

## **EXHIBIT C** **PHASING SCHEDULE**

### **Project Phasing**

OHP has proposed that the project be constructed in four phases over a period of approximately 14 years: 2008 to 2022 which are likely to occur sequentially, however, they may move forward concurrently or out of sequence as conditions require.

#### **Phase I: Parcels A, B, C, F, G**

This phase will involve at a minimum for Parcels A, B, C, F, and G a) demolition and remediation, b) onsite improvements, c) offsite improvements and d) completion timeframes and conditions. .

- a) Demolition and Remediation;
  - i. Demolition of approximately 88,000 square foot of manufacturing, storage, 78,400 square foot warehouse building, approximately 160,000 square feet of the Ninth Avenue Terminal Shed Building, and approximately 120,000 square feet of timber supported pier structure.
  - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements;
  - i. Construction of a portion of Shoreline Park to the south of parcels A, B, C and D including all landscaping, pier renovation, tree removal and installation, bike paths, pedestrian walk ways, bay trail connections, and shoreline improvements.
  - ii. Renovation of a minimum of 20,000 square of the existing 9<sup>th</sup> Avenue Terminal Shed Building as a mixed use commercial/cultural resource building.
  - iii. Site improvements including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees and landscaping.
  - iv. Installation of a temporary eight foot wide asphalt bay trail for phase II and phase III
- c) Offsite Improvements;
  - i. Removal of existing street section, sidewalks and landscaping of the Embarcadero from the South Bound On-Ramp to I-880 at 10<sup>th</sup> Avenue to 5<sup>th</sup> Avenue.
  - ii. Widening of the Embarcadero from the South Bound On-Ramp to I-880 at 10<sup>th</sup> Avenue to 5<sup>th</sup> Avenue including construction of street section, medians, traffic signals, sidewalks, bike trails, street trees and landscaping
  - iii. Installation of wet and dry underground utilities fronting the project on the project side of Embarcadero

All offsite mitigation measures and conditions as required for the development of this phase. The reconstruction of Embarcadero includes demolition of the existing street section and under grounding utilities.

- d) Completion Time frames;
  - i. Completed of Phase I park improvements prior to the issuance of a certificate of occupancy for the 550<sup>th</sup> residential unit for the project or five (5) years from the issuance of the first building permit for Phase I.

Phase Ia: Demolition of Cash and Carry Building and Remediation of Estuary Park Peninsula

This phase involves demolition of the Cash and Carry warehouse and Remediation of Estuary Park Peninsula, comprising the entirety of the area depicted as Phase Ia on the Phasing Plan attached as Exhibit C-1.

- a) Demolition and Remediation;
  - i. Demolition of approximately of a 78,400 square foot warehouse building.
  - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Completion Time frames;
  - a. Completed of Phase I park improvements prior to the issuance of a certificate of occupancy for the 550<sup>th</sup> residential unit for the project or five (5) years from the issuance of the first building permit for Phase I.

Phase II: Parcels D, E, H, and J

This phase will involve at a minimum a) remediation, b) onsite improvements, c) offsite improvements and d) completion timeframes and conditions.

- 1. Remediation:
  - i. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- 2. Onsite Improvements:
  - i. Construction of the remainder of Shoreline Park and Clinton Basin Quay including all landscaping, tree removal and installation, bike paths, pedestrian walk ways, bay trail connections, and shoreline improvements.
  - ii. Site improvements including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees and landscaping.
- 3. Offsite Improvements:
  - i. Removal of existing street section, sidewalks and landscaping
  - ii. Widening of the Embarcadero from 5<sup>th</sup> Avenue to the existing Embarcadero Bridge including construction of street section, medians, traffic signals, sidewalks, bike trails, street trees and landscaping
  - iii. Installation of wet and dry underground utilities fronting the project on the project side of Embarcadero
  - iv. All offsite mitigation measures and conditions as required for the development of this phase.
- 4. Completion Time frames;

- i. Completed of Phase II park improvements prior to the issuance of a certificate of occupancy for the 1,650<sup>th</sup> residential unit for the project or eight (8) years from the issuance of the first building permit for Phase I.

Phase III: Parcels K and L.

This phase will involve at a minimum a) demolition and remediation, b) onsite improvements, c) offsite improvements and d) completion timeframes and conditions.

- a) Demolition and Remediation:
  - i. Demolition of approximately 46,000 square feet of marine, storage, service, manufacturing, and industrial uses.
  - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements:
  - i. Construction of the South Park including all landscaping, tree removal and installation, bike paths, pedestrian walk ways, bay trail connections, and shoreline improvements.
  - ii. Site improvements including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees and landscaping.
- c) Offsite Improvements:
  - i. All offsite mitigation measures and conditions as required for the development of this phase
- d) Completion Time frames:
  - i. Completed of Phase III park improvements prior to the issuance of a certificate of occupancy for the 2,340<sup>th</sup> residential unit for the project or eleven (11) years from the issuance of the first building permit for Phase I.

Phase IV: Parcel M

This phase will involve at a minimum a) demolition and remediation, b) onsite improvements, c) offsite improvements and d) completion timeframes and conditions.

- a) Demolition and Remediation:
  - i. Demolition of onsite structures.
  - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements:
  - ii. Construction of Channel Park including all landscaping, tree removal and installation, bike paths, pedestrian walk ways, bay trail connections, and shoreline improvements.
  - iii. Site improvements including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees and landscaping.
  - iv. Installation of a temporary bay trail upon termination/expiration of the Berkeley Ready Mix lease, but no earlier than June 1,2016
- c) Offsite Improvements:

- i. All offsite mitigation measures and conditions as required for the development of this phase.
- d) Completion Time frames;
  - i. Completed of Phase IV park improvements prior to the issuance of a certificate of occupancy for the 2,800<sup>th</sup> residential unit for the project or fourteen (14) years from the issuance of the first building permit for Phase I.