vehicles, for their visitors, for tourists visiting the island that choose to drive, and for those people with disabilities who are not able to use the other transportation means. Parallel parking is the only type of on-street parking provided. Per the development agreements, all street parking on the island is metered, per City standards. A typical parking space is eight feet wide by twenty feet long, per City standards. On-street parking is provided on one side only for the streets around the island perimeter and for many of the neighborhood streets such as those in the Eastside Neighborhood. On-street parking is provided on both sides of specific primary streets.

STREET	PUBLIC PARKING SPACES	ADA
YERBA BUENA DRIVE	14	1
TOTAL	14	1

TABLE 3.1 SUB-PHASE ANTICIPATED ON-STREET PARKING ALLOCATION

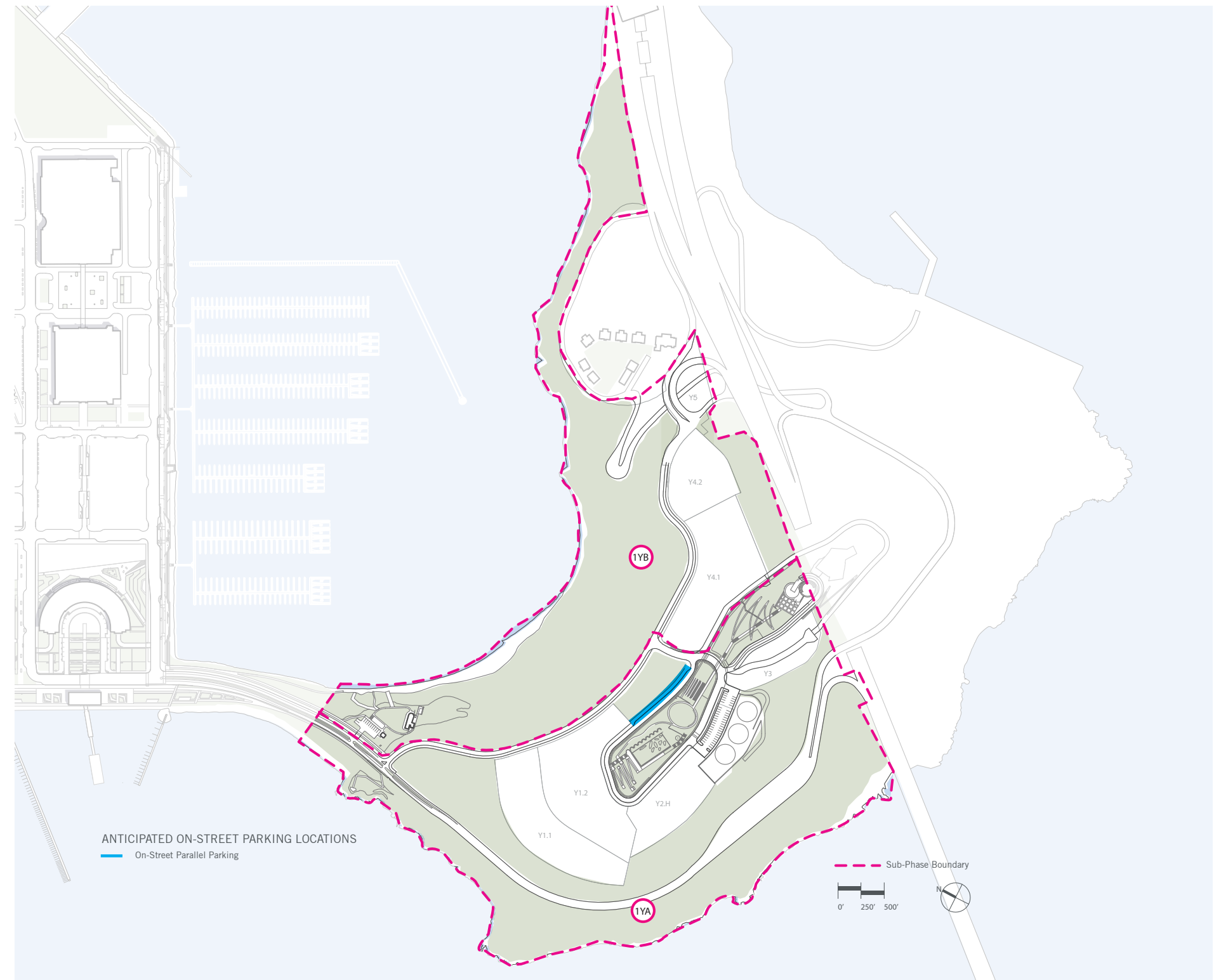


FIGURE 3.9 SUB-PHASE ON-STREET PARKING

OFF-STREET PARKING

Use or Activity	Maximum Parking Ratios	Sub-Phase 1YA		Sub-Phase 1YB		Total	
		Development Program	Off-Street Parking Spaces	Development Program	Off-Street Parking Spaces	Development Program	Off-Street Parking Spaces
Residential	1 for each dwelling unit calculated on an aggregate basis for all dwelling units constructed within the Development Plan Area, but in no event more than 8,000 residential accessory spaces within the combined Treasure Island and Yerba Buena Island Development Plan Area	155 Units	155	145 Units	145	300 Units	300
Office/Commercial	1 for every 1,000 square feet of gross floor area calculated on an aggregate basis for all office/commercial uses (other than retail, hotel and marina) but in no event more than 302 office/commercial accessory spaces within the combined Treasure Island and Yerba Buena Island Development Plan Area	-	-	-	-	-	-
Retail	Retail 2 for every 1,000 square feet of gross floor area calculated on an aggregate basis for all retail uses	-	-	-	-	-	-
Hotel	0.8 for every hotel room calculated on an aggregate basis for all hotel uses on Yerba Buena Island, but in no event more than 40 hotel accessory spaces on Yerba Buena Island.	50 Rooms	40	-	-	50 Rooms	40
Marina	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Totals			195		145		340

TABLE 3.2 SUB-PHASE ANTICIPATED OFF-STREET PARKING

OFF-STREET PARKING

Table 3.2 shows the number of parking spaces to be allocated to Sub-Phases 1YA and 1YB, as required by DDA Sec. 4.2.1. Off-street parking shall not be required for any use, and the quantities of off-street parking specified in Table (Parking Table) shall serve as the maximum amount of off-street parking that may be provided as accessory to the uses specified, calculated based on the proposed program for Sub-Phases 1YA and 1YB. Any off-street parking space dedicated for use as a car-share parking space shall not be counted toward the total parking permitted as accessory.

Accessory off-street parking spaces for residential and nonresidential uses may be located either on the same development block as the building served, or off-site within the Development Plan Area. All off-street parking spaces accessory to residential uses with common access in new structures of ten

(10) dwelling units or more, shall be leased or sold separately from the rental or purchase fees for dwelling units for the life of the dwelling units, such that parking spaces are marketed and sold or rented as separate and optional additions to the base advertised or listed purchase or lease price for residential units alone, and the price for residential units with parking shall be marketed and sold or rented at a higher price than residential units without parking. Off-street non-residential parking will be provided in centralized parking facilities. All non-residential parking will incur a charge.

ANTICIPATED OFF-STREET PARKING LOCATIONS

- Potential Parking Lot
- Accessory off-street parking permitted

NOTES: Every off-street parking facility to provide required accessible parking spaces per code

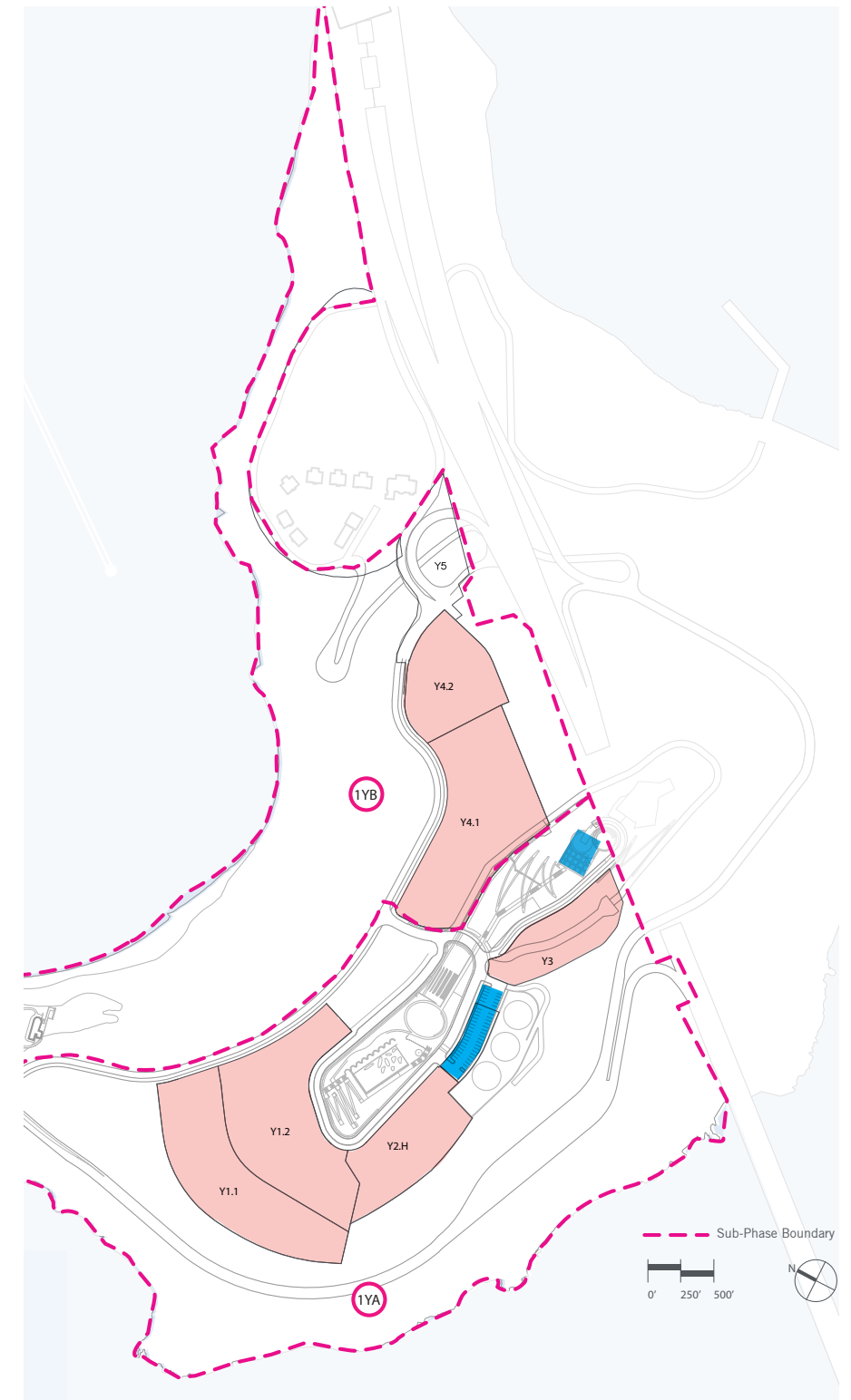


FIGURE 3.10 SUB-PHASE ANTICIPATED OFF-STREET PARKING LOCATIONS

ACCESSIBLE LOADING AND PARKING

UNIVERSAL PASSENGER LOADING ZONES

On-street universal passenger loading zones and accessible parking zones shall be located throughout Treasure Island, providing convenient access to the island's buildings and open spaces.

Passenger loading zones are curbside stalls for pick-up and drop-off, limited to five minute stops (per SFMTA). Drivers must remain with the vehicle. Most of the site's loading zones will be universally accessible and ADA compliant, providing a wheelchair access aisle along the passenger side of the car and access to the sidewalk via a DPW standard curb ramp. To meet the Mayor's Office of Disability and DPW Accessibility Department request of providing a loading zone at building block faces, "Modified Loading Zones" are provided which meet the same criteria as the Universal Zones, but without the access aisle. Generally passenger loading zones shall be located in the middle of a block face, to provide convenient access to building entrances on the block. In some cases, such as at parks and open spaces, the loading zone may be located at an intersection, to utilize the associated bulb-out and crosswalk, for easy access across the street.

ACCESSIBLE PARKING ZONES

Accessible parking stalls ensure convenient, equal parking access for drivers and passengers with a valid disabled parking permit. There are two types of accessible parking stalls: standard and "enhanced." "Enhanced" accessible parking stalls are at sidewalks greater than 14'. Generally accessible parking stalls are located at the beginning of the block, utilizing the street corner bulb-out for curb-ramp access to the sidewalk.



FIGURE 3.11 SUB-PHASE ACCESSIBLE PARKING AND LOADING ZONES

BICYCLE PARKING

Bicycles are a key transportation element on the Island. Well-located, secure bicycle racks and corrals are an important link to the success of the overall bicycle network. For convenience, potential bicycle rack locations have been placed at the entrance of both parks in Sub-Phases 1YA and 1YB, Yerba Buena Hilltop Park and Yerba Buena Beach Park.



FIGURE 3.12 SUB-PHASE BICYCLE PARKING



4. PARKS AND OPEN SPACE

4.1	OVERALL PARKS AND OPEN SPACE	62
4.2	SUB-PHASE 1 PARKS AND OPEN SPACE OVERVIEW	65
4.2.1	YBI HILLTOP PARK	66
4.2.2	YBI BEACH PARK	70
4.2.3	YBI HABITAT MANAGEMENT PLAN AREAS	72

CONSISTENCY WITH ENTITLEMENT DOCUMENTS

The Parks and Open Spaces included as part of this Sub-Phase Application 1 are consistent with the Schematic Designs approved in the Major Phase 1 Application. The designs presented in this Sub-Phase Application are consistent with the Treasure Island/Yerba Buena Island Parks and Open Space Plan, except as noted in the Major Phase 1 Application.

4.1 OVERALL PARKS AND OPEN SPACE

The Treasure Island and Yerba Buena Island Parks and Open Space system and program are the culmination of over a decade of public discussion on how these extraordinary open spaces at center of San Francisco Bay can best contribute to the City's and region's future. In addition to the public discussion and ongoing work with TIDA, TI/YBI Citizens Advisory Board (TIYBI CAB), existing residents, and stakeholder organizations, the programming and design of the open spaces reflects intensive analysis of site opportunities and constraints, natural and cultural resources, Tidelands Trust, sea level rise, infrastructure, transportation, access, sustainability and habitat management.

The Islands' diverse open space program is made up of eight distinct open space types – six on Treasure Island and two on Yerba Buena Island. Together they encompass a wide variety of programs and experiences that will contribute to the unique identity of each island.

The redevelopment of Treasure Island and Yerba Buena Island will provide approximately 290 acres of open space and parks, including 80 acres on YBI and 210 acres on Treasure Island. Consistent with the principle of adjacency described in the DDA, open space and parks will be developed in conjunction with development blocks. Chapter 4 – Parks & Open Space of this Sub-Phase application provides detailed descriptions of the location, boundary and character of each open space and park that will developed as part of Sub-Phases 1YA and 1YB.

TREASURE ISLAND

Shoreline Park

A series of waterfront parks that wrap western, northern and eastern edges of Treasure Island, characterized by the Waterfront Plaza at the transit hub, Pier 1, a continuous waterfront promenade, water access, and sculpted topography.

Sports and Recreation Park

An active park designed specifically for sports recreation.

Urban Agriculture Park

A park devoted to the production of food and/or nursery stock and with opportunities that provide an educational outreach program. Northern Shoreline and The Wilds, constructed habitats that integrate stormwater management, education and passive recreation.

Northern Shoreline Park and Wilds

Constructed habitats that integrate stormwater management, education and limited passive recreation

Urban Core

A series of plazas and open spaces that help activate the retail core and the transit hub. These areas include Waterfront Plaza, Clipper Cove Promenade, Marina Plaza and the Cultural Park.

Pedestrian Network & Neighborhood Parks

Social spaces and amenities specifically designed for residents.

YERBA BUENA ISLAND

Hilltop Park

A regional and neighborhood serving park with passive recreational areas, overlooks, and picnic areas.

Regional Open Space - Habitat Management Areas

The majority of the island's open space is dedicated to habitat management and associated recreational uses such as hiking, biking, and picnicking.

Trails and Overlooks

A continuous network of rustic hiking trails will provide access to the island's open space areas and overlooks.

Senior Officers' Quarters Historic District

Existing gardens surrounding the historic Senior Officers Quarters.

OPEN SPACE AND PARK TYPOLOGIES



FIGURE 4.1 OPEN SPACE AND PARK TYPOLOGIES

SUB-PHASE PARKS AND OPEN SPACE

PROPOSED PARKS AND OPEN SPACE	
YERBA BUENA ISLAND : SUBPHASES 1YA + 1YB	
	ACRES
Hilltop Park 1	2.7
Hilltop Park 2	2.2
Beach Park	0.8
YBI Trails and Habitat Management Areas	66.7
TOTAL	72.4

TABLE 4.1 SUB-PHASE PARKS AND OPEN SPACE ACREAGE



FIGURE 4.2 SUB-PHASE PROPOSED PARKS AND OPEN SPACE

4.2 SUB-PHASE PARKS AND OPEN SPACE OVERVIEW

Located in the middle of San Francisco Bay, the two islands share an incredible water bound landscape with sweeping views of the entire Bay area, proximity to downtown San Francisco and Oakland. Both islands are exposed to wind that play a major role in shaping parks and open space program and design. But within these shared circumstances, different parts of the islands have very different characters. This Sub-Phase focuses on Yerba Buena Island, a dramatic, steep hillside setting. The cove between the two islands is sheltered and relatively calm, and has a picturesque quality enriched by the marina, the backdrop of Yerba Buena Island and the new span of the Bay Bridge and the historic buildings remaining from the original Exposition.

Each park and open space has been programmed and designed to exploit and emphasize these unique qualities in order to enhance the diversity and memorable moments that are hallmarks of great regional and world destinations alike. The Parks and Open Space chapter provides illustrative material that highlights the Yerba Buena Sub-Phase parks and open spaces and describes how they contribute to the creation of a unique island community and a truly regional destination.

Sub-Phases 1YA and 1YB on Yerba Buena Island include approximately 72.4 acres of parks and open space. Consistent with the principle of adjacency described in the DDA, open space and parks will be developed in conjunction with development blocks. The following goals and principals have guided the design of each park and open space.

SAFE AND ACCESSIBLE

Ensure that parks and open spaces are easily accessible by transit, universally accessible to all and safe for both pedestrians and bicyclists.

DIVERSE PROGRAMS

Sub-Phases 1YA and 1YB parks and open space programs are consistent with the Standards and Guidelines included in the Design for Development Document and the Open Space Plan approved as part of the Disposition and Development Agreement. The creation of an authentic San Francisco neighborhood and regional destination that will draw visitors from around the Bay Area and beyond are central to the vision set forth in those documents. The parks and open space program has been developed to reach a wide demographic of residents and visitors with a diversity of uses and opportunities for social and cultural events, passive and active recreation, hiking, biking, and natural areas. As part of the design process the design team has worked with MJM Management to address the programming, operations, and maintenance of each park and to ensure that they will function as part of a holistic network; will have the necessary infrastructure in place to support the program; and can be maintained and operated sustainably.

UNIQUE PLACES

Each park has been designed to reveal and magnify the natural and cultural forces that influences its unique role in the community and its place in the landscape, and each has its own visual character and experiential qualities, specific to location, context and program. Taken as a whole, Yerba Buena Island's Sub-Phase parks support a cohesive vision that contributes to the identity of the island and is greater than the sum of its parts.

ENGAGE THE WATERFRONT

Take advantage of the waterfront, visually, experientially, and ecologically, and bring people to the water's edge to fully appreciate the Bay.

CONNECTED AND INTEGRATED WITH DEVELOPMENT

Create strong connections between parks, streets, and public open spaces and design for indoor-outdoor relationships with both historic buildings and new development. Integrate park, open space, and habitat concepts with adjacent uses, private development, and street design.

SUSTAINABILITY AND ECOLOGICAL INFRASTRUCTURE

Storm water management, food production, habitat creation, water conservation, and integrated pest management are the focus of parks and open space sustainability. In addition, the park and open space design is integrated with the new island infrastructure and natural processes to support urban sustainability.

INTERPRETATION AND EDUCATION

Provide park facilities and opportunities that support learning about cultural history, ecology, and urban sustainability, and provide for discovery and personal connection with the natural and cultural resources of the Bay Area.

ADAPTABILITY

As a long-term redevelopment project, the construction of Treasure Island and Yerba Buena Island will happen in multiple phases over many years. With that in mind, a philosophy of adaptive management and flexibility has guided each park design to allow for ongoing public participation in an evolving community; changing needs and uses; varying design approaches; and sustainable management and operations.

4.2.1 YBI HILLTOP PARK



DESIGN CONCEPT

This site is a cultural + ecological arboretum. It tells an evolutionary story with layers of time embedded (stairs, foundation, ruins) as the site flora transitions from a historic ecology to a more cultural landscape. Both hilltops act as foci of two distinct experiences within the arboretum; the south retaining and revealing the site’s ecological history, while the more northern hilltop cultivates an attention to the island’s cultural history through remnants and a focus on the built landscape.

The design of the park provides views as stipulated in the Trust Exchange Agreement and Tidelands Trust View Cones where sight lines from the two hilltops are not obstructed.

ACCESS AND CIRCULATION

Site access is based on two circuits. Yerba Buena Drive is primarily for vehicular access. This loop road brings visitors to the site at a drop off area located at the saddle between the two hilltops. The other is for pedestrian access as well as egress for future development. A spine connects the saddle and two hilltops. Additional pathways or “goat paths” from the spine take visitors up and down the hilltops.

ACTIVITIES AND PROGRAMS

At the saddle, a bosque of Stone pines leads to an open landscape terrace looking north over the bay. Adjacent to the terrace is a hillock, slightly raised in the center with pathways curving around its edge that take visitors up to the north Hilltop. Stairs take visitors up to the north Hilltop overlook. This space is built over the existing water reservoir tank. Picnic tables and BBQ grills are available for use up here. A grove of Monterey pine trees define the space as well as offer shade. At the northern edge of the overlook, crenelated seating offers respite from the elements and views of the bay. On the southern edge, panoramic view can be enjoyed from within the Monterey pine grove. A pathway continues further west, taking visitors down to more intimate overlooks nestled in coastal scrub and native grasses.

An allee of oak trees connects these northern and southern hilltops. Adjacent to the spine, there is an enclosed dog park. Project mitigation measures require that off-leash dogs are prohibited on Yerba Buena Island outside of designated, enclosed off-leash dog parks.

Passing a dog park to the south, the path leads to a picnic and gathering area. Beyond the picnic area, an existing water tower is transformed into a semicircle of terraced seating facing south towards San Francisco.

Gently sloped goat paths travel downhill from these areas to the north and south, with switchbacks along the contour lines, mimicking how goats once created their pathway up and down the hillsides on this island that was once named Goat Island.

WIND AND SOLAR ACCESS

Terraced seating along the western and southern edge of the North Hilltop provides views of the bay and allows users to experience the movement and warmth of the sun from sunrise to sunset.

The crenelated seating offers respite from northwesterly winds. The cypress pine grove is a “room” at the southern end that offers partial shade and frames views. The eastern edges of the park and the hillock at the center of the park provide a mix of wind protection and to accommodate a range of activities. The southern Hilltop is defined by existing trees and paths which lead to a circular terraced seating area that frames the spectacular view of the Bay Bridge and offers respite from wind throughout the day and from sun during the late afternoon. Trees on the windward west edge of the park will be maintained and will mitigate wind exposure along that edge of the park.

The Hilltop Park is designed to provide a combination of sunny open areas coupled with lightly shaded groves that provide a spatial definition for the park and mitigate winds.

SUB-PHASE UPDATES

North Hilltop

- Stairs at south end moved to opposite side for more direct access
- Accessible path from arrival / drop off area to the North Hilltop overlook

Saddle

- 3 landscape terraces added
- Paved arrival area adjacent to hillock

South Hilltop

- 6 Parking spaces added (1 accessible)
- Fire truck turnaround (under study)
- Terraced seating with views to the West
- Picnic and gathering areas are paved for accessibility

YBI HILLTOP PARK - ILLUSTRATIVE PLAN



SADDLE

- 1. BOSQUE OF PINES
- 2. ARRIVAL
- 3. SPINE
- 4. HILLOCK

NORTH HILLTOP

- 5. OVERLOOK
- 6. MONTEREY PINE GROVE
- 7. OVERLOOK / TERRACE SEATING
- 8. PATHWAYS

SOUTH HILLTOP

- 9. DOG PARK
- 10. TRAILS / GOAT PATHS
- 11. OVERLOOK
- 12. PICNIC / GATHERING

PRESERVED EXISTING SITE ELEMENTS

- 13. CONCRETE STAIRS
- 14. PRESERVED AREA
- 15. RETAINING WALL

FIGURE 4.3 YBI HILLTOP PARK ILLUSTRATIVE PLAN



SUSTAINABILITY

EXISTING STRUCTURES

The design aims to hold on to a few important elements and incorporate them into the new Hilltop Park to reduce site disturbance, labor, cost, and energy. Re-usable demolition materials will be used as ballast to reduce the need to truck in fill.

PLANTING & RE-VEGETATION

Strategic removal of non-native trees specifically eucalyptus which are widely considered to be detrimental to native vegetation. They spread rapidly by producing enormous amount of seeds, growing sapling canopies shade out native plants and mature trees produce large amounts of debris that bury plants in the understory.

Healthy trees, understory, and groundcover will be preserved based on surveys and recommendations by qualified biologist or arborist. California native grasses, wildflowers, trees, and hillside shrubs will be planted throughout the park.

SOILS

Balancing cut and fill during earthwork and grading to minimize soils needed to be trucked away. In situ soils will be utilized whenever possible as recommended by soil analysis. Restoring plants that have adapted to native soils reduces the need for soil amendments, fertilizers, under-drains, and/or excess water application.

STORMWATER MANAGEMENT

Bioswales around the perimeter of the park use recommended plants from the City of San Francisco's Stormwater Design Guidelines.

WATER AND IRRIGATION

Large areas of the park will be planted with native wildflowers and grasses. Irrigation frequency and application amount will be adjusted as plants establish. Plants are grouped with similar water needs to reduce runoff. Plants adapted to the Bay's climate can tolerate long periods of drought.

There are many benefits of estimating the proper irrigation water demand of the landscape. Saving water and energy is paramount when drought is a constant concern in the San Francisco Bay area. Proper irrigation improves landscape health, prevent groundwater contamination and reduce runoff and drainage loads.

PAVING

The design of the park uses a limited palette of materials which are chosen for not only for appearance but for performance and cost. For example, asphalt is easy to install, maintain and repaired. Concrete is a flexible material that can be formed into different shapes that is strong, durable and will require minimal maintenance which will reduce maintenance cost in the long term. Concrete unit pavers have similar benefits and repairs can be localized to minimize cost, energy and time.

New trails will be constructed east of the South Hilltop to encourage public use of the natural environment on the south side of the park. Trails of compacted dirt based on regional park design guidelines to minimize the impact of the area.

Approximately 30% of the park area will be paved and 70% will be landscaped and planted.



FIGURE 4.4 YBI HILLTOP PARK RIDGELINE PATH VIEW



FIGURE 4.5 YBI HILLTOP PARK PINE GROVE / NORTH SUMMIT VIEW

4.2.2 YBI BEACH PARK



The Clipper Cove Beach Park is situated on a relatively flat bluff above Clipper Cove beach on the northeast side of Yerba Buena Island. Consistent with the Design for Development document, Historic Building 10 is currently being relocated as part of the S.F. County Transportation Authority I-80 Interchange Improvement Project. The building will be owned and managed by the Treasure Island Development Authority and uses may include community events, retail, water access services or rentals, and non-profit functions. Taking advantage of the existing topography, a bowl shaped lawn (also being constructed by the SFCTA) will provide an open and generally flat area for picnicking and passive recreation. Several existing palm and coast live oak trees provide scale and define the park edges.

DESIGN CONCEPT AND PROGRAM

Clipper Cove Beach Park will provide a unique public open space amenity along with access to the water and the delightful beach that rings the western edge of Clipper Cove. In addition to the relocation of Building 10 and the park improvements being completed by the SFCTA, this Sub-Phase Application includes additional site furnishings and picnic areas, provision of an accessible route from the Causeway to the beach level, and a new public access stair and boat slide. A restroom will be provided (by others) adjacent to the parking lot at Building 10.

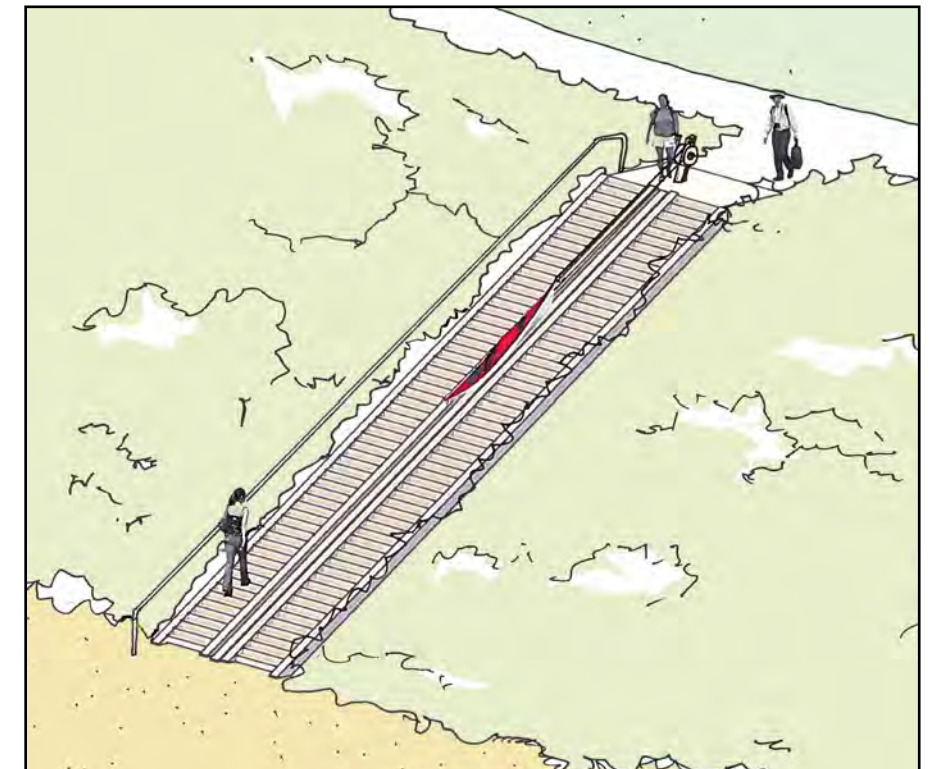
ACCESS AND CIRCULATION

Universal access is provided to both levels of the two story Building 10 from a parking area including 11 parking spaces (1 ADA space) that will be accessed from Treasure Island Road. Access to Clipper Cove Beach will be provided on a gentle universally accessible path from Treasure Island via the Causeway. A new timber beach access stair combined with a canoe/kayak ramp and lift will provide access from the Park to the Beach. In addition, a secondary stair with landings and

railings and children's slide may be incorporated into the 40-foot slope, providing additional access and a playful amenity to the Park. Further analysis and coordination with resource agencies is required during the design development phase to ensure the feasibility of the secondary stair and children's slide.

STORMWATER MANAGEMENT

The bowl shaped lawn at the center of the Beach Park will be designed as an a detention basin and bioretention area to treat stormwater runoff from the development parcel located on the West Side of the island and Macalla Road. Treatment flows will be directed to the area via storm drain pipes and discharged at a small forebay located at the outlet. Treated flows will then be returned to Treasure Island Road and directed to an outlet on the west side of the causeway.



YBI BEACH PARK PUBLIC STAIR ACCESS AND BOAT SLIDE

1. CLIPPER COVE BEACH
2. BEACH ACCESS (6' PATH UNIVERSAL ACCESS)
3. PUBLIC PARKING (11 SP.)
4. HISTORIC BLDG. 10
5. PUBLIC RESTROOM BY OTHERS
6. PICNIC LAWN + BBQ PADS
7. TIMBER BEACH ACCESS STAIR AND SMALL BOAT RAMP/LIFT
8. BLUFF PATH AND OVERLOOK WITH SEATING AND INTERPRETIVE SIGNAGE
9. STORMWATER PLANTING
10. BEACH DECK



FIGURE 4.6 YBI BEACH PARK ILLUSTRATIVE PLAN

4.2.3 YBI HABITAT MANAGEMENT PLAN AREAS



YERBA BUENA ISLAND TRAIL NETWORK

In stark contrast to its neighbor to the north, YBI is a steep and rocky natural island. It is relatively densely vegetated, although non-native and invasive species represent a large and increasing threat to the remnant native habitat. Nevertheless, there are pockets on YBI that represent the best of California landscapes. On YBI, most of the open space is proposed to be managed as natural habitat and passive open space. The Yerba Buena Island Habitat Management Plan (HMP), adopted March 2011, describes the existing conditions, prioritizes proposed actions, and discusses how the HMP may be implemented. The HMP is a plan and a process, a framework but not a result.

The HMP will ultimately be overseen and implemented by TIDA, as the long-term owner of the habitat management areas. TIDA will in turn likely call on the resources of many different groups to implement the HMP: TICD, who will provide initial capital for a portion of the early HMP work to be completed; professional biologists, who will be hired to oversee activities as they are carried out; paid staff, who will complete necessary maintenance and more complex projects; and volunteers, who will likely do everything from conducting docent-led tours of the Island to hand weeding and clean-up. Site-specific plans will be developed at a level of detail beyond the scope of the Habitat Management Plan itself.

The HMP manages for both special-status species and biodiversity utilizing preservation, restoration and enhancement strategies, and identifies actions to accomplish each:

- Revegetate to establish site-specific and appropriate habitat
- Reintroduce special-status plants
- Remove and control invasive plant species
- Construct trails and install recreational facilities as a method to educate the public, to increase public appreciation of YBI's natural resources, and to reduce human impact in the island's natural areas.

The initial development phase would include specific habitat management efforts carried out by TICD, as part of the master development of the Island. This would likely include efforts associated with site preparation and infrastructure improvements in areas adjacent to the proposed development parcels and/or public rights-of-way. In addition, the budget for the redevelopment project includes funding that could be used, at the discretion of TIDA, either to complete additional habitat management projects on YBI, and/or as seed money to found a parks and open space conservancy organization that would, in part, help to coordinate and manage the implementation of the Yerba Buena Island Habitat Management Plan (HMP) over the long term. Ideally, the initial funding would also allow for the most pressing restoration, enhancement and preservation efforts to be implemented by a professional restoration contractor, as identified in the HMP, Section III, Management Plan Priorities. TICD would also provide funding for on-going operations and maintenance of HMP areas in accordance with a fixed-schedule of payments as specified in the Financing Plan attached to the DDA.

According to the project Schedule of Schedule of Performance, TICD must complete its implementation of HMP 1 by 2022 and HMP 2 by 2028, however, there is no "end" to the HMP – long term monitoring and adaptive management of the habitat areas on YBI will be required so long as habitat provision remains a goal.





5. UTILITIES

5.1	STORMWATER TREATMENT	77
5.2	STORM DRAIN	78
5.3	SANITARY SEWER	80
5.4	LOW PRESSURE WATER	82
5.5	JOINT TRENCH	84

CONSISTENCY WITH ENTITLEMENT DOCUMENTS

The Utility systems included as part of this Sub-Phase Application 1 are consistent with previous entitlement documents and the Treasure Island/Yerba Buena Island Master Utility Plans, which are currently being reviewed by applicable City Agencies. The Utilities section of this Sub-Phase Application 1 includes 50% Construction Documents for all Utilities on Yerba Buena Island. Further information regarding phasing and interim utility improvements will be provided as part of subsequent improvement plan submittals. It is not anticipated that there will be Transferable Infrastructure in YBI Sub-Phase 1YA and 1YB

THIS PAGE INTENTIONALLY LEFT BLANK

5.1 STORMWATER TREATMENT

All watershed areas will include centralized treatment areas where a single treatment feature treats storm water from the entire watershed including private parcels, city rights-of-way and TICD controlled property. Private vertical development and TIDA controlled property will not be required to implement any storm water treatment measures on their parcels because the storm water treatment is provided in designated off-parcel centralized treatment areas as approved by the SFPUC.

On Yerba Buena Island, treatment flows will be diverted from the storm drain systems via gravity into the treatment areas. Any treatment flow downstream of the treatment areas will be pumped into the treatment areas. Centralized storm water treatment areas shown are conceptual only and will be further documented in the Project's Preliminary and Final Storm Water Control Plans. The Preliminary Stormwater Control Plan is included in this application as Appendix G.

The centralized treatment facilities will consist of a "treatment train" strategy in an urban park setting. The treatment train will consist of a swirl separator, a forebay, a vegetated swale, extended detention, and dispersed biotreatment areas. Landscaping will be selected for stormwater treatment, biological habitat benefits and aesthetics, while providing screening of the structural elements (primarily, the pump discharge location and the bioretention outlet structure).



FIGURE 5.1 SUB-PHASE STORMWATER TREATMENT

5.2 STORM DRAIN

The proposed storm drain mains will be located in the street right-of-way except for the storm drain outfalls that pass through the parks and open spaces.

Existing storm drain mains will be demolished and removed as needed with Sub-Phases 1YA and 1YB. New outfalls will be constructed for the storm drain system for Sub-Phases 1YA and 1YB. Existing outfalls will be reconstructed as part of the shoreline protection.

On Yerba Buena Island hillside areas 1Y and 2Y will drain towards a new outfall (Outfall B) on the east side of Macalla Road towards North Gate Road. Macalla Road and west of hillside will drain towards Treasure Island Road and to a new Outfall at Clipper Cove and Palm Drive (Outfall A).

No treatment pump stations will be provided on Yerba Buena Island.

Treatment pump stations (Outfall A) at Clipper Cove and Palm Drive will be constructed as part of Sub-Phase 1YA and 1YB of the Treasure Island Redevelopment. Centralized treatment areas are located in the open space area and are shown for reference only.

The following location will require an easement:

- Water Tanks towards the northwest side of the development parcel to Macalla Road. This is to provide public potable water from the water tanks to Macalla Road to service Treasure Island
- New outfall at North Gate Road (Outfall B)
- West end of Treasure Island Road and the Ferry Plaza toward the outfall (Outfall A)

Proposed Changes to the 2011 Infrastructure Plan

- Section 12.3.2 – Yerba Buena Island Stormwater Treatment Areas
 - o The stormwater treatment areas have been updated per the Master Utility Plans.
- Figure 12.1, 4 – Proposed Stormwater Collection System
 - o The system layout and stormwater treatment areas have been updated per the Master Utility Plans.

STORM DRAIN

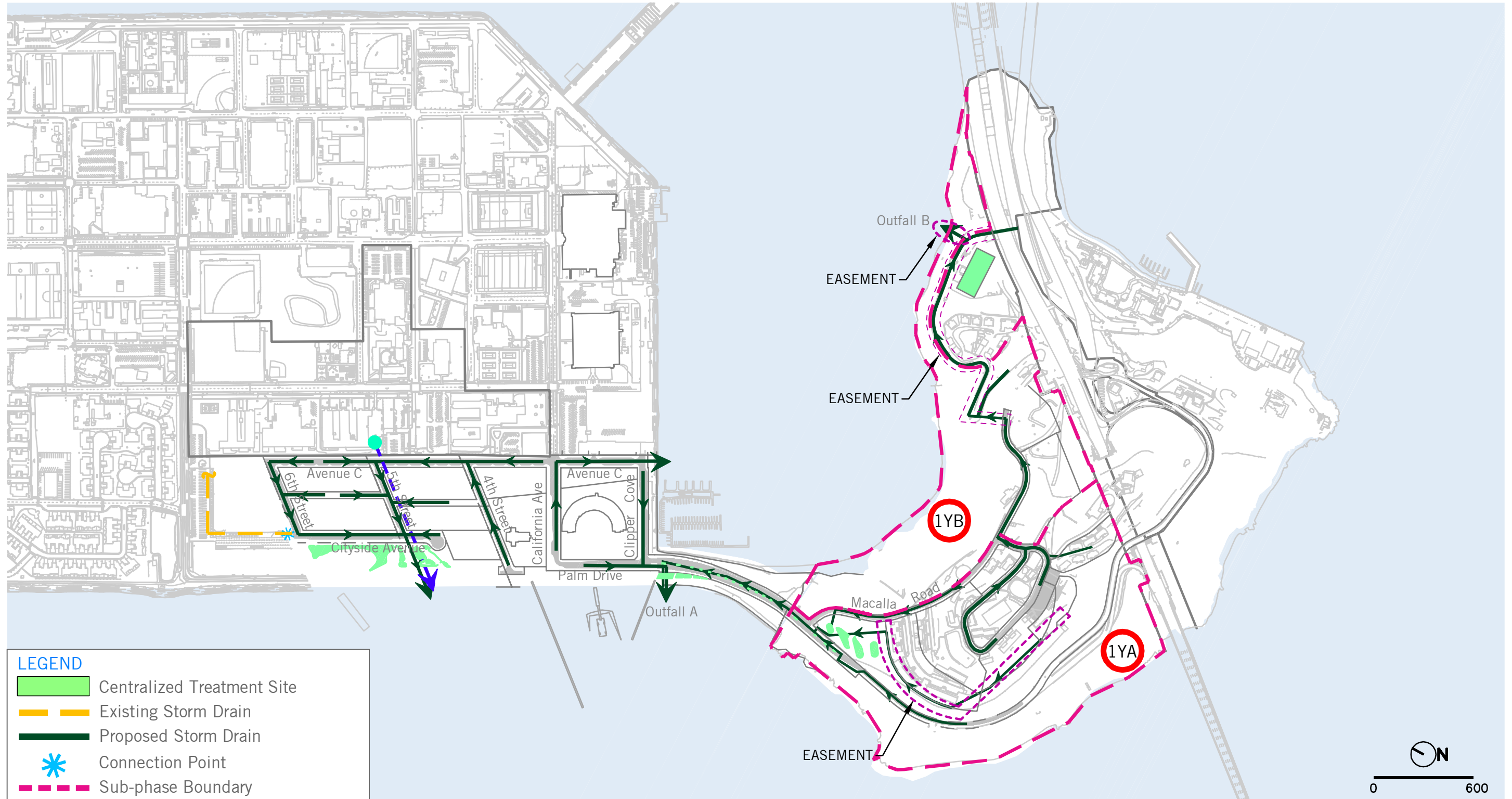


FIGURE 5.2 SUB-PHASE STORM DRAIN

5.3 SANITARY SEWER

The proposed sanitary sewer (SS) system will serve the sewer demands for the development. The existing SS mains and laterals within Sub-Phases 1YA and 1YB will be demolished.

The proposed SS system will allow for connection of select existing sewer facilities at the connection to existing Coast Guard main in North Gate Road on Yerba Buena Island.

Proposed pump stations will be located at the following locations:

- In proposed North Gate Road approximately 120 feet from the Coast Guard lands
- In proposed North Gate Road near the SOQHD parcel
- In proposed Macalla Road near the proposed 4Y parcel

Proposed Changes to the 2011 Infrastructure Plan

- Section 10.2.2
 - o The pump/lift station layouts have been adjusted based on conversations with the SFPUC.
- Section 10.2.2.2 – Wastewater System Design Criteria
 - o The design criteria has been updated based on requests from the SFPUC
 - Velocity: Wastewater system velocity will be 2 feet per second during average dry weather flows.
 - Minimum Depth of Cover: Minimum depth of cover shall be 5 feet.
- Section 10.5
 - o The proposed Sub-Phase development will not utilize the existing Navy sewer system. A new interim force main will be constructed out the existing waste water

treatment plant that will serve the proposed development.

- o The SFPUC will not be responsible for the existing Navy sanitary sewer mains that will remain after this Sub-Phase. TICD will coordinate with TIDA to determine what studies, if any, are required for the existing condition assessment of the existing sanitary sewer mains.
- Section 10.3 – Wastewater Treatment Wetlands
 - o There are currently no plans to utilize wastewater treatment wetlands.
- Figure 10.1 – Proposed Wastewater Collection Systems
 - o Based on continued conversations with SFPUC, the sanitary sewer system and pump station layouts have been updated per the Master Utility Plans.

SANITARY SEWER

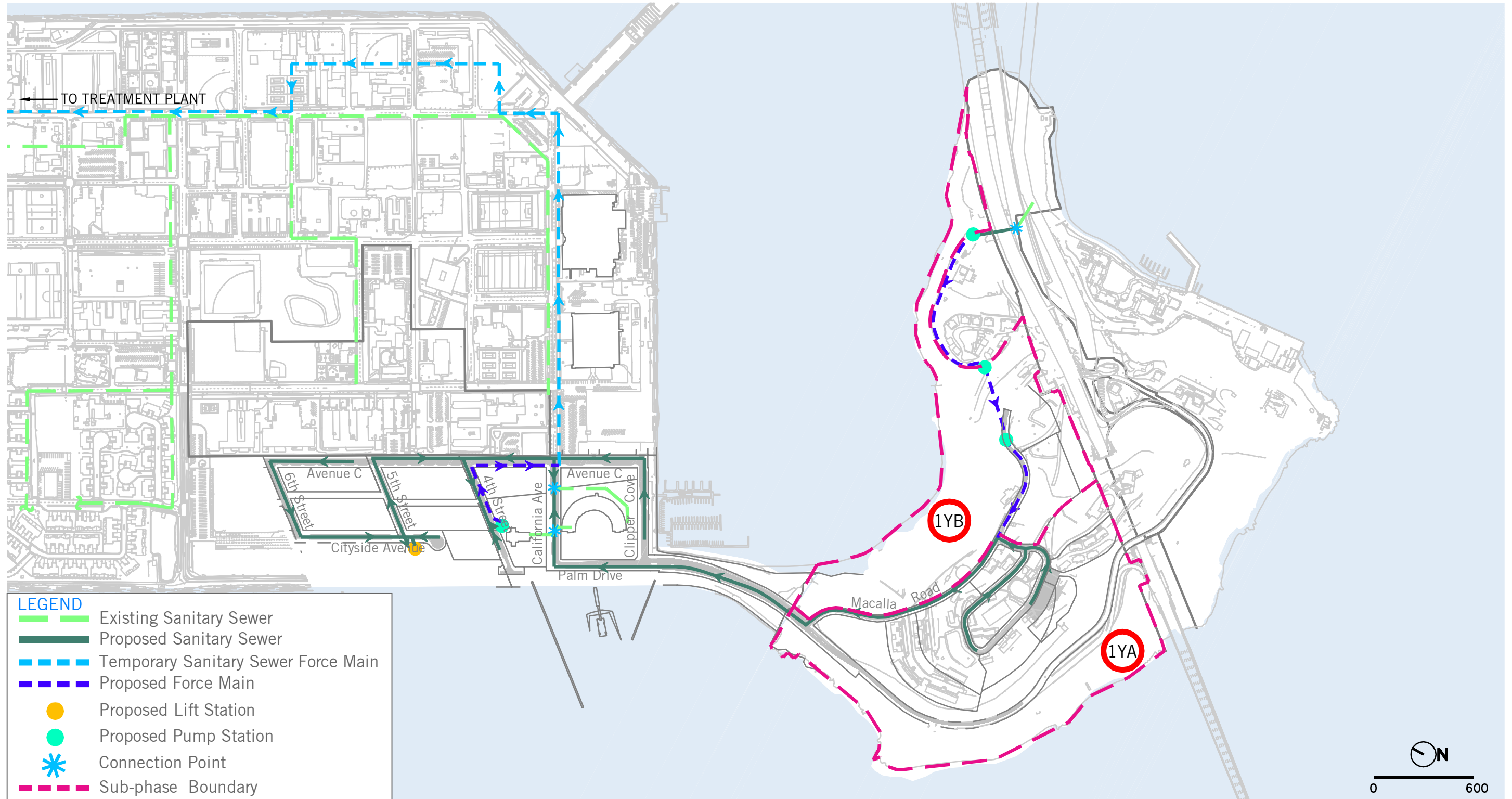


FIGURE 5.3 SUB-PHASE SANITARY SEWER

5.4 LOW PRESSURE WATER

The proposed low pressure water (LPW) system will serve the potable water demands and the fire flow demands for the development. LPW includes water tanks on YBI for service and fire protection on TI & YBI, and pumping facilities to serve YBI. The existing LPW mains within Sub-Phases 1YA and 1YB will be demolished.

LPW facilities will be located within public right-of-way to allow for access and maintenance of facilities unless an alternative design is approved by SFPUC under the Subdivision Regulations for Treasure Island and Yerba Buena Island. In every location where a SFPUC low pressure water main is located outside the public right-of-way, an easement will be dedicated for that low pressure water main. The SFPUC will only consent to such water main easement if the SFPUC determines that the proposed alignment and easement area appropriate based on the SFPUC policy.

The following locations will require an easement:

- Water Tanks towards the northwest side of the development parcel to Macalla Road. This is to provide public potable water from the water tanks to Macalla Road to service Treasure Island.
- South of Yerba Buena Road within the proposed open space towards the Coast Guard property. This is to provide continued potable water service for the Coast Guard area.
- Through the Senior Officer Quarters Headquarters District (SOQHD) parcel to provide continued potable water service for the Coast Guard.

The proposed LPW system will allow for the connection of the existing LPW system at the following locations:

- Connect to the existing main at the proposed viaduct
- Connect to three existing mains from the U.S. Coast Guard
- Connect to one existing main at the ramp
- Connect to one existing main along North Gate Road.

Connection of existing water system to the new LPW system will include meters and backflow devices.

Proposed Changes to the 2011 Infrastructure Plan

- Section 9.2.2.2 – Emergency Water Supply
 - o The PUC had determined they do not need an emergency water supply from EBMUD and has removed the secondary line from the project.
- Section 9.2.3 – Proposed Potable Water Storage
 - o The locations and configuration of the water storage tanks have been modified in coordination with the SFPUC due to seismic concerns at the existing water tank location on Macalla Road and separating the larger tank into two tanks for maintenance purposes.
- Section 9.5 – Phases for Potable Water System Construction
 - o The current plan is to build the new development water storage tanks before Sub-Phases 1YA and 1YB development is complete.

- o The SFPUC will not be responsible for the existing Navy water mains that will remain after Sub-Phases 1YA and 1YB. TICD will coordinate with TIDA to determine what studies, if any, are required for the existing condition assessment of the existing water mains.
- o Figure 9.1 - The potable water distribution system has been updated per the Master Utility Plans

LOW PRESSURE WATER

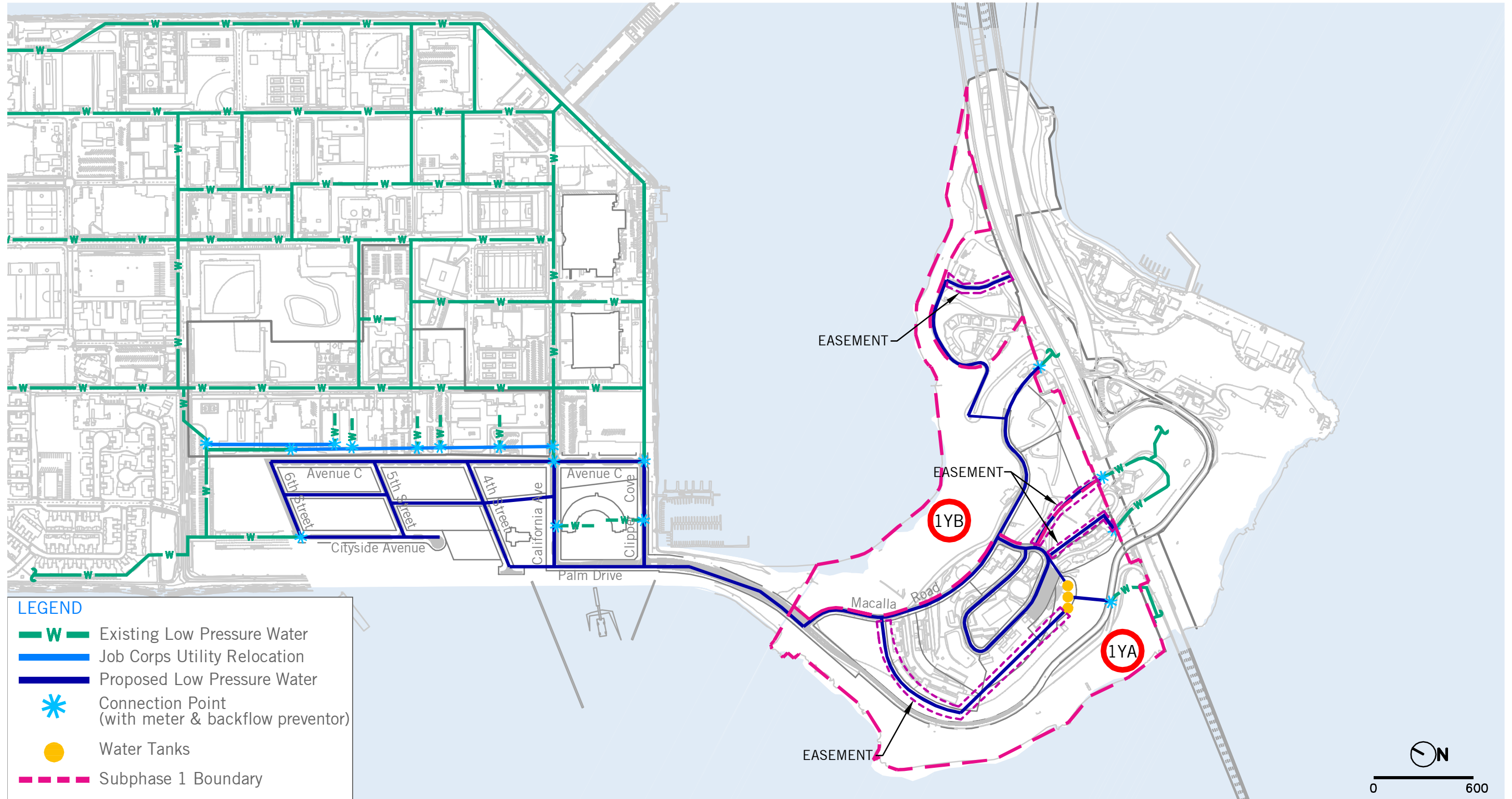


FIGURE 5.4 SUB-PHASE LOW PRESSURE WATER

5.5 JOINT TRENCH

A joint utility trench system is planned for the project and will include the following dry utilities: electric, gas, telephone, cable TV and other ancillary communication facilities required by SFPUC.

Joint utilities on site shall be placed in a common trench located in the franchised area, under the sidewalk for mechanical protection and will be installed to maintain utility standard clearances from wet utilities and other improvements. Vaults, boxes, manholes and enclosures housing equipment will be installed in the franchised area as well; their locations will be coordinated with wet utilities, other civil and architectural improvements and street lights.

The joint trench exhibit illustrates the general location of proposed joint trench facilities, an overhead line relocation and new switch gear at the eastern shore and identifies other joint utility source locations. General system elements for each dry utility are described briefly below.

Treasure Island is served by existing submarine cable from Oakland. These lines connect to existing switchgear in existing Building 3. This switchgear then feeds distribution on Treasure Island and a submarine cable to feed distribution facilities on Yerba Buena Island. As part of these Sub-Phases, 1YA and 1YB, new 15kV switchgear will be provided on the east side of the island to feed the new 12kV, 600 and 200 amp distribution system in the new development. This new switchgear will be fed from the existing submarine cable from Oakland. This new switchgear will remain until the next Sub-Phase can be reviewed.

Electric facilities provided by either PG&E or SFPUC will include conduits, boxes, vaults, cables and devices including, but not limited to, switches transformers, capacitor banks and metering. The electric distribution system will consist of 600 and 200 amp 12 kV underground primary distribution circuits throughout the

project. Transformers placed in strategic locations will supply residential, commercial and support facilities with secondary voltage below 600V.

Where feasible, equipment will be placed subsurface. In some areas, subsurface transformers may not be allowed due to water table and soil characteristics. This will be determined by the electric utility on a case by case basis. Transformers supplying electricity to residential and commercial customers may be located either in the franchise area or on private property assuming that adequate operating clearance and access is provided. In areas where subsurface transformers are not feasible pad mounted equipment may be necessary.

Existing natural gas service comes to Treasure Island through an existing 10-inch submarine gas pipeline from Oakland. This line terminates at a large PG&E meter and service lines radiate out from this meter to serve existing uses on TI and YBI. New gas distribution will be provided to serve the proposed development. Gas facilities provided by PG&E will consist of steel or plastic gas pipe, fittings, appurtenances and metering equipment.

Telephone and cable TV facilities provided by AT&T and Comcast will consist of conduits, boxes, vaults and amplifiers to facilitate the installation and operation of copper and fiber optic cables as proposed by the communication providers.

Joint Trench will be provided in all streets and will be adjacent to proposed pump station locations. It is assumed that each pump station will connect to power available in joint trench and will have its own service point with a meter. Communication facilities will also be available adjacent to pump stations to allow for connection to the Internet.

Street lighting systems will consist of steel conduits, boxes, wiring and lighting units. A lighting unit will consist of a foundation, pole, mast arm, luminaire(s) and photocell. The street lighting system will utilize LED type lighting and provide photometric and lighting characteristics that are defined in the Treasure Island & Yerba Buena Island Streetscape Master Plan.

JOINT TRENCH

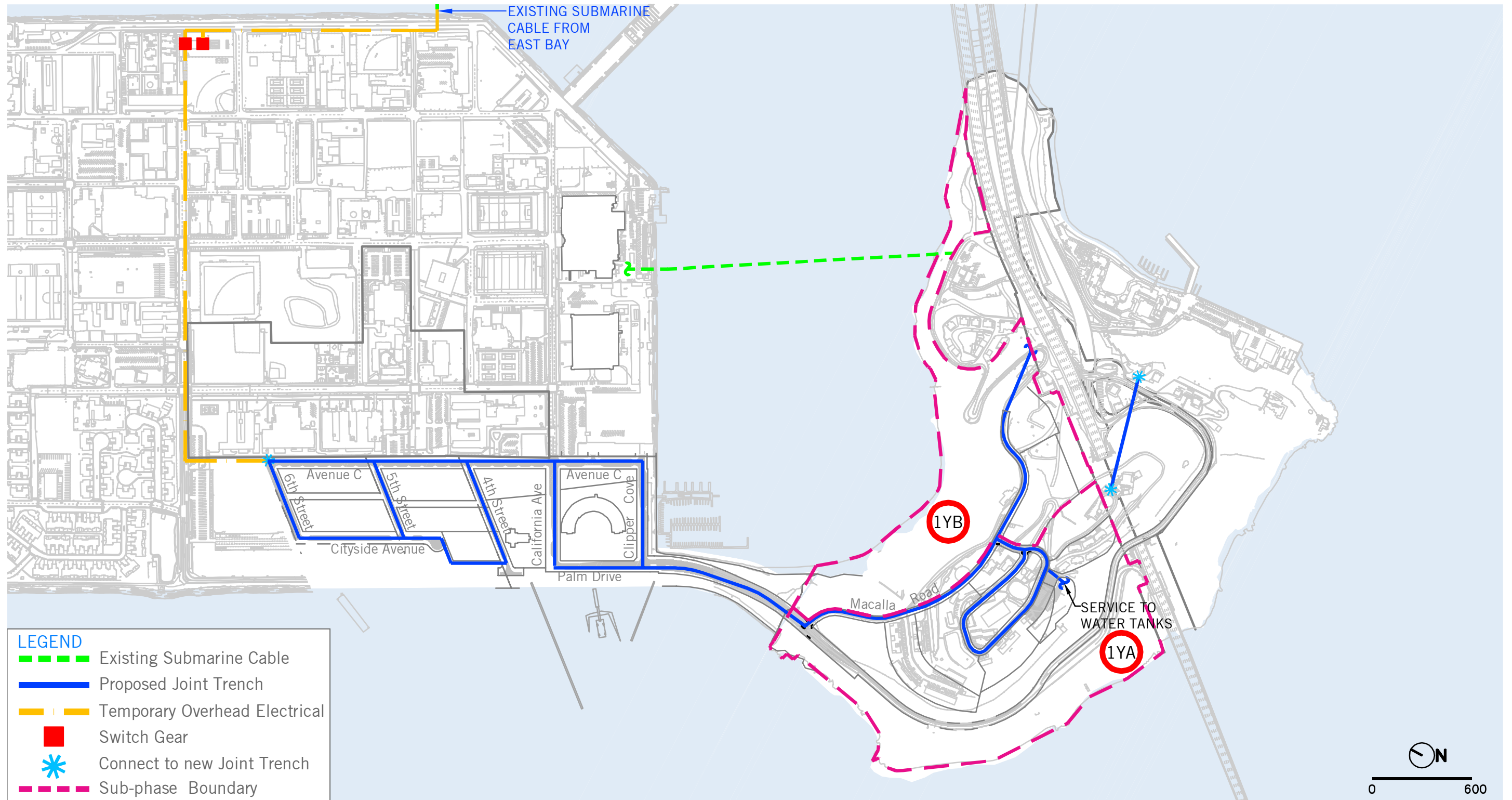


FIGURE 5.5 SUB-PHASE JOINT TRENCH



6. APPENDICES

6.1	APPENDIX A: SUB-PHASE MMRP	88
6.2	APPENDIX B: SCHEDULE OF PERFORMANCE	94
6.3	APPENDIX C: SUB-PHASE HOUSING DATA TABLES	95
6.4	APPENDIX D: SUB-PHASE COST ESTIMATES (50% IMPROVEMENT PLANS + 100% DD PARKS)	96
6.5	APPENDIX E: CORPORATE GUARANTY	97
6.6	APPENDIX F: 50% INFRASTRUCTURE IMPROVEMENT PLANS	104
6.7	APPENDIX G: PRELIMINARY STORMWATER CONTROL PLAN	108
6.8	APPENDIX H: 100% DD PARKS AND OPEN SPACE	109
6.9	APPENDIX I: TENTATIVE TRANSFER MAP	110
6.10	APPENDIX J: DRAFT TENTATIVE SUBDIVISION MAP	111
6.11	APPENDIX K: GEOTECHNICAL REPORTS (INFORMATION ONLY)	112

6.1 APPENDIX A: SUB-PHASE 1 MMRP

Treasure Island and Yerba Buena Island
Mitigation Monitoring Reporting Program

Mitigations Applicable to Major Phase 1

Implementation Status

Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	IMPLEMENTATION	
					Implementation Responsibility	Major Phase Implementation Status Notes
CULTURAL AND PALEONTOLOGICAL RESOURCES						
M-CP-1	Archaeological Testing Program	1	The archaeological consultant shall prepare and submit to the <u>Environmental Review Officer ("ERO")</u> for review and approval an Archaeological Testing Plan ("ATP") and then conduct the archaeological testing program in accordance with the ATP. The program will determine the presence or absence of archaeological resources and evaluate their significance.	Prior to commencement of soil-disturbing activities	Archaeological consultant	Archaeological Testing Plan for every Sub Phase to be submitted for approval to the City Environmental Review Officer prior to any work on site. Submission of testing plans for Sub Phase Applications 1 and 2 was completed on June 12, 2015.
	Re-design or data recovery program	2	Based on the archaeological testing program results, if the consultant finds the presence of significant archaeological resources, the ERO and consultants will determine if re-design or data recovery program is required.	Prior to commencement of soil-disturbing activities	Archaeological consultant	Report prepared during implementation of ATP will include determination if archaeological data recovery is appropriate. Archaeological Testing Plan implementation is estimated to occur in August and September 2015.
	Archaeological Monitoring Program (AMP)	3	The ERO and consultants will determine what project activities (in most cases, any soil disturbing activities) shall be archaeologically monitored and design an Archaeological Monitoring Program.	Prior to any demolition or removal activities, and during construction at any location	Project Sponsor and Archaeological consultant, in consultation with ERO	Archaeological Monitoring Program will establish schedules for any monitoring required prior to and during construction.
	Archaeological Monitoring Program (AMP)	4	Implement an Archaeological Monitoring Program.	Prior to any demolition or removal activities, and during construction at any location	Project Sponsor and Archaeological consultant, in consultation with ERO	Implement the Archaeological Monitoring Program for any monitoring required prior to and during construction.
	Archaeological Data Recovery Plan (ADRP)	5	Conduct Archaeological Data Recovery Program in accordance with the ADRP, to preserve the significant information the archaeological resource is expected to contain.	Prior to commencement of soils disturbing or removal activities, and during construction	Project Sponsor and Archaeological consultant, in consultation with ERO	ADRP will describe how the proposed data recovery program will preserve the significant resource.
	Human Remains and Associated or Unassociated Funerary Objects	6	Notify Coroner upon discovery and make all reasonable efforts to develop agreement for the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of any remains or funerary objects.	Throughout soils-disturbing activities.	Project Sponsor, Archaeological consultant, and Contractor, in consultation with ERO	Contractor to immediately notify Coroner in the event of any funerary object discovery.
	Final Archaeological Resources Report (FARR)	7	Prepare Final Archaeological Resources Report (FARR) about any discovered resource, including the historical significance and the methods employed in the testing/monitoring/data recovery program(s).	Upon completion of Construction	Project Sponsor and Archaeological consultant, in consultation with ERO	FARR to be prepared upon completion of construction at a given site.
M-CP-3	Paleontological Resources Monitoring and Mitigation Program (PRMMP)	1	Design a Paleontological Resources Monitoring and Mitigation Program	Prior to any demolition or removal activities, and during construction at any location on YBI	Project Sponsor, Paleontological consultant, and Contractor, in consultation with ERO	Design a Paleontological Resources Monitoring and Mitigation Program for YBI. Submission of PRMMP for Sub Phase Applications 1 is estimated to occur July 2015.
	Paleontological Resources Monitoring and Mitigation Program (PRMMP)	2	Implement a Paleontological Resources Monitoring and Mitigation Program	Throughout soils-disturbing activities on YBI.	Project Sponsor, Paleontological consultant, and Contractor, in consultation with ERO	Implement a Paleontological Resources Monitoring and Mitigation Program for YBI.
M-CP-6	Any alterations to and within Building 1's contributing landscape shall comply with Secretary's Standards	1	Ensure alterations and additions designed for Building 1's contributing landscape are consistent with the Secretary's Standards	During Design, prior to TIDA's approval of Design.	TIDA in consultation with qualified professional Preservation Architect, Architectural Historian, and/or Planner experienced with applying Secretary's Standards to adaptive reuse projects	During its design review process, TIDA to issue findings regarding landscape improvements contributing to Building 1.
M-CP-7	Any new free-standing construction west of Building 1 in its contributing landscape area shall comply with Secretary's Standards	1	Ensure design for new free-standing construction west of Building 1 in its contributing landscape areas is consistent with the Secretary's Standards	During Design, prior to TIDA's approval of Design.	TIDA in consultation with qualified professional Preservation Architect, Architectural Historian, and/or Planner experienced with applying Secretary's Standards to adaptive reuse projects	During its design review process, TIDA to issue findings regarding new structures proposed in landscape area west of Building 1.
M-CP-9	Documentation and interpretation of the Damage Control Trainer (housed in Building 341) must occur before it is demolished.	1	Prepare photographic and written documentation of the Damage Control Tower based on HABS and HAER guidelines.	Prior to any action to demolish or remove the Damage Control Tower	Project Sponsor and Architectural Historian Consultant	Following TIDA's approval of documentation, consultant to transmit it to SF History Center, TIDA, Planning Dept, and NWIC

					IMPLEMENTATION	
Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	Implementation Responsibility	Major Phase Implementation Status Notes
	Documentation and interpretation of the Damage Control Trainer (housed in Building 341) must occur before it is demolished.	2	Provide a permanent display of interpretive materials concerning the history and architectural features of the Damage Control Tower	Prior to any action to demolish or remove the Damage Control Tower	TIDA to establish location(s), media, and characteristics of display. Project Sponsor and Architectural Historian Consultant to prepare display	Design interpretive display.
TRANSPORTATION						
M-TR-1	Construction Traffic Management Plan (CTMP)	1	Develop and implement a Construction Traffic Management Plan to minimize overall disruptions and ensure overall circulation is maintained to extent possible.	Prepare CTMP and submit for approval prior to construction of the first Sub-Phase of the first Major Phase, to be updated for each subsequent Sub-Phase	Project Sponsor and their Construction Contractor(s)	Project Sponsors and their construction contractor(s) to prepare and implement CTMP, with update for each Sub-Phase. TIDA to coordinate with other City agencies. Contractors to disseminate appropriate info to employees and subcontractors.
	Once streets are accepted as City streets, additional coordination is required for temporary traffic and transportation changes	2	Once streets are accepted as City streets, coordinate through SFMTA's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT), and conduct public hearing. CMTP may be reviewed by SFMTA's Transportation Advisory Committee (TASC) to resolve internal differences.	Implement process as soon as any streets are accepted by City	Project Sponsor and their Construction Contractor(s)	Project Sponsors and their construction contractor(s) to coordinate any temporary changes with ISCOTT after streets are accepted by City.
	Separate Traffic Management Plan (TMP) for Caltrans	3	Prepare separate Transportation Management Plan and contingency plans for construction activities conducted within Caltrans right-of-way	In advance of construction activities in Caltrans right-of-way	Construction contractors and permit applicants	Construction contractors and permit applicants to coordinate with Caltrans and submit Certification Checklist forms to Caltrans when appropriate
	Consultation with other Island users about transit route changes	4	Prior to development of CTMP, coordinate plan development with other Island users, including Job Corps and Coast Guard.	Coordinate preparation of CTMP (and its updates) with other Island users.	Project Sponsor	Project Sponsors and their construction contractor(s) to coordinate transit route changes with other agencies during preparation of CTMP (and subsequent updates).
	Notify vendors of special requirements for STAA trucks (largest commercial shipping trucks) larger than 65 feet	5	Notify vendors that STAA trucks larger than 65 feet exiting from the eastbound direction of the Bay Bridge may only use the off-ramp on the east side of YBI	When contracting with vendors	Construction contractor(s)	Construction contractor(s) to report vendor notifications to TIDA
M-TR-24	New Transit Only Lane only triggered by operational delays to Muni service	1	Upon installation of metering light on westbound on-ramp on east side of YBI or upon completion of 1,000 dwelling units (whichever comes first), TIMMA (TITMA) to monitor length and duration of potential queues and associated delays. Project Sponsor to provide Transit Only Lane if triggered by Muni delay impacts are observed at least 50% of the time over 6 months period during peak periods.	Commence monitoring upon installation of metering light on westbound on-ramp on east side of YBI or upon completion of 1,000 dwelling units, whichever occurs first. Continue throughout life of project.	TIMMA (formerly TITMA) to monitor. Project Sponsor and their Construction Contractor(s) to re-stripe for Transit Only Lane, if needed.	TIMMA to conduct monitoring upon trigger event and report quarterly to SFMTA, and then monthly if there are further triggers.
NOISE						
M-NO-1a	Implement noise control measures during construction.	1	Develop and implement noise measures for each construction permit and provide monthly report on measures implemented.	For each construction permit. Construction contractors to report on noise measures implemented on a monthly basis.	Construction contractor(s)	All feasible noise control measures should be implemented.
M-NO-1a	Designate a Noise Disturbance Coordinator during construction.	1	Designate a Noise Disturbance Coordinator during construction; all construction contractors shall work with the Coordinator and post construction schedule at noise-sensitive areas nearby.	Noise Disturbance Coordinator to be available throughout all construction phases until buildout is complete.	Construction contractor(s)	Noise Disturbance Coordinator must be empowered to address noise complaints.
M-NO-1b	Identify and implement noise-reducing pile driving techniques and noise shielding and muffling devices.	1	Use noise-reducing pile driving techniques if nearby structures are subject to pile driving noise and vibration. Within 48 hours prior to such activities, notify building owners and occupants within 500 feet of project site of dates, hours, and expected duration of those activities.	During construction of each phase, if pile driving is required.	Project Sponsor to report to agencies and notify persons within 500 feet. Construction contractor(s) to identify and implement noise-reducing techniques.	Equipment used shall employ state-of-the-art noise shielding and muffling devices.
M-NO-2	Vibro-Compaction Monitoring	1	Geotech engineer to conduct pre-construction assessment of existing subsurface conditions and structural integrity of buildings within 50' subject to impact or vibro-compaction activity impacts. Further monitoring may be required	Prior to commencement of construction with impact or vibro-compaction activities.	Project Sponsor and their Geotechnical Engineer(s)	Pre-construction assessment required prior to each use of impact or vibro-compaction methods.

					IMPLEMENTATION	
Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	Implementation Responsibility	Major Phase Implementation Status Notes
M-NO-5	Mitigate traffic induced interior L_{max} noise levels in homes, schools, lodging.	1	Engage acoustical consultant to recommend traffic noise mitigating acoustical insulation or other equivalent measures. Provide post-construction monitoring to verify adequacy.	Prior to completion of design and issuance of building permits for each home, school or hotel.	Project Sponsor for each home, hotel or school.	Applicable for vertical development of homes, schools and hotels.
M-NO-6	Locate noise producing facilities away from noise sensitive receptors or require appropriate noise attenuating features.	1	Locate all utility and industrial stationary noise sources away from noise sensitive receptors and provide site and noise attenuation features during design. Monitor noise levels after installation to ensure compliance.	Site and noise attenuation features to be established during design of each noise source. Monitor within 3 months of installation of each noise source.	TIDA, in consultation with SFPUC, if appropriate.	Facilities such as pump stations, electric substation equipment, etc may be such noise sources.
AIR QUALITY						
M-AQ-1	Prepare and implement Construction Dust Control Plans	1	Incorporate all eight BAAQMD-identified construction mitigation measures into the required Construction Dust Control Plan.	Prepare and implement Dust Control Plans during each phase of site preparation and building construction.	Project Sponsors to create plan and their construction contractors to implement it.	Includes requirement to post publicly visible sign with contact info for any dust complaints.
M-AQ-2	Implement combustion emission reduction measures during construction activities.	1	Implement combustion emission reduction measures and submit quarterly reports regarding compliance through 2018 and annually thereafter.	Implement measures throughout construction and submitting quarterly and annual compliance reports.	Project Sponsors and their construction contractors.	Diesel powered generators for construction activities prohibited unless TIDA finds there are no other commercially available alternatives.
M-AQ-3	At submission of any Major Phase application, Air Quality consultant must review proposed development in that Major Phase along with existing uses and uses approved in prior Major Phases to determine whether the actual project phasing deviates materially from the representative phasing plan.	1	Review of phasing by Air Quality consultant prior to approval of each Major Phase application to confirm there will not be any additional significant impacts on any group of receptors.	Prior to submission of each Major Phase application	TIDA for horizontal construction or Planning Department for vertical construction outside Tidelands Trust Overlay Zone, and an air quality consultant.	There have been no changes in the proposed development for Major Phase 1 or existing uses; therefore, there are no potential impacts on any group of receptors for review by an Air Quality consultant.
M-AQ-4	Implement BAAQMD mitigation measures for projects that exceed construction thresholds that would be applicable to reducing PM2.5 emissions	1	Implement 13 additional construction mitigation measures to reduce construction emissions.	Implement during construction and submit quarterly reports regarding implementation.	TIDA shall require, and Project Sponsors and their construction contractors, shall implement	Measures are identified by BAAQMD as recommended for all projects regardless of whether thresholds are exceeded.
WIND AND SHADOW						
M-WS-3	Identify measures to reduce exposure to hazardous winds.	1	At least once a year, throughout construction, Wind Consultant shall visit site and identify measures to reduce exposure to potentially hazardous winds in publically accessible areas.	Implement during construction and submit annual reports regarding implementation.	Project Sponsor to retain consultant and annual assessments are sent to TIDA, DBI and Planning.	Site assessment to include design for all buildings approved or under construction.
	Identify measures to reduce exposure to hazardous winds.	2	Contractor shall develop safety plan to mitigate all wind-related risks.	Implement prior to issuance of building permit for each structure.	Project Sponsor and their Construction Contractor(s)	Object is to minimize risks from stacked materials that can be picked up by strong winds and from light structures that could be detached.
	Ensure compliance with Wind Consultant measures by conditions of approval for all construction permits.	3	Ensure implementation of Wind Consultant's structural measures and precautions by conditions of approval for all construction permits.	Implement prior to issuance of site and building permits.	TIDA and Planning	Project sponsors and subsequent building developers must cooperate to implement measures.
	Maintain records for compliance with Wind Mitigation Measures.	4	TIDA shall maintain records of EIR technical memorandum, all written recommendations, reports of wind testing, and proof that mitigation measures were followed.	Implement throughout construction	TIDA	Planning will provide TIDA with all reports prepared for vertical development. TIDA shall document and maintain reports for horizontal and maintain reports for vertical.
M-WS-4	Identify and compare potential impacts of every proposed building relative to those described in EIR	1	If building design would cause new or increased wind hazard that would not be eliminated by design changes, additional wind tunnel testing may be needed.	Implement prior to approval of schematic design for every building.	Planning, Project Sponsors, Wind Consultant, and design consultants.	If wind consultant concludes building would cause increased or new wind hazard that cannot be eliminated by design modifications wind tunnel testing may be required. Ferry Shelter in Sub Phase Application 2 has been evaluated for

Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	IMPLEMENTATION	
					Implementation Responsibility	Major Phase Implementation Status Notes
	Wind tunnel testing is required if increased or new wind hazards are likely that will likely not be eliminated by design modifications.	2	If wind testing is required, it shall be performed for an area at least 3 blocks wide and several blocks deep, including the test points tested in the EIR	Implement prior to approval of schematic design for every building.	Planning, Project Sponsors, Wind Consultant, and design consultants.	The goal is to cause no additional wind effects than identified by prior testing; it is not expected that all the wind hazard(s) identified by prior testing will be eliminated.
	Maintain records for compliance with Wind Mitigation Measures.	3	TIDA shall maintain records of EIR technical memorandum, all written recommendations, reports of wind testing, and proof that mitigation measures were followed.	Implement prior to approval of schematic design for every building.	TIDA. Planning to provide copies of documentation to TIDA.	All constructed buildings must incorporate requisite design mitigations specified by wind consultant.
BIOLOGICAL RESOURCES						
M-BI-1a	Avoid disturbance of special-status plants on YBI	1	Qualified botanist shall conduct presence/absence survey for special-status plants in May or June prior to any construction on YBI and avoid disturbance or mortality. If not feasible, restore on site at 1:1 ratio in post-development open space.	Conduct survey in May or June prior to any construction on YBI	Project Sponsor, Qualified Botanist, and TIDA (to maintain copies of reports)	Surveys to be conducted in each construction area in May or June prior to any construction. 2015 survey was completed May 20, 2015 and issued to TIDA on June 17, 2015.
M-BI-1b	Conduct no activities within no-work buffer zone that could disrupt birds during breeding season.	1	Qualified biologist to conduct preconstruction surveys within 15 days prior to any work scheduled to occur February through May and within 30 days prior to any work scheduled to occur June through August 15th. No work will be allowed within buffer zones where there are active nests of protected birds until the young have fledged.	15 days prior to any work scheduled to occur February through May and within 30 days prior to any work scheduled to occur June through August 15th	Project Sponsor, Qualified Botanist, and TIDA (to maintain copies of reports)	Depending on species, input from CA Dept of Fish and Game and/or US Fish and Wildlife Service may be warranted.
M-BI-1c	Tree removal and building demo to occur during periods least likely to impact bats.	1	Prior to removal of trees or demolition of buildings, qualified bat biologist to conduct surveys for active day or night roosts. Found roosts to be made unsuitable habitat prior to tree removal or building demo and 100 foot no-disturbance buffer to be created.	Winter hibernacula and maternity roosts have overlapping sensitivity periods (only clear months are 15-Feb to 15-Apr), so survey is likely required prior to demo.	Project Sponsors, qualified bat biologist, and CDFG, if buffer is proposed to be reduced.	A reduced buffer could be provided for on a case by case basis by the bat biologist.
M-BI-1d	Off-leash dogs will be prohibited on YBI outside of designated, enclosed, off-leash dog parks. Feeding of feral cats prohibited on both islands.	1	Prepare rules, regulations, and covenants prior to each Major Phase and communicate to tenants and visitors, prior to occupation of new structures (ongoing).	Communications to tenants and visitors prior to occupation of new structures, and on-going.	Project Sponsors, TIDA and individual site developers.	All construction specs general conditions should include note that feeding of feral cats is prohibited and to include off-leash dog restriction for activities on YBI.
M-BI-1e	Employ specific noise and vibration mitigation measures during off-shore pile driving.	1	Monitor area during off-shore pile driving to ensure aquatic species are not impacted and that sound pressures 500 meters from source do not exceed 160 db. If either occurs, employ bubble curtains. In addition, 4 other mitigation measures must be employed.	During all off-shore pile driving activities	Project Sponsors and qualified marine biologist and acoustical consultant.	If marine mammals are observed within 1,000 feet of pile driving activities, allow them to exit before resuming pile driving.
M-BI-2a	Shoreline activities generally restricted to terrestrial and upper intertidal zones.	1	Minimize to extent possible activities in lower intertidal and near subtidal zones. No disturbance of rocks in lower intertidal zone outside of planned dredging areas.	During any construction conducted in and around the islands' rocky shoreline.	Project Sponsors, qualified marine biologist, and CDFG as necessary to establish limitations on construction activities.	Related activities include geotech stabilization, shoreline heightening and repair, stormwater outfall improvements, and other shoreline activities.
M-BI-2b	Shoreline work limited to period between 1-Mar and 30-Nov	1	Construction on shoreline limited to between 1-Mar and 30-Nov to avoid disturbing herring spawning.	During any construction conducted in and around the islands' rocky shoreline.	Project Sponsors and qualified marine biologist	Related activities include geotech stabilization, shoreline heightening and repair, stormwater outfall improvements, and other shoreline activities.
M-BI-2c	Survey all eelgrass beds	1	Within 3-6 months of start of construction that may affect Submerged Aquatic Vegetation (SAV) beds, and not less than every 2 years thereafter, survey all eelgrass beds.	Within 3-6 months of start of any construction in SAV areas and not less than every 2 years thereafter.	Project Sponsors and qualified marine biologist and construction contractors.	Eelgrass beds occur in subtidal areas along northeast and east sides of TI and in Clipper Cove, adjacent to northeast shore of YBI.
	Conduct mandatory eelgrass bed training.	2	Conduct eelgrass bed environmental training for all TIDA staff in charge of overseeing construction, all contractors and subcontractors working or transporting materials or operating boats in Bay waters within 1/4 mile of TI/YBI.	Prior to any activities in SAV areas.	Project Sponsors and qualified marine biologist and construction contractors.	Eelgrass beds occur in subtidal areas along northeast and east sides of TI and in Clipper Cove, adjacent to northeast shore of YBI.
M-BI-4a	Ensure building design minimizes potential for bird strikes.	1	Incorporate design features into building facades and place new landscapes in such a way as to obscure habitat reflections, create perception of an unobstructed flight path, and minimize fatal collisions by birds.	Prior to issuance of building and site permits.	Project Sponsors, qualified biologists, architects, and building managers.	Design for vertical structures and their immediately adjacent landscaping; typically by vertical developers (also includes Ferry Shelter). Ferry Shelter has been designed to minimize potential for bird strikes.

Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	IMPLEMENTATION	
					Implementation Responsibility	Major Phase Implementation Status Notes
	Ensure lighting design minimizes potential for bird strikes.	2	Incorporate lighting design features into buildings and landscapes in such a way as to reduce lighting usage, change light direction, and contain light.	Prior to issuance of building and site permits.	TIDA and Planning	Planning responsible for compliance on non-Trust property and TIDA responsible for compliance on Trust property. Lighting for Parks and Open Spaces in Sub Phase Applications 1 and 2 has been designed to minimize potential To be addressed for every building permit
	Minimize rooftop antennas and equipment.	3	Minimize number of and co-locate rooftop antennas and other rooftop equipment and do not include guy wires on monopole structures or antennas.	Prior to issuance of building and site permits.	TIDA and Planning	
	Educating Residents and Occupants	4	Provide educational materials to building tenants and occupants, hotel guests, and residents encouraging them to minimize light transmission from windows, especially during peak spring and fall migratory periods.	Prior to issuance of building permits. Educational materials to be reviewed and approved by TIDA prior to occupancy.	Planning for permits on non-Trust property and TIDA for permits on Trust property.	To be addressed for every building permit
	Documentation of Bird Strike mitigations	5	Building developers to provide written descriptions of measures and features to address potential bird impacts and biologist to prepare recommendations and memoranda to ensure potential for bird strikes is minimized.	Throughout vertical development	TIDA and Planning	TIDA to maintain records.
M-BI-8 (Variant B3 - southern breakwater constructed in later phase)	Survey construction area for eelgrass beds.	1	Survey construction area prior to initiation of any construction activities for the southern breakwater. If eelgrass has established beds that could be impacted by breakwater construction, restoration of offsite eelgrass beds or transplantation and establishment of offsite or onsite eelgrass beds with replacement ratio of 3:1 will be required.	Prior to initiation of southern breakwater in a later phase.	Project Sponsors, construction contractors, marine biologist, in consultation with ACOE, BCDC, NMFS, and CDFG where necessary.	If eelgrass beds are found, construction to be restricted to 1-Mar through 30-Nov with restoration or offsite eelgrass beds to occur immediately after breakwater construction.
	Survey construction area for protected fish species, and marine mammals.	2	Survey construction area prior to initiation of any construction activities for the southern breakwater. If breakwater could impact utilization of area by protected species, work to be conducted in manner to not adversely effect them.	Prior to initiation of southern breakwater in a later phase.	Project Sponsors, construction contractors, marine biologist, in consultation with NMFS.	Survey construction area prior to initiation of any construction activities for the southern breakwater.
M-BI-9 (Variant C2 - supplement firefighting water supply with Bay water)	Design and construct water intake pipe to prevent impingement of fish and macrovertebrates.	1	If firefighting water will be supplemented by Bay water, submit the final design of the Bay water intake pipe to NMF, CDFG, CA Water Board/SF, and BCDC.	Prior to issuance of permits to construct the bay water intake pipe.	TIDA and Project Sponsor's qualified marine biologist and engineering consultants.	One option is installing the pipe inside a screened subsea vault large enough to reduce water suction to acceptable levels.
GEOLOGY AND SOILS						
M-GE-5	Locate new improvements at YBI a minimum of 100 feet from top of existing slope along Macalla Road.	1	Locate new improvements at YBI a minimum of 100 feet from top of existing slope along Macalla Road unless a site-specific geotech slope stability evaluation indicates a static factor of safety of 1.5 and a seismic factor of safety of 1.1 will be implemented.	Prior to issuance of building permit for improvements or structures along Macalla Road.	Project Sponsor and geotech consultant	If geotech recommendations regarding slope stability have been identified for any YBI site that is within 100 feet from top of existing slope along Macalla Road, they must be incorporated into building specs.
HAZARDS AND HAZARDOUS MATERIALS						
M-HZ-1	Implement a Soil and Groundwater Management Plan (SGMP)	1	Construction specs must include implementation of SGMP prepared by qualified environmental consulting firm and reviewed and agreed to by DTSC and RWQCB.	Prior to first Sub Phase Application approval and prior to issuance of building or grading permit for any parcel(s).	Project Sponsor for first Sub Phase to prepare doc and all subsequent Project Sponsors to prepare and follow parcel-specific plans.	If additional remediation is necessary to meet proposed land use, it must be completed as directed by the responsible agency, DTSC or RWQCB, prior to commencement of construction activities. Project SGMP approval by regulatory agencies is anticipated by July 2015.
	SGMP: Soil Management Requirements	2	Comply with protocols for stockpiling, sampling, and transporting soil generated from on-site activities and for soil imported to the site for placement.	Prior to first Sub Phase Application approval and prior to issuance of building or grading permit for any parcel(s).	Project Sponsor for first Sub Phase to prepare doc and all subsequent Project Sponsors to prepare and follow parcel-specific plans.	Protocols address stockpiling, on-site reuse, transport and disposal, and importation.
	SGMP: Groundwater Management Requirements	3	Comply with protocols for conducting dewatering activities and sampling and analysis requirements for groundwater extracted during dewatering activities.	Prior to first Sub Phase Application approval and prior to issuance of building or grading permit for any parcel(s).	Project Sponsor for first Sub Phase to prepare doc and all subsequent Project Sponsors to prepare and follow parcel-specific plans.	Protocols address on-site reuse, discharge, pre-discharge treatment, and off-site transport.
	SGMP: Unknown contaminant/hazard contingency plan	4	Comply with contingency plan procedures in the event that unanticipated subsurface hazards or hazardous material releases are discovered during construction.	Prior to first Sub Phase Application approval and prior to issuance of building or grading permit for any parcel(s).	Project Sponsor for first Sub Phase to prepare doc and all subsequent Project Sponsors to prepare and follow parcel-specific plans.	Protocols address identifying potential contaminants, what to do if underground storage tank is encountered, emergency contact procedures, site controls and security procedures, sampling and analysis, and interim removal work.
M-HZ-8	Incorporate BMPs into construction specs	1	BMPs must be incorporated to minimize potential negative effects to groundwater and soils.	Prior to initiation of construction activities throughout construction.	Project Sponsors and their construction contractors.	BMPs to include handling of chemical products, fueling, containment of grease and oils, and disposal of fuel and chemical containers.

					IMPLEMENTATION	
Mitigation ID #	Mitigation Short Text	Action #	Action	EIR Mitigation Timing	Implementation Responsibility	Major Phase Implementation Status Notes
M-HZ-10	Vapor Barriers for enclosed structures within IR Sites 21 or 24	1	If vapor barriers are necessary, building plans must include DTSC-approved vapor barriers beneath foundation.	Prior to issuance of a building permit for construction in IR Sites 21 and 24	Project Sponsors for buildings in IR Sites 21 and 24 and their construction contractors, in consultation with DTSC	Required prior to construction in IR Sites 21 and 24.
M-HZ-13	Voluntary Clean-Up Agreement (VCA) prior to reopening the presently closed elementary school	1	Prior to reopening the elementary school for elementary school use, TIDA or SFUSD shall enter into VCA with DTSC's School Property Evaluation and Cleanup Division.	Prior to reopening elementary school for elementary school use	TIDA or SFUSD to prepare and negotiate a VCA with DTSC	Site is near boundaries of Major Phase 4
I-GHG-1	Consider implementation of measures to reduce construction-related greenhouse gas (GHG) emissions	1	BAAQMD Guidance encourages Lead Agencies to incorporate best management practices for purposes of reducing construction-related GHG emissions.	Throughout construction	Project Sponsors and their construction contractors.	Measures to be considered include at least following %'s: use of alternatively fueled construction equipment for 15% of fleet, use of local building materials for 10% of construction materials, and recycle or reuse of 50% of construction and
IMPROVEMENTS						
I-RE-3a	If artificial turf is proposed, use latest SFRPD criteria at time of implementation	1	If used, design and build artificial turf fields using latest SFRPD criteria at time of implementation, including City's purchasing criteria	Prior to and during construction of recreational fields	Project Sponsors for any fields proposing artificial turf	TIDA to ensure appropriate materials are installed
I-RE-3b	If artificial turf is proposed, develop signage about hand washing before and after use and proper wound care.	1	If used, develop signage to educate athletes about importance of washing hands before and after field use and proper wound care for turf-related injuries	Signage to be installed prior to opening and maintained during operations	Project Sponsors in consultation with City Fields Foundation and SFDPH	TIDA to ensure signage is installed and maintained
I-RE-3c	If artificial turf is used develop air quality monitoring program for the turf fields.	1	If used, develop air quality monitoring program using methodology developed by Office of Environmental Health Hazard Assessment or US EPA.	During operation of recreational fields	Project Sponsors and air quality monitoring consultant in consultation with City Fields Foundation and SFDPH	Monitoring reports submitted to TIDA and SFDPH
M-NO-4	Operator of ferry service to ensure that its operations do not exceed SF Land Use Compatibility Guidelines for Community Noise standards	1	Ferry service operator to retain acoustical consultant to prepare a Ferry Terminal Noise Reduction Plan and comply with guidelines including reducing propulsion engine power to low when approaching and departing the terminal.	Prior to Ferry Terminal operation.	Ferry service operator	Implement prior to ferry service operation.
M-AQ-5	Ferries to meet CA Air Resources Board regulations	1	Ferry service must meet CARB regs and be equipped with diesel particulate filters or alternative technology to reduce diesel particulate emissions.	Prior to vessel selection or award of ferry service contract	WETA and WETA's ferry operator(s)	Implement prior to vessel selection or award of ferry service contract.
M-BI-4b	Implement operational adjustments to minimize impacts to rafting waterbirds	1	Ferry service to operate in reduced numbers and slower speeds during Dec and Jan or, to extent possible, maintain a buffer zone of 250 meters from areas of high-use by rafting waterbirds	During ferry operations in December and January each year.	WETA's ferry operator(s)	Implement during ferry operations in December and January each year.

6.2 APPENDIX B: SCHEDULE OF PERFORMANCE

EXHIBIT JJ SCHEDULE OF PERFORMANCE

Major Phase	Sub-Phase	Block	Parks & Open Space ^{1/}	Application Outside Date ^{2/}	Commencement Outside Date ^{2/}	1/13/2015	
						Completion Outside Date ^{2/}	
1	1-Y-A	1Y-2Y-3Y		2015	2017	2028	
			YBI Hilltop Park 1	2015	2017	2019	
			YBI Hilltop Park 2		2020	2021	
				YBI Open Space / HMP 1		2020	2022
	1-A	B2-B3-M1		2017	2019	2021	
			Eastside Commons 1		2022	2023	
				Clipper Cove Promenade 2		2022	2023
	1-B	B1		2016	2018	2020	
			Building 1 Plaza		2021	2022	
				Marina Plaza		2021	2022
				Clipper Cove Promenade 1		2021	2022
	1-C	C1-C2		2015	2017	2019	
			Cityside Waterfront Park 1		2020	2021	
				Cultural Park		2020	2021
	1-D	IC1-IC4		2018	2020	2022	
				Eastside Commons 2		2023	2024
	1-E	C3		2019	2021	2023	
	1-F	E1-E2		2020	2024	2025	
			Cityside Waterfront Park 2		2022	2024	
				Urban Farm 1		2026	2027
				Eastside Park 1		2025	2026
			Eastside Commons 3		2025	2026	
1-Y-B	4Y		2021	2023	2025		
		YBI Beach Park		2026	2027		
			YBI Open Space / HMP 2		2026	2028	
2	2-A	E3-E4		2021	2023	2030	
			Sailing Center Pad		2021	2025	
			Eastside Park 2		2026	2027	
				Eastside Commons 4		2026	2027
				Eastern Shoreline Park 1		2026	2027
				Clipper Cove Promenade 3		2026	2027
	2-B	C4		2022	2024	2026	
			Cityside Waterfront Park 3		2027	2028	
	2-C	E5-E6		2023	2025	2027	
			Eastside Park 3		2028	2029	
				Eastside Commons 5		2028	2029
				Eastern Shoreline Park 2		2028	2029
			Pier 1		2029	2030	
3	3-A	E7-E8		2024	2026	2033	
			Eastside Park 4		2024	2028	
			Eastside Commons 6		2029	2030	
				Eastern Shoreline Park 3		2029	2030
	3-B	C12-C13		2025	2027	2029	
			Urban Farm 2		2031	2032	
3-C	IC1-IC4		2026	2028	2033		
4	4-A	C5		2027	2029	2037	
			Cityside Waterfront Park 4		2027	2031	
			Sports Park		2032	2033	
				Urban Farm 3		2033	2034
	4-B	C10-C11		2028	2030	2032	
			Urban Farm 3		2034	2035	
	4-C	C6		2029	2031	2033	
			Cityside Waterfront Park 5		2034	2035	
				Urban Farm 4		2035	2036
	4-D	C7-C8-C9		2030	2032	2034	
			Cityside Waterfront Park 6		2035	2036	
			Northern Shoreline Park / The Wilds / Environmental Center Pad		2036	2037	

SCHEDULE OF PERFORMANCE

Community Facility	Obligation	Building Permit / Trigger ^{3/}	Application Outside Date ^{4/}	1/13/2015	
				Commencement Outside Date ^{4/}	Completion Outside Date ^{4/}
		A	B	C	D
Waterfront Plaza / Ferry Terminal Phase 1	Facility	100 du	+6mo	+12mo	+36mo
Police / Fire Station	Facility	2,500 du	+6mo	+12mo	+24mo
Retail - Final Grocery Store (15,000sf)	Facility	5,000 du	+6mo	+12mo	+24mo
Ferry Terminal Phase 2	Facility	As mutually agreed by WETA, Developer, and TIDA, after engaging in a meet and confer process described in the MOU between TIDA and WETA.			
WWTP / Recycled Water Plant / PUC 4-6 acres	Developable Pad	See PUC / TIDA WWTP MOA for timing of pad delivery.			
Sailing Center Pad	Developable Pad	Developer shall use commercially reasonable efforts to provide the Sailing Center Pad earlier if the Authority requests it and if the Treasure Island Sailing Center provides reasonable evidence that it will be ready to proceed with construction of the Sailing Center building at that earlier date.			
Environmental Center Pad	Developable Pad	Developer shall deliver the Environmental Center Pad commensurate with improvements for The Northern Shoreline Park and The Wilds			
Pier 1 / Eastern Shoreline Park 2	Improvements	Construction of these improvements may be deferred if the area is still needed for barging operations related to importing material for the site. In no case will the Completion Outside Date for these improvements be later than the Completion Outside Date of the last Sub-Phase.			
Buses for East Bay Service	Rolling Stock	Nine (9) Buses for East Bay Bus Service. First five (5) buses at inception of service, remaining four busses no earlier than the occupancy of the 5,000th residential unit.			
On -Island Shuttle Buses	Rolling Stock	Four (4) Shuttle Buses. Up to two (2) buses will be provided when the service initially begins, but no earlier than the occupancy of the three thousandth (3000th) unit, subject to the meet and confer process described in Exhibit N, Transportation Plan Obligations. The remaining two (2) buses will be provided as needed based on service schedules.			
Bicycle Lending Library	Rolling Stock	Purchase of bicycles and equipment to establish the bicycle lending library up to a maximum expenditure of \$110,000. Must be completed no later than the occupancy of the 1,000 residential unit.			

Financial Obligation	Obligation	Mechanism
Open Space Annual O&M Subsidy	\$14.3 MM (NPV)	Max \$1.5mil first 5 yrs, \$3 mil per yr from Yr 6, subject to need per annual operating budget. See Financing Plan for amounts and schedule.
Transportation Annual Operating Subsidy	\$30 MM (NPV)	Max \$4 mil per year, subject to need per annual operating budget. See DDA for amounts and schedule.
Additional Transportation Subsidy	\$5 MM max	Five annual consecutive installments (max \$1 mil per year) after the first certificate of occupancy (whether temp or final) has been issued for the 4,000th dwelling unit on the Project Site, payable within 90 days after request of SFCTA if transit report shows residential transit mode share is 50% or less.
Transportation Capital Contributions	\$1.8 MM (NPV)	Used to purchase up to six (6) busses. Per-bus subsidy: the lesser of 20% of the cost of a Muni bus, or \$300,000.
Community Center Space(s) Subsidy	\$9.5 MM (NPV)	Space or susidy determination made at Major Phase Approval. Max \$2.375 mil each Major Phase - subject to approved budget and program description.
Childcare Facility Subsidy	\$2.5M (NPV)	Space or funding no later than the first approved Sub-Phase within Major Phase Three or 18 months before the existing facility is no longer operational due to development activity, whichever comes first.
Affordable Housing Subsidy	\$98 MM max; \$73.5 MM baseline	\$17,500 per market rate unit at each lot sale. Trueups at 50% of TI land acreage make-up to 2,100 units and at 4,200 units land sales, credit for any payment made at 2,100 unit true-up. See Housing Plan for amounts and schedule.
School Improvement Payment	\$5 MM (NPV)	Payment due at the start of refurbishment work on the school grounds for purposes of opening a K-8 school. See DDA for amounts and schedule.
Ramps / Viaduct SFCTA Soft Cost Reimbursement	\$10 MM (NPV)	Annual schedule of payments. See TIDA / SFCTA MOA 3rd Amendment for amounts and schedule.
Import Fill	\$1 MM	Payment due upon removal from stockpile at rate of \$3.50 per CY or for any remaining in stockpile after 12/31/2015 in 3 equal annual installments. See TIDA / D.A. McCosker Agreement.

^{1/} Horizontal obligations only, no vertical improvement or rehabilitation except as defined in Open Space Plan

^{2/} All dates are subject to navy's environmental remediation efforts provided in the Navy MOA and land transfers from Navy and TIDA

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

^{4/} Timeframes are additive: Completion Outside Date = Date of Trigger (A) + (B) + (C) + (D)

6.3 APPENDIX C: SUB-PHASE HOUSING DATA TABLE

Major Phase	1		Market Rate Units														AUTHORITY UNITS	
Sub-Phase	1YA																Target	
Block	Y1																Infrastructure	
Residential Project Lot Number & Location	Lot Type (Authority, Auction, Other)	Acres	Anticipated Product Type (TH, Flat, Tower, etc.)	Max Bldg Ht Allowed	Anticipated Bldg Ht	Density (in DUA)	Total Developer Unit Count	Number Mkt Rt Units	Number Incl Units (Total)	Rental or For Sale	Number Incl Units @ 60% (Rental)	Number Incl Units @ 80% (For Sale)	Number Incl Units @ 90% (For Sale)	Number Incl Units @ 100% (For Sale)	Number Incl Units @ 110% (For Sale)	Number Incl Units @ 120% (For Sale)	Change to Size or Location?	Target Infrastructure Completion Date
Y1.1		3.00	Townhome	35'	35'	20.00	60	60	0	For Sale								
Y1.2		3.50	Townhome	35'	35'	20.00	70	70	0	For Sale								
Block Subtotal		6.5				20.00	130	130	0									

Major Phase	1		Market Rate Units														AUTHORITY UNITS	
Sub-Phase	1YA																Target	
Block	Y3																Infrastructure	
Residential Project Lot Number & Location	Lot Type (Authority, Auction, Other)	Acres	Anticipated Product Type (TH, Flat, Tower, etc.)	Max Bldg Ht Allowed	Anticipated Bldg Ht	Density (in DUA)	Total Developer Unit Count	Number Mkt Rt Units	Number Incl Units (Total)	Rental or For Sale	Number Incl Units @ 60% (Rental)	Number Incl Units @ 80% (For Sale)	Number Incl Units @ 90% (For Sale)	Number Incl Units @ 100% (For Sale)	Number Incl Units @ 110% (For Sale)	Number Incl Units @ 120% (For Sale)	Change to Size or Location?	Target Infrastructure Completion Date
Y3		1.40	Townhome	35'	35'	17.86	25	25	0	For Sale								
Block Subtotal		1.4				17.86	25	25	0									

PROJECT SUMMARY

Major Phase	1		Market Rate Units														AUTHORITY UNITS	
Sub-Phase	1YB																Target	
Block	Y4																Infrastructure	
Residential Project Lot Number & Location	Lot Type (Authority, Auction, Other)	Acres	Anticipated Product Type (TH, Flat, Tower, etc.)	Max Bldg Ht Allowed	Anticipated Bldg Ht	Density (in DUA)	Total Developer Unit Count	Number Mkt Rt Units	Number Incl Units (Total)	Rental or For Sale	Number Incl Units @ 60% (Rental)	Number Incl Units @ 80% (For Sale)	Number Incl Units @ 90% (For Sale)	Number Incl Units @ 100% (For Sale)	Number Incl Units @ 110% (For Sale)	Number Incl Units @ 120% (For Sale)	Change to Size or Location?	Target Infrastructure Completion Date
Y4.1		3.80	Townhome	35'	35'	17.11	65	58	7	For Sale								
Y4.2		1.50	Mid-Rise	75'	75'	53.33	80	72	8	For Sale								
Block Subtotal		5.3				27.36	145	130	15									

	Total Residential Acreage	Total Authority Residential Acreage	Total Market Rate Residential Acreage	Total Developer Residential Units	Number Mkt Rt Units (For Sale)	Number Incl Units (For Sale)	Number Mkt Rt Units (Rental)	Number Incl Units (Rental)	Number Incl Units @ 60%	Number Incl Units @ 80%	Number Incl Units @ 90%	Number Incl Units @ 100%	Number Incl Units @ 110%	Number Incl Units @ 120%
Total for all Prior Approved Major Phases / Sub-Phases	13.20	0	13.20	300	285	15	0	0						
Total for this Major Phase / Sub-Phase (Acreage Excludes TI)	13.20	0.00	13.20	300	285	15	0	0						
Total of Prior Approved plus Proposed Major Phase / Sub-Phase	13.20	0.00	13.20	300	285	15	0	0						
Percentage for this Major Phase / Sub-Phase	% of Auth Land:	0.0%												
Cumulative Percentage	% of Auth Land:	0.0%	% Rental:	0.0%										

6.4 APPENDIX D: SUB-PHASE COST ESTIMATES

Item	1B,1C+1E	1YA+1YB
Grading		
Earthwork	\$7,492,500	\$994,500
Subtotal Grading	\$7,492,500	\$994,500
Street Improvements		
Streets & Roads	\$10,532,750	\$2,984,414
Streetscape	\$4,830,117	\$1,076,180
Subtotal Street Improvements	\$15,362,867	\$4,060,594
Storm Drain		
Storm Drain System	\$10,104,141	\$6,408,077
Subtotal Storm Drain	\$10,104,141	\$6,408,077
Sanitary Sewer		
Separated Sanitary Sewer System	\$9,064,890	\$4,563,910
Subtotal Sanitary Sewer	\$9,064,890	\$4,563,910
Water Supply (Low Pressure System)		
Low Pressure Water System	\$3,158,036	\$10,976,950
Subtotal Water Supply (Low Pressure)	\$3,158,036	\$10,976,950
Supplemental Water Supply System		
Supplemental Water Supply System	\$700,640	-
Subtotal Supplemental Water Supply System	\$700,640	\$0
Recycled Water Supply		
Recycled Water Supply System	\$1,908,858	-
Subtotal Recycled Water Supply	\$1,908,858	\$0
Electrical/Telecom/Gas		
Joint Trench	\$3,376,800	\$1,686,900
Subtotal Joint Trench	\$3,376,800	\$1,686,900
Geotechnical Mitigation		
Soil Stabilization	\$31,571,013	\$1,689,017
Subtotal Geotechnical Mitigation	\$31,571,013	\$1,689,017
Parks & Open Space		
YBI Hilltop Park		\$3,951,867
Waterfront Plaza	\$3,319,113	
Ferry Causeway	\$833,440	
Cultural Park	\$3,300,025	
Cityside Waterfront Park	\$4,443,174	
Cityside Stormwater	\$201,452	
Building 1 Plaza	\$8,039,182	
Marina Plaza	\$3,990,024	
Clipper Cove Promenade	\$1,016,861	
Clipper ROW	\$173,319	
4th Street	\$383,408	
Subtotal Parks & Open Space	\$25,699,997	\$3,951,867
Miscellaneous		
Ferry Improvements	\$21,754,840	-
Demolition/Abatement/Environmental	\$7,776,745	\$3,792,179
Temporary Improvements	\$431,265	-
General Transportation	\$3,253,192	\$1,029,954
General Conditions	\$5,421,987	\$1,716,591
Subtotal Misc.	\$38,638,029	\$6,538,724
Subtotal	\$147,077,772	\$40,870,539
5% Value Engineering Reduction	(\$7,353,889)	(\$2,043,527)
Total (To the nearest (\$1,000))	\$139,724,000	\$38,827,000

6.5 APPENDIX E: CORPORATE GUARANTY

The Developer must provide a Guaranty to secure its obligations for each Sub-Phase no later than 30 days after approval of that Sub-Phase, the proposed form of which is included herein. For this Sub-Phase Application 1, the Developer proposes to provide a Corporate Guaranty equal to 125% of the cost of completion of the obligations. Prior to acceptance of TICD's Corporate Guaranty, TICD will assign its SP1 interests in the DDA to Treasure Island Series 1, LLC, who will execute the obligations and serve as the Developer for the Guaranty. Treasure Island Series 1, LLC is a wholly owned subsidiary of TICD.

GUARANTY AGREEMENT (TREASURE ISLAND/YERBA BUENA ISLAND)

This GUARANTY AGREEMENT (TREASURE ISLAND/YERBA BUENA ISLAND) (this "**Guaranty**") dated as of _____, 2015 (the "**Effective Date**"), is made by TREASURE ISLAND COMMUNITY DEVELOPMENT, LLC, a California limited liability company ("**Guarantor**"), to and for the benefit of the TREASURE ISLAND DEVELOPMENT AUTHORITY, a California non-profit public benefit corporation (the "**Authority**"). Unless otherwise defined in this Guaranty, all initially capitalized terms used in this Guaranty shall have the meanings given to them in the DDA (as defined below).

This Guaranty is made with reference to the following facts and circumstances:

RECITALS

A. The Authority and Treasure Island Series 1, LLC, a Delaware limited liability company ("**Developer**"), are parties to that certain Disposition and Development Agreement (Treasure Island/Yerba Buena Island) dated for reference purposes as of June 28, 2011 (including all incorporated exhibits thereto and as amended and may be further amended from time to time, the "**DDA**"), pursuant to that certain Assignment, Assumption and Release Agreement (Treasure Island/Yerba Buena Island), dated as of _____, 2015, by and among Developer, the Authority and Guarantor.

B. In accordance with the DDA, the Authority has given a Sub-Phase Approval dated _____, 2015 for the Sub-Phase commonly known as _____ (as more particularly described in the Sub-Phase Approval and Sub-Phase Application therefor, the "**Guaranteed Sub-Phase**").

C. Guarantor will derive material financial benefit from the DDA and the taking of actions in accordance with the DDA under which the obligation to provide this Guaranty arose. In accordance with section 26.4 of the DDA, Guarantor is willing to provide this Guaranty to the Authority.

AGREEMENT

ACCORDINGLY, in consideration of the matters described in the above Recitals, and for other good and valuable consideration, the receipt and sufficiency of which are mutually acknowledged, Guarantor agrees as follows:

1. Guaranty

1.1 Guaranty. Guarantor unconditionally and irrevocably guarantees to the Authority the due and punctual payment (and not merely the collectability) and performance of the Guaranteed Obligations (as defined below), as and when the same shall become due and/or payable, on the terms provided in this Guaranty. The Authority may make a claim under this Guaranty for payment and/or performance of the Guaranteed Obligations by Guarantor only

upon and during the continuance of an Event of Default by Developer under the DDA for failure to fulfill the Guaranteed Obligations. In addition, Guarantor shall pay, and upon the Authority's request shall reimburse the Authority promptly for, all costs and expenses actually incurred by the Authority to enforce the Authority's rights, powers or remedies under this Guaranty (including reasonable collection charges and Attorneys' Fees and Costs (as defined below)) (together with any late payment interest on amounts due as set forth below, the "Reimbursement Amount"). With respect to Guaranteed Obligations that constitute payment (i.e., not performance) obligations under the DDA, any amount due and payable by Guarantor under this Guaranty but not paid within sixty (60) days after receipt of the Authority's written demand therefor shall be accompanied by interest on such amounts at the lesser of ten percent (10%) per annum or the maximum amount permitted by law, calculated from the date of Guarantor's receipt of the Authority's written demand therefor through and including the date of payment of such amounts (calculated on the basis of a 365-day year and for the actual number of days elapsed). With respect to Guaranteed Obligations that constitute performance (i.e., not payment) obligations, to the extent that the Authority makes a claim under this Guaranty for performance of the Guaranteed Obligations the period for performance under the DDA shall be extended as reasonably necessary to permit Guarantor to undertake such performance in an orderly and timely manner.

1.2 Definition of Guaranteed Obligations. As used herein, "Guaranteed Obligations" means all of Developer's obligations under the DDA with respect to the Guaranteed Sub-Phase, including Developer's obligation to Complete all of the Infrastructure, Stormwater Management Controls, Required Improvements and Associated Public Benefits associated with that Sub-Phase, which obligations include but are not limited to all hard and soft costs relating to construction of such Infrastructure, Stormwater Management Controls, Required Improvements and Associated Public Benefits, and all work required to be performed by Developer to Complete such Infrastructure, Stormwater Management Controls, Required Improvements and Associated Public Benefits such as land assembly, mapping, and performance under the Land Acquisition Agreements, but excluding the payment of the Financial Obligations and all Indemnification obligations, each of which are secured by the applicable Base Security; provided, however, that under no circumstances shall the aggregate liability of Guarantor for the Guaranteed Obligations, excluding the Reimbursement Amount, exceed \$ _____ [insert Sub-Phase Construction Secured Amount determined under section 26.4] (the "Secured Amount"). Without limiting the generality of the preceding sentence, to the extent the Guaranteed Obligations include a guaranty of performance, Guarantor shall not be obligated to incur obligations or spend funds for the Guaranteed Obligations that, in the aggregate (including payment obligations to the Authority for the Guaranteed Obligations), exceed the Secured Amount.

1.3 Acknowledgments by Guarantor. Guarantor acknowledges, confirms, and agrees that: (a) it has received fair and adequate consideration for its execution of this Guaranty; (b) it derived material financial benefit from the Authority's execution of the DDA and the Authority's actions under which the obligation to provide this Guaranty arose; and (c) there are no conditions to the full effectiveness of this Guaranty other than those expressly set forth in this Guaranty.

1.4 Independent Obligations; Continuing Guaranty. This Guaranty is a primary and original payment and performance obligation of Guarantor and is absolute, unconditional, continuing and irrevocable.

2. Waivers by Guarantor

2.1 Waivers. Guarantor hereby waives: (a) notice of acceptance of this Guaranty; (b) demand of payment, notice of nonperformance, notice of dishonor, presentation, protest, and indulgences and (except as specifically provided in this Guaranty) notices of any kind whatsoever; (c) any right to assert or plead any statute of limitations relating to this Guaranty and the DDA (and Guarantor agrees that any act that tolls any statute of limitations applicable to the DDA will operate similarly to toll the statute of limitations applicable to Guarantor's liability hereunder); (d) any right to require the Authority to proceed against Developer or any other person or entity liable to the Authority except to the extent expressly set forth in the DDA; (e) any right to require the Authority to apply to the cure of any default any letter of credit or other security it may hold under the DDA, except to the extent expressly set forth in the DDA; (f) until the Guaranteed Obligations have been satisfied in full, any right of subrogation; (g) any right to require the Authority to pursue or enforce any remedy that the Authority now has or may later have against Developer or any other person or entity; (h) any right to participate in any letter of credit or other security now or later held by the Authority; and (i) any defense that may arise by the reason of: (1) the incapacity, lack of authority, death, disability or other defense of Developer or any other person or entity; (2) the revocation or repudiation of this Guaranty by Guarantor; (3) failure of the Authority to file or enforce a claim against the estate (either in administration, bankruptcy or any other proceeding) of Developer or any others; (4) any election by the Authority in any proceeding instituted under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101, *et seq.*); (5) any borrowing or granting of a security interest under section 364 of the United States Bankruptcy Code; (6) the Authority's election of any remedy against Guarantor or Developer or any other party to the extent permitted hereunder or under the DDA; (7) the Authority's taking, modification, or releasing of any collateral or guarantees, or any failure to perfect any security interest in, or the taking of or failure to perfect any other action with respect to any collateral securing performance of obligations under the DDA; (8) any amendment or modification of the DDA or related documents, whether or not known or consented to by Guarantor; or (9) any offset by Guarantor against any obligation now or later owed to Guarantor by Developer or any other person or entity, it being the intention of this Guaranty that Guarantor remain liable to the full extent set forth in this Guaranty until the full performance of each and every term, condition and covenant of the DDA to be performed with respect to the Guaranteed Obligations, notwithstanding any act, omission or thing that might otherwise operate as a legal or equitable discharge of Guarantor. Without limiting the generality of the foregoing, Guarantor expressly waives any and all benefits under California Civil Code sections 2809, 2810, 2819, 2839, 2845, 2846, 2848, 2849, 2850, 2855, 2899 and 3433.

Without limiting the foregoing, Guarantor understands and acknowledges that if the Authority exercises any rights under the DDA or any related agreements, then the exercise of such rights could impair or destroy any ability that Guarantor may have to seek reimbursement, contribution or indemnification from Developer or others based on any right Guarantor may have of subrogation, reimbursement, contribution or indemnification for any amounts paid or cost

incurred by Guarantor under this Guaranty. Guarantor further understands and acknowledges that in the absence of this Section 2.1, such potential impairment or destruction of Guarantor's rights, if any, may entitle Guarantor to assert a defense to this Guaranty based on law or in equity, including, in the case of any real property security, section 580d of the California Code of Civil Procedure as interpreted in Union Bank v. Gradsky, 265 Cal. App. 2d 40 (1968). By executing this Guaranty, Guarantor freely, irrevocably, absolutely and unconditionally:

(i) waives and relinquishes that defense and agrees that Guarantor will be fully liable under this Guaranty even though the Authority may exercise any right or remedy under the DDA, including any act judicially or nonjudicially against any real property security; (ii) agrees that Guarantor will not assert that defense in any action or proceeding which the Authority may commence to enforce this Guaranty; (iii) agrees that the rights and defenses waived by Guarantor under this Guaranty include any right or defense that Guarantor may have or be entitled to assert based on or arising out of law or equity, including any one or more of sections 580a, 580b, 580d or 726 of the California Code of Civil Procedure; (iv) waives notice of default, acceleration, protest or dishonor; (v) waives any notice of sale or other disposition of any security; (vi) waives notice of acceptance of this Guaranty and of the existence, creation or incurring of new or additional guaranteed obligations, and all other notices of any kind with respect to any Guaranteed Obligations except for any notice required to be given to Guarantor under this Guaranty; and (vii) agrees that the Authority relied on these waivers in entering into the DDA and taking the actions under which the obligation to provide this Guaranty arose and that these waivers are a material part of the consideration that the Authority is receiving in connection with such acts.

2.2 Waiver of Subrogation. Subject to the waivers set forth in Section 2.1, upon satisfaction in full of all of the Guaranteed Obligations, Guarantor shall be subrogated to the rights of the Authority against Developer or others with respect to the Guaranteed Obligations, and the Authority agrees to take such steps as Guarantor may reasonably request to implement such subrogation (provided Guarantor shall pay the Authority all costs actually incurred with respect thereto pursuant to the DDA and that the Authority shall not incur any liabilities in taking any such steps).

3. Consents by Guarantor

3.1 Consents; No Discharge of Obligations. Without releasing, discharging, impairing, or otherwise affecting any obligations of Guarantor under this Guaranty or the validity or enforceability of this Guaranty, the Authority, by action or inaction, in its sole and absolute discretion and without notice to Guarantor, may refuse or fail to enforce all or any portion of the Authority's rights, powers or remedies under this Guaranty, the DDA or any related documents. The Authority, in its sole and absolute discretion and without notice to Guarantor may additionally: (a) compromise, settle, extend the time for payment or performance of all or any part of the Guaranteed Obligations; and (b) deal in all respects with Guarantor as if this Guaranty were not in effect. It is the intent of Guarantor and the Authority that Guarantor shall remain liable for the payment and performance of the Guaranteed Obligations and all other obligations guaranteed hereby to the extent set forth herein, notwithstanding any act or thing that might otherwise operate as a legal or equitable discharge of a surety.

3.2 Payments to Other Persons. The Authority shall be under no obligation to marshal any assets in favor of Guarantor or against, or in payment or performance of, any or all of the Guaranteed Obligations. If all or any part of any payment to or for the benefit of the Authority in respect of the Guaranteed Obligations is invalidated, declared to be fraudulent or preferential, set aside, or required for any reason to be repaid or paid over to a trustee, receiver or other person (a "trustee") under any insolvency law or any other law or rule of equity (collectively, "set aside"), to the extent of that payment or repayment, the Guaranteed Obligations (or the part thereof) intended to have been satisfied shall be revived and continued in full force and effect as if that payment had not been made, and Guarantor shall be primarily liable for that obligation, provided that nothing hereunder shall preclude Guarantor from obtaining a refund from a trustee.

3.3 Additional Rights. This Guaranty is in addition to, and not in substitution for or in reduction of, any other guaranty by Guarantor, or any obligation of Guarantor under any other agreement or applicable law that may now or hereafter exist in favor of the Authority. Except as may be expressly provided to the contrary in the DDA, the liability of Guarantor under this Guaranty shall not be contingent upon the enforcement of any lien or realization upon the security, if any, the Authority may at any time possess with respect to the Guaranteed Obligations. Nothing herein shall limit the obligations of Developer or others under the DDA.

3.4 Recourse. The Authority shall have the right to seek recourse against Guarantor to the full extent provided for in this Guaranty, which right shall be absolute and shall not in any way be impaired, deferred, or otherwise diminished by reason of any inability of the Authority to claim any amount of such Guaranteed Obligation from Guarantor or Developer or others as a result of bankruptcy or otherwise, including any limitation on the Authority's claim from Guarantor or Developer or others under section 502(b)(6) of the United States Bankruptcy Code. No election to proceed in one form of action or proceeding, or against any person or entity, or on any obligation, will constitute a waiver of the Authority's right to proceed in any form of action or proceeding or against other persons or entities unless the Authority has expressly waived that right in writing.

4. Representations and Warranties of Guarantor

4.1 Representations and Warranties. Guarantor represents and warrants to the Authority that it has full power and authority to execute, deliver and perform its obligations under this Guaranty, and that execution, delivery and performance have been duly authorized by all requisite action on its part.

4.2 Independent Investigation. Guarantor represents and warrants to the Authority that Guarantor has performed its own independent investigation as to the matters covered by this Guaranty.

5. Termination of Guaranty

5.1 Release/Termination. (a) Partial Release. Upon request by Guarantor and approval by the Authority Director (which approval will not be unreasonably withheld,

conditioned or delayed), Guarantor's liability under this Guaranty shall be proportionately reduced upon partial satisfaction of the Guaranteed Obligations by an amount equal to the cost of specified components of the Guaranteed Obligations when such components are fulfilled, except to the extent Authority has received notice by Developer in accordance with section 16.5.4 of the DDA that the amount of the Guaranty is to be retained by the Authority to the extent necessary to satisfy the requirements for recordation of the Reverter Release.

(b) **Termination.** Guarantor's liability under this Guaranty shall be terminated, discharged and satisfied, and Guarantor shall be relieved of any and all further obligations under this Guaranty for the Guaranteed Obligations upon the complete satisfaction of the obligation secured thereby, as evidenced by the issuance of Developer's last Certificate of Completion with respect to the Guaranteed Sub-Phase, and payment in full of any then outstanding Reimbursement Amount related thereto in accordance with this Guaranty; provided, that (1) if the Authority records the Reversionary Quitclaim Deed with respect to the real property in the Guaranteed Sub-Phase, then this Guaranty shall be terminated as set forth in section 16.5.1(c) of the DDA, and (2) if the Authority terminates the DDA with respect to the Guaranteed Sub-Phase before the issuance of Developer's last Certificate of Completion for that Sub-Phase, then this Guaranty shall be terminated when the Guaranteed Obligations that relate to the period before such termination have been Completed (or, if applicable, upon and in accordance with a final, unappealable judicial determination). Guarantor's liability under this Guaranty shall also be terminated, discharged and satisfied in whole or in applicable part, and Guarantor shall be relieved of any and all further obligations under this Guaranty for all or the applicable part of the Guaranteed Obligations if Developer substitutes this Guaranty, or any portion thereof, with another form of Adequate Security that meets all of the requirements or Approvals needed for it to be Adequate Security as defined in the DDA.

5.2 Evidence of Termination. Following any such termination and upon Guarantor's request, the Authority shall confirm in writing the fact of termination of this Guaranty and promptly return this Guaranty to Guarantor (or, if requested by Guarantor, to Developer).

6. Notices

(a) A notice or communication under this Guaranty by either Guarantor or the Authority to the other shall be sufficiently given or delivered if given in writing and dispatched by hand, by registered or certified mail, postage prepaid, or by a recognized overnight carrier, such as Federal Express, addressed as follows:

- (i) In the case of a notice or communication to the Authority:

Treasure Island Development Authority
c/o Office of Economic and Workforce
Development
City Hall, Rm. 448
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102

Attn: Treasure Island Project Director
Facsimile: 415.554.6018

And to:

Office of the City Attorney
City Hall, Rm. 234
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102
Attn: Real Estate/Finance
Facsimile: 415.554.4755

- (ii) In the case of a notice or communication sent to Guarantor:

Treasure Island Community Development, LLC
c/o Lennar Urban
One Sansome Street, Suite 3200
San Francisco, California 94104
Attn: Kofi Bonner

And to:

Treasure Island Community Development, LLC
c/o Wilson Meany Sullivan LLC
4 Embarcadero Ctr., Suite 3330
San Francisco, California 94111
Attn: Chris Meany

And to:

Paul Hastings LLP
55 Second Street, 24th Floor
San Francisco, California 94105
Attn: David A. Hamsher, Esq.
Facsimile: 415.856.7123

And to:

Gibson, Dunn & Crutcher
555 Mission Street, Suite 3000
San Francisco, CA 94105
Attn: Mary G. Murphy
Facsimile: (415) 374-8480

For convenience, copies of notices may also be given by facsimile.

Every notice pursuant to the terms of this Guaranty must be in writing and must state (or must be accompanied by a cover letter that states) substantially the following:

- (b) the Section of this Guaranty pursuant to which the notice is given and the action or response required, if any;
- (c) if applicable, the period of time within which the recipient of the notice must respond thereto;
- (d) if approval is being requested, that it is a “Request for Approval under Guaranty Agreement”; and
- (e) if it provides notice of a disapproval or an objection that requires reasonableness, specifically and with particularity the reasons therefor.

Any mailing address or facsimile number may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days before the effective date of the change. All notices under this Guaranty will be deemed given, received, made or communicated on the date personal receipt actually occurs or, if mailed or delivered by a recognized carrier, on the delivery date or attempted delivery date shown on the return receipt or in the records of such carrier, as applicable. Official or binding notice may not be given by facsimile. The effective time of a notice shall not be affected by the receipt, before receipt of the original, of a facsimile copy of the notice.

7. General Provisions

7.1 Successors and Assigns. This Guaranty will be binding upon, and inure to the benefit of, Guarantor and the Authority and their respective successors, heirs, administrators and assigns.

7.2 Amendments. This Guaranty may be amended or modified only by a written instrument executed by the Authority and Guarantor.

7.3 Waivers. No action taken pursuant to this Guaranty by the Authority shall be deemed to be a waiver by the Authority of Guarantor’s compliance with any of the provisions hereof. No waiver by the Authority of any breach of any provision of this Guaranty shall be construed as a waiver by the Authority of any subsequent or different breach. No forbearance by the Authority to seek a remedy for noncompliance hereunder or breach by Guarantor shall be construed as a waiver by the Authority of any right or remedy with respect to such noncompliance or breach.

7.4 Continuation and Survival of Covenants. All covenants by Guarantor contained herein shall be deemed to be material and shall survive any termination of the DDA or a portion thereof if the Guaranteed Obligations have arisen and not been satisfied as of the date of any such termination.

7.5 Governing Law; Selection of Forum. This Guaranty shall be governed by and construed in accordance with the laws of the State of California. As part of the consideration for the DDA and the Authority’s actions under which the obligation to provide this Guaranty arose, Guarantor agrees that all actions or proceedings arising directly or indirectly under this Guaranty may, at the sole option of the Authority, be litigated in courts located within the State of California, and Guarantor expressly consents to the jurisdiction of any such local, state or federal court, and consents that any service of process in such action or proceeding may be made by personal service upon Guarantor wherever Guarantor may then be located, or by certified or registered mail directed to Guarantor at the address set forth in this Guaranty for the delivery of notices.

7.6 Merger of Prior Agreements. Guarantor and the Authority intend that this Guaranty shall be the final expression of their agreement with respect to the subject matter hereof and may not be contradicted by evidence of any prior or contemporaneous oral or written agreements or understandings. Guarantor and the Authority further intend that this Guaranty shall constitute the complete and exclusive statement of its terms and that no extrinsic evidence whatsoever (including prior drafts or changes therefrom) may be introduced in any judicial, administrative or other legal proceeding involving this Guaranty.

7.7 Interpretation of Guaranty. Unless otherwise specified, whenever in this Guaranty reference is made to any Section, or any defined term, the reference shall be deemed to refer to the Section or defined term of this Guaranty. Any reference to a Section includes all subsections and subparagraphs of that Section. The use in this Guaranty of the words “including”, “such as” or words of similar import when following any general term, statement or matter shall not be construed to limit such statement, term or matter to the specific items or matters, whether or not language of non-limitation, such as “without limitation” or “but not limited to”, or words of similar import, is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such statement, term or matter. In the event of a conflict between the Recitals and the remaining provisions of the Guaranty, the remaining provisions shall prevail. Any titles of the several parts and Sections of this Guaranty are inserted for convenience of reference only and shall be disregarded in construing or interpreting any of its provisions. The masculine, feminine or neutral gender and the singular and plural forms include the others whenever the context requires. References to days, months and years mean calendar days, months and years unless otherwise specified. References to any law, specifically or generally, will mean the law as amended, supplemented or superseded from time to time. The provisions of this Guaranty shall be construed as a whole according to their common meaning and not strictly for or against either Guarantor or the Authority in order to achieve the objectives and purposes of Guarantor and the Authority, regardless of who drafted this Guaranty.

7.8 Attorneys’ Fees and Costs. Should either Guarantor or the Authority institute any action or proceeding in court to enforce any provision hereof or for damages by reason of an alleged breach of any provision of this Guaranty, the prevailing party shall be entitled to receive from the losing party court costs incurred by the prevailing party including expert witness fees and costs and expenses, travel time and associated costs; transcript preparation fees and costs; document copying expenses; exhibit preparation costs; carrier expenses and postage and

communications expenses; such amount as a court or other decision maker may adjudge to be reasonable attorneys' fees for the services rendered to the prevailing party in such action or proceeding; fees and costs associated with execution upon any judgment or order; and costs on appeal and any collection efforts (the "**Attorneys' Fees and Costs**"). For purposes of this Guaranty, the Attorneys' Fees and Costs shall include the fees and costs of in-house counsel for the City, the Authority and Guarantor based on the fees regularly charged by private attorneys with the equivalent number of years of professional experience in the subject matter area of the law for which the City's, the Authority's or Guarantor's in-house counsel's services were rendered who practice in the City and County of San Francisco in law firms with approximately the same number of attorneys as employed by the City, the Authority or Guarantor.

7.9 Severability. Invalidation of any provision of this Guaranty, or of its application to any person or entity, by judgment or court order, will not affect any other provision of this Guaranty or its application to any other person, entity or circumstance, and the remaining portions of this Guaranty shall continue in full force and effect, unless enforcement of this Guaranty as invalidated would be unreasonable or grossly inequitable under all the circumstances or would frustrate the purposes of this Guaranty.

7.10 Substitute Security. (a) Substitute Security. If at any time during the period this Guaranty is in effect, the Net Worth of Guarantor falls below Fifty Million Dollars (\$50,000,000) (the "**Net Worth Requirement**"), or Guarantor causes or allows to occur a Significant Change (as defined in Section 7.10(b) below) (each, a "**Substitute Security Event**"), then Guarantor shall notify the Authority and Developer as soon as reasonably practicable. On each five (5) year anniversary of the Effective Date (as defined in the DDA; for avoidance of doubt such Effective Date is _____), the Net Worth Requirement shall be increased, automatically, by an amount equal to ten percent (10%) of the then current Net Worth Requirement. Upon the occurrence of a Substitute Security Event, Developer is required under section 26.3 of the DDA to supply the Authority with a substitute guaranty (in the form of this Guaranty), an unconditional letter of credit, or other form of security, in each case: (i) in favor of the Authority; (ii) in form and substance, and issued by persons or entities, reasonably satisfactory to the Authority (including satisfaction of the Net Worth Requirement); (iii) in the amount of one hundred percent (100%) of the Guaranteed Obligations up to the Secured Amount; and (iv) to remain in effect until the Guaranteed Obligations are fulfilled, but will be reduced from time to time, in accordance with the release provisions of Section 5.1(a) above ("**Substitute Security**"). If Developer does not supply the Authority with the Substitute Security within the time period required under the DDA, the Authority shall notify Guarantor and Guarantor shall provide such Substitute Security within ten (10) days after the Authority's notice. Failure of the Authority to give notice of Developer's failure to provide the Substitute Security shall not relieve Guarantor of its obligations hereunder. It shall be a default of Guarantor under this Guaranty, and a default of Developer under the terms of the DDA, if Guarantor fails to provide the Substitute Security within ten (10) days after the Authority's notice. The Authority's sole remedy against Guarantor for Guarantor's failure to provide the Substitute Security in the event Developer does not provide it as required under the DDA will be to require Guarantor to specifically perform its obligation to provide the Substitute Security in the Secured Amount and not to seek damages against Guarantor attributable to such failure;

however, this limitation on remedies shall apply only to Guarantor's failure to provide the Substitute Security in the event Developer fails to provide the Substitute Security as required under the DDA, not to the Authority's rights to enforce this Guaranty generally, and shall not limit the Authority's rights against Developer under the DDA. Upon the Developer or Guarantor providing the Substitute Security required under this Section 7.10(a), the Authority shall promptly return this Guaranty.

(b) Significant Change. For purposes of Section 7.10(a) above, "**Significant Change**" means (i) Guarantor files a petition for bankruptcy, or makes a general assignment for the benefit of its creditors, (ii) a receiver is appointed on account of Guarantor's insolvency, (iii) a writ of execution or attachment or any similar process is issued or levied against any bank accounts of Guarantor, or against any property or assets of Guarantor being used or required for use in the development of the Infrastructure or against any substantial portion of any other property or assets of Guarantor unless a writ of execution is dismissed within ninety (90) days and a writ of attachment is dismissed within thirty (30) days, (iv) a final non-appealable judgment is entered against Guarantor in an amount in excess of ten percent (10%) of Guarantor's Net Worth and Guarantor does not satisfy or bond the judgment within twenty (20) days, or (v) without the consent of Guarantor, an application for relief is filed against Guarantor under any federal or state bankruptcy law, unless the application is dismissed within ninety (90) days.

7.11 Counterparts. This Guaranty may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

7.12 No Third Party Beneficiaries. No person or entity other than the Authority and Guarantor shall have or acquire any right or action of any kind based upon the provisions of this Guaranty.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Guarantor and the Authority, each being duly authorized, have executed and delivered this Guaranty as of the Effective Date.

GUARANTOR:

TREASURE ISLAND COMMUNITY DEVELOPMENT, LLC,
a California limited liability company

By: UST Lennar HW Scala SF Joint Venture,
a Delaware general partnership
its co-Managing Member

By: _____
Name: Kofi Bonner
Title: President

By: KSWM Treasure Island, LLC,
a California limited liability company
its co-Managing Member

By: WMS Treasure Island Development I, LLC,
a Delaware limited liability company
its Member

By: Wilson Meany Sullivan LLC,
a California limited liability company
its Sole Member and Manager

By: _____
Name: Christopher Meany
Title: Managing Member

[SIGNATURES CONTINUE ON NEXT PAGE]

ACCEPTED AND AGREED:

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: _____
Name: _____
Title: Deputy City Attorney

AUTHORITY:

TREASURE ISLAND DEVELOPMENT
AUTHORITY,
a California non-profit public benefit
corporation

By: _____
Name: _____
Title: Executive Director